

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

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

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Bursa Securities has not perused the contents of this Statement/Circular prior to its issuance as it is prescribed as an Exempt Circular pursuant to Guidance Note 22 of the ACE Market Listing Requirements of Bursa Securities.



**PERAK TRANSIT BERHAD**

(Company No.: 831878-V)  
(Incorporated in Malaysia)

- PART A - SHARE BUY-BACK STATEMENT IN RELATION TO THE PROPOSED PURCHASE BY THE COMPANY OF ITS OWN SHARES UP TO 10% OF ITS TOTAL NUMBER OF ISSUED SHARES**
- PART B - CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED ADOPTION OF A NEW CONSTITUTION OF THE COMPANY**

The above proposals will be tabled as Special Business at the 9<sup>th</sup> Annual General Meeting ("**AGM**") of Perak Transit Berhad ("**PTRANS**" or the "**Company**"). The Notice of the AGM of our Company has been set out in our Annual Report for the financial year ended 31 December 2017 ("**Annual Report 2017**"), which has been despatched together with this Statement/Circular.

A Form of Proxy in respect of the AGM is enclosed in the Annual Report 2017.

You are entitled to attend and vote at the AGM or to appoint a proxy or proxies to attend and vote on your behalf should you be unable to attend the AGM. You should complete and deposit the Form of Proxy at the office of our Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, not less than 48 hours before the time set for the AGM indicated below or any adjournment thereof. If you have lodged the Form of Proxy, you may also attend and vote in person at the AGM, should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy	: Tuesday, 22 May 2018 at 9.00 a.m.
Date and time of the AGM	: Thursday, 24 May 2018 at 9.00 a.m.
Venue of the AGM	: Mersawa & Rengas Hall Level 2, MU Hotel No. 18, Jalan Chung On Siew 30250 Ipoh, Perak

This Statement/Circular is dated 25 April 2018

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## DEFINITIONS

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Except where the context otherwise requires, the following definitions shall apply throughout this Statement/Circular:-

“Act”	: Companies Act 2016
“AGM”	: Annual general meeting
“Board”	: Our Board of Directors of PTRANS
“Bursa Securities”	: Bursa Malaysia Securities Berhad (Company No: 635998-W)
“Circular”	: This circular to shareholders dated 25 April 2018 in relation to the Proposed New Constitution
“Code”	: Malaysian Code on Take-Overs and Mergers 2016
“CBS Link”	: CBS Link Sdn Bhd (Company No: 881717-P)
“Directors”	: The directors of PTRANS and shall have the meaning given in Section 2(1) of the Capital Markets and Services Act, 2007
“EPS”	: Earnings per Share
“FPE”	: Financial period(s) ended/ending, as the case may be
“FYE”	: Financial year(s) ended/ending, as the case may be
“Listing Requirements”	: ACE Market Listing Requirements of Bursa Securities
“LPD”	: 30 March 2018, being the latest practicable date prior to the printing and despatch of this Statement
“Minimum Scenario”	: Assuming none of the outstanding Warrants are exercised into PTRANS Shares prior to the implementation of the Proposed Share Buy-Back
“Maximum Scenario”	: Assuming all the outstanding Warrants are exercised into PTRANS Shares prior to the implementation of the Proposed Share Buy-Back
“Minister”	: Minister charged with the responsibilities for companies, currently the Minister of Domestic Trade, Co-operatives and Consumerism, Malaysia
“NA”	: Net assets
“Prevailing Laws”	: Prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities
“Proposed New Constitution”	: Proposed adoption of a new Constitution of PTRANS
“Proposed Share Buy-Back”	: Proposed Purchase by PTRANS of its own shares up to 10% of its total number of issued shares
“PTRANS Share(s)” or our “Share(s)”	: Ordinary share(s) of PTRANS

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**DEFINITIONS (CONT'D)**

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“PTRANS” or our “Company”	: Perak Transit Berhad (Company No. 831878-V)
“PTRANS Group” or our “Group”	: PTRANS and its subsidiaries, collectively
“Purchased Share(s)”	: Share(s) of our Company purchased under the Proposed Share Buy-Back
“RM” and “sen”	: Ringgit Malaysia and sen, respectively
“Rules”	: Rules on Take-Overs, Mergers and Compulsory Acquisitions
“Statement”	: This share buy-back statement dated 25 April 2018 in relation to the Proposed Share Buy-Back
“VWAP”	: Volume weighted average market price
“Warrant(s)”	: 571,317,500 outstanding PTRANS warrants 2017/2020 constituted by the deed poll dated 29 August 2017

All reference to “**our Company**” or “**PTRANS**” in this Statement/Circular are to Perak Transit Berhad. The reference to “**our Group**” is to our Company and our subsidiaries, and all references to “**we**”, “**us**”, “**our**” and “**ourselves**” are to our Company, and where to context requires otherwise, shall include our subsidiaries. All references to “**you**” or “**your**” in this Statement/Circular are to our shareholders.

Words incorporating the singular shall, where applicable, include the plural and vice versa. Words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Any reference to persons shall include corporations, unless otherwise specified.

Any reference in this Statement/Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Statement/Circular shall be a reference to Malaysian time, unless otherwise specified.

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**PART A**  
**PROPOSED PURCHASE BY PTRANS OF ITS OWN SHARES UP TO**  
**10% OF ITS TOTAL NUMBER OF ISSUED SHARES**



## **PERAK TRANSIT BERHAD**

(Company No.: 831878-V)  
(Incorporated in Malaysia)

### **Registered Office:**

D-3-7 Greentown Square  
Jalan Dato' Seri Ahmad Said  
30450 Ipoh  
Perak

25 April 2018

### **Board of Directors**

Tan Sri Dato' Chang Ko Youn	(Independent Non-Executive Chairman)
Dato' Sri Cheong Kong Fitt	(Managing Director)
Dato' Cheong Peak Sooi	(Executive Director)
Dato' Wan Asmadi Bin Wan Ahmad	(Independent Non-Executive Director)
Ng Wai Luen	(Independent Non-Executive Director)
Azian Binti Kassim	(Independent Non-Executive Director)

### **To: Our shareholders**

Dear Sir/Madam,

### **PROPOSED SHARE BUY-BACK**

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#### **1. INTRODUCTION**

On 22 March 2018, our Board announced our Company's intention to seek your approval for the Proposed Share Buy-Back at our Company's 9<sup>th</sup> AGM to be convened on 24 May 2018.

**THE PURPOSE OF THIS STATEMENT IS TO PROVIDE OUR SHAREHOLDERS WITH THE RELEVANT DETAILS AND INFORMATION PERTAINING TO THE PROPOSED SHARE BUY-BACK, TOGETHER WITH THE RECOMMENDATION OF OUR BOARD AND TO SEEK THE APPROVAL FROM OUR SHAREHOLDERS ON THE RESOLUTION PERTAINING TO THE PROPOSED SHARE BUY-BACK TO BE TABLED AT OUR FORTHCOMING AGM. THE NOTICE OF OUR FORTHCOMING AGM AND THE FORM OF PROXY ARE ENCLOSED IN OUR COMPANY'S ANNUAL REPORT 2017, WHICH HAS BEEN DESPATCHED TOGETHER WITH THIS STATEMENT.**

**YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS STATEMENT TOGETHER WITH THE APPENDICES CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED SHARE BUY-BACK TO BE TABLED AT OUR FORTHCOMING AGM.**

## **2. PROPOSED SHARE BUY-BACK**

Our Board proposes to seek your approval for the authority for our Company to purchase up to 10% of our Company's total number of issued shares at any point in time, subject to Section 127 of the Act, Subdivision 3 of Division 1 of Part III of the Act, Chapter 12 of the Listing Requirements, the Code and the Prevailing Laws at the time of purchase.

The purchases of our Shares under the Proposed Share Buy-Back will be carried out through Bursa Securities via stockbroker(s) appointed by our Board.

### **2.1 Quantum**

The maximum aggregate number of PTRANS Shares, which may be purchased by our Company, shall not exceed 10% of the total number of issued shares of our Company at any point in time.

As at the LPD, our total issued share capital is RM128,355,458 comprising 1,267,399,300 PTRANS Shares. Our Company also has, as at LPD, 571,317,500 outstanding Warrants.

Assuming the current 571,317,500 outstanding Warrants are fully exercised as at LPD, the enlarged issued share capital of our Company shall increase to RM262,615,071 comprising 1,838,716,800 PTRANS Shares. Pursuant thereto, the maximum aggregate number of PTRANS Shares that may be purchased under the Proposed Share Buy-Back is up to 183,871,680 PTRANS Shares, representing up to 10% of its total number of issued shares.

The actual number of PTRANS Shares to be purchased will depend on, amongst others, market conditions and sentiments, as well as the retained earnings and financial resources of our Company at the time of the purchase(s).

### **2.2 Funding**

The Proposed Share Buy-Back may be funded through internally-generated funds and/or external borrowings as long as the purchase is backed by an equivalent amount of retained earnings of our Company, subject to compliance with the Prevailing Laws. As at the LPD, we have not determined the source of funding for the Proposed Share Buy-Back.

The actual amount of funds to be utilised for the Proposed Share Buy-Back will only be determined later depending on the actual number of PTRANS Shares to be purchased, the availability of funds at the time of purchase(s) and other relevant cost factors.

The Proposed Share Buy-Back, if funded through internally-generated funds, is not expected to have a material impact on the cash flow position of our Company. In the event the Proposed Share Buy-Back is to be financed by bank borrowings, our Company will ensure our capabilities of repaying such borrowings and that such repayment will not have a material effect on our cash flow. In addition, our Board will ensure that our Company satisfies the solvency test as stated in Section 112(2) of the Act before implementing the Proposed Share Buy-Back.

The maximum amount of funds to be allocated for the Proposed Share Buy-Back shall not exceed the retained earnings of our Company at any point in time. Based on the latest audited consolidated financial statements of our Company for the FYE 31 December 2017, the audited retained earnings of our Company are approximately RM80.86 million.

## **2.3 Duration**

The authority from our shareholders to undertake the Proposed Share Buy-Back, if granted, will be effective immediately after obtaining our shareholders' approval at our forthcoming AGM and will continue to be in force until:-

- (a) the conclusion of the next AGM of PTRANS, at which time the said authority shall lapse, unless by an ordinary resolution passed at a general meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (c) revoked or varied by ordinary resolution passed by the shareholders of PTRANS in a general meeting,

whichever occurs first.

Your approval for the Proposed Share Buy-Back does not impose an obligation on our Company to purchase our Shares. However, it will allow our Board to exercise the power of our Company to purchase our Shares at any time within the abovementioned time period.

## **2.4 Purchase price**

Pursuant to Rule 12.17 of the Listing Requirements, our Company may only purchase our Shares on Bursa Securities at a price which is not more than 15% above the 5-day VWAP of PTRANS Shares immediately before the date of the purchase(s).

## **2.5 Treatment of Purchased Shares**

In accordance with Section 127(4) of the Act, where our Company has purchased our Shares, our Directors may deal with the Purchased Shares, at their discretion, in the following manner:-

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

Accordingly, based on Section 127(7) of the Act, where such Purchased Shares are held as treasury shares, our Directors may, at their discretion:

- (a) distribute the Purchased Shares as dividends to our shareholders, such dividends to be known as "shares dividends"; or
- (b) resell the Purchased Shares or any of the Purchased Shares in accordance with the relevant rules of Bursa Securities; or
- (c) transfer the Purchased Shares or any of the Purchased Shares for the purposes of or under an employees' share scheme; or
- (d) transfer the Purchased Shares or any of the Purchased Shares as purchase consideration; or
- (e) cancel the Purchased Shares or any of the Purchased Shares; or



- (f) sell, transfer or otherwise use the Purchased Shares for such other purposes as the Minister may by order prescribe.

If the Purchased Shares are held as treasury shares, the rights attaching to them as to voting, dividends and participation in other distributions or otherwise, will be suspended and the treasury shares will not be taken into account in calculating the number of percentage of Shares, or of a class of shares in our Company for any purpose including substantial shareholdings, take-overs, notices, requisitioning of meetings, quorum for a meeting and result of a vote on resolution(s) at a meeting.

According to Rule 12.18 of the Listing Requirements, our Company may only resell any treasury shares on Bursa Securities or transfer treasury shares pursuant to Section 127(7) of the Act at:-

- (a) a price which is not less than the 5-day VWAP of PTRANS Shares immediately before the resale or transfer; or
- (b) a discounted price of not more than 5% to the 5-day VWAP of PTRANS Shares immediately before the date of the resale or transfer provided that:-
  - (i) the resale or transfer takes place not earlier than 30 days from the date of purchase; and
  - (ii) the resale or transfer price is not less than the cost of purchase of the PTRANS Shares being resold or transferred.

An immediate announcement will be made to Bursa Securities in respect of the intention of our Directors to either resell the Purchased Shares or cancel them.

## **2.6 Public shareholding spread**

The Proposed Share Buy-Back will be carried out in accordance with the Prevailing Laws at the time of the purchase including compliance with the 25% shareholding spread requirements as set out under Rule 8.02(1) of the Listing Requirements.

Based on the Record of Depositors of our Company as at LPD, the public shareholding spread of PTRANS stood at 757,525,099 PTRANS Shares representing approximately 59.77% in the hands of 4,139 public shareholders.

Our Company will ensure that the Proposed Share Buy-Back will not breach Rule 12.14 of the Listing Requirements, which states that a listed company must not purchase its own shares on Bursa Securities if that purchase(s) will result in the listed company being in breach of the public shareholding spread requirements as set out under Rule 8.02(1) of the Listing Requirements.

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## 2.7 Implication of the Code

As it is not intended for the Proposed Share Buy-Back to trigger the obligation to undertake a mandatory offer under the Code by any of our Company's substantial shareholders or persons acting in concert with them, our Board will ensure that only such number of Shares are purchased, retained as treasury shares, cancelled or distributed such that the Proposed Share Buy-Back would not result in the triggering of any mandatory offer obligation on the part of our Company's substantial shareholders and/or persons acting in concert with them. In this connection, our Board is mindful of the requirements of the Listing Requirements, the Code and the Prevailing Laws when making any purchase of our Shares pursuant to the Proposed Share Buy-Back.

In the event the Proposed Share Buy-Back is implemented in full, the proforma effects of the Proposed Share Buy-Back on the shareholdings of the substantial shareholders and Directors of PTRANS as at the LPD are illustrated in **Section 5.5** of this Statement.

Based on **Section 5.5** of this Statement, the Proposed Share Buy-Back may trigger a mandatory offer for the remaining Shares not held by the CBS Link and its parties acting in concert ("**PACs**"). CBS Link and its PACs may apply for an exemption from extending a mandatory offer pursuant to Paragraph 4.01 of the Rules. Nevertheless, the management of PTRANS will be mindful in our purchase of our own shares pursuant to the Proposed Share Buy-Back to ensure that CBS Link and its PACs will not trigger a mandatory offer.

## 2.8 Historical share prices

The monthly highest and lowest traded prices of PTRANS Shares on Bursa Securities for the past 12 months up to March 2018 are as follows:-

	High RM	Low RM
<b>2017</b>		
April	0.24	0.20
May	0.26	0.22
June	0.28	0.24
July	0.28	0.25
August	0.32	0.26
September	0.38	0.28
October	0.33	0.27
November	0.32	0.27
December	0.31	0.27
<b>2018</b>		
January	0.31	0.28
February	0.32	0.26
March	0.30	0.25
Last transacted market price on 21 March 2018 (being the latest date prior to the announcement of the Proposed Share Buy-Back)		0.27
Last transacted market price on 30 March 2018 (being the latest date prior to the printing of this Statement)		0.27

(Source : Bloomberg)

## **2.9 Previous purchases, resale and cancellation of treasury shares**

Our Company does not have an existing authority to purchase our Shares. Hence, our Company does not currently hold any treasury shares and have not purchased, resold and/or cancelled any Shares during the last 12 months preceding the LPD.

## **3. RATIONALE FOR THE PROPOSED SHARE BUY-BACK**

The Proposed Share Buy-Back, if implemented, will enable PTRANS to utilise our surplus financial resources, which is not immediately required for other uses, to purchase our own Shares from the market. The Proposed Share Buy-Back is expected to stabilise the supply and demand, as well as the price of PTRANS Shares.

If the PTRANS Shares purchased are subsequently cancelled, the Proposed Share Buy-Back will result in a lower number of Shares being used for the purposes of computing EPS and thereby enhance the EPS of our Group. Consequently, long-term investors are expected to enjoy a corresponding increase in the value of their investments in our Company.

The Purchased Shares can also be held as treasury shares and resold on Bursa Securities at a higher price therefore realising a potential gain without affecting our total number of issued shares. Should any treasury shares be distributed as share dividends, this would serve to reward you as shareholders of our Company.

The Proposed Share Buy-Back is not expected to have any potential material disadvantage to our Company and our shareholders, and it will be implemented only after due consideration of the financial resources of our Group, and of the resultant impact on our shareholders. Our Board will be mindful of the interests of PTRANS and our shareholders in undertaking the Proposed Share Buy-Back.

## **4. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUY-BACK**

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

- (a) allows our Company to take preventive measures against speculation particularly when our shares are undervalued, which would in turn, stabilise the market price of PTRANS Shares and hence, enhance investors' confidence;
- (b) allows our Company flexibility in achieving the desired capital structure, in terms of debt and equity composition and size of equity;
- (c) if the Purchased Shares which are retained as treasury shares are resold at a higher price, it will provide our Company with opportunities for potential gains; and
- (d) if the treasury shares are distributed as share dividends by our Company, it may then serve to reward the shareholders of our Company.

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

- (a) the Proposed Share Buy-Back will reduce the financial resources of our Group and may result in our Group foregoing other investment opportunities that may emerge in the future; and
- (b) as the Proposed Share Buy-Back can only be made out of retained earnings of our Company, it may result in the reduction of financial resources available for distribution to shareholders in the immediate future.

## 5. EFFECTS OF THE PROPOSED SHARE BUY-BACK

The effects of the Proposed Share Buy-Back on the issued share capital, NA and working capital, earnings and EPS, dividend and substantial shareholders' and Directors' shareholdings of our Company based on the Minimum Scenario and Maximum Scenario are set out below.

### 5.1 Issued share capital

The effect of the Proposed Share Buy-Back on our issued share capital in terms of number will depend on whether the Purchased Shares are cancelled or retained as treasury shares.

In the event that all Purchased Shares are retained as treasury shares, resold, or distributed to our shareholders, the Proposed Share-Buy-Back will have no effect on our number of issued shares.

Based on the total number of issued shares of our Company as at the LPD, and assuming that the maximum number of PTRANS Shares (of up to 10% of the total number of issued shares) authorised under the Proposed Share Buy-Back are purchased and cancelled, the effects of the Proposed Share Buy Back are set out below:-

	Minimum Scenario	Maximum Scenario
	No. of Shares	
As at the LPD	1,267,399,300	1,267,399,300
<i>No. of Shares to be issued assuming full exercise of the outstanding Warrants</i>	-	571,317,500
	<b>1,267,399,300</b>	<b>1,838,716,800</b>
<i>Less: Maximum number of Shares that may be purchased and cancelled pursuant to the Proposed Share Buy-Back</i>	126,739,930	183,871,680
<b>Resultant number of Shares in issue</b>	<b>1,140,659,370</b>	<b>1,654,845,120</b>

### 5.2 NA and working capital

The effect of the Proposed Share Buy-Back on the NA of our Group will depend on the actual number of PTRANS Shares purchased, the prices paid for such PTRANS Shares, the effective funding cost to our Group to finance the purchase of such PTRANS Shares, if any, or any loss in interest income to PTRANS, and whether the Purchased Shares are cancelled or retained as treasury shares.

In the event that all Purchased Shares are retained as treasury shares, the NA of our Group would decrease by the purchase cost of the treasury shares because the treasury shares are required to be carried at cost and be offset against equity. If the treasury shares are subsequently cancelled or distributed as share dividends, there will be no additional effect on the NA of our Group.

The Purchased Shares that are retained as treasury shares and/or cancelled and/or distributed as share dividends will reduce our NA per Share if the purchase price of such Shares exceeds our NA per Share, and *vice versa*. If the treasury shares are resold on Bursa Securities, the NA of our Group would increase if our Company realises a gain from the resale, and *vice versa*.

The Proposed Share Buy-Back will reduce funds available for working capital of our Company and our Group, the quantum of which will depend on, amongst others, the number of PTRANS Shares purchased, the purchase price(s) of PTRANS Shares and any costs incurred in making the purchase.

### **5.3 Earnings and EPS**

Depending on the number of PTRANS Shares purchased, the prices paid for such Shares, our effective funding cost to finance the purchase of such Shares, or any loss in interest income to PTRANS or opportunity cost in relation to other investment opportunities, the Proposed Share Buy-Back may increase or reduce the EPS of our Group.

Assuming that our Shares so purchased are retained as treasury shares and subsequently resold, the extent of the effects on the earnings of our Group will depend on the actual selling price, the number of treasury shares resold and the effective gain or the interest savings arising from the exercise.

If the PTRANS Shares so purchased are cancelled, the Proposed Share Buy-Back will increase the EPS of our Group provided the income forgone and interest expense incurred on the Shares purchased are less than the EPS before the share purchase.

### **5.4 Dividends**

The Proposed Share Buy-Back is not expected to have any impact on the policy of our Board in recommending dividends, if any, to our shareholders. However, as stated in **Section 2.5** of this Statement, our Board may distribute future dividends in the form of the treasury shares purchased pursuant to the Proposed Share Buy-Back.

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## 5.5 Substantial shareholders' and Directors' shareholdings

For illustration purposes only, based on the Record of Depositors of our Company as at LPD and assuming the purchase by our Company of our Shares pursuant to the Proposed Share Buy-Back is carried out in full on the basis that all the Shares are purchased from shareholders other than the existing substantial shareholders and Directors of our Company, the effect of such purchase on the shareholdings of the existing substantial shareholders and Directors of our Company are as follows:-

### Minimum Scenario

	Shareholdings as at the LPD				Proforma I After the Proposed Share Buy-Back			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
<b><u>Substantial shareholders</u></b>								
CBS Link	209,000,001	16.49	-	-	209,000,001	18.32	-	-
Dato' Sri Cheong Kong Fitt	197,088,805	15.55	292,223,801 <sup>*1</sup>	23.06	197,088,805	17.28	292,223,801 <sup>*1</sup>	25.62
Datin Sri Lim Sow Keng	83,223,800	6.57	406,088,806 <sup>*2</sup>	32.04	83,223,800	7.30	406,088,806 <sup>*2</sup>	35.60
Tan Sri Dato' Sri Koh Kin Lip	55,305,800	4.36	14,300,000 <sup>*3</sup>	1.13		4.85	14,300,000 <sup>*3</sup>	1.25
<b><u>Directors</u></b>								
Dato' Sri Cheong Kong Fitt	197,088,805	15.55	292,223,801 <sup>*1</sup>	23.06	197,088,805	17.28	292,223,801 <sup>*1</sup>	25.62
Dato' Cheong Peak Sook	20,406,595	1.61	-	-	20,406,595	1.79	-	-
Ng Wai Luen	-	-	155,000 <sup>*4</sup>	0.01	-	-	155,000 <sup>*4</sup>	0.01

### Maximum Scenario

	Shareholdings as at the LPD				Proforma I Assuming all outstanding Warrants are exercised				Proforma II After Proforma I and the Proposed Share Buy-Back			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
<b>Substantial shareholders</b> CBS Link Dato' Sri Cheong Kong Fitt Datin Sri Lim Sow Keng Tan Sri Dato' Sri Koh Kin Lip	209,000,001	16.49	-	-	304,000,002	16.53	-	-	304,000,002	18.37	-	-
	197,088,805	15.55	292,223,801 <sup>*1</sup>	23.06	286,220,080	15.57	425,052,801 <sup>*1</sup>	23.12	286,220,080	17.30	425,052,801 <sup>*1</sup>	25.69
	83,223,800	6.57	406,088,806 <sup>*2</sup>	32.04	121,052,800	6.58	590,220,081 <sup>*2</sup>	32.10	121,052,800	7.32	590,220,081 <sup>*2</sup>	35.67
	55,305,800	4.36	14,300,000 <sup>*3</sup>	1.13	80,444,800	4.38	20,800,000 <sup>*3</sup>	1.13	80,444,800	4.86	20,800,000 <sup>*3</sup>	1.26
	197,088,805	15.55	292,223,801 <sup>*1</sup>	23.06	286,220,080	15.57	425,052,801 <sup>*1</sup>	23.12	286,220,080	17.30	425,052,801 <sup>*1</sup>	25.69
<b>Directors</b> Dato' Sri Cheong Kong Fitt Dato' Cheong Peak Sool Ng Wai Luen	20,406,595	1.61	-	-	29,682,320	1.61	-	-	29,682,320	1.79	-	-
	-	-	155,000 <sup>*4</sup>	0.01	-	-	155,000 <sup>*4</sup>	0.01	-	-	155,000 <sup>*4</sup>	0.01

### Notes:-

<sup>(1)</sup> Deemed interested through his spouse and his interest held in CBS Link.

<sup>(2)</sup> Deemed interested through her spouse and her interest held in CBS Link.

<sup>(3)</sup> Deemed interested through his equity interest in Rickoh Corporation Sdn Bhd.

<sup>(4)</sup> Deemed interested through his spouse and she does not hold any Warrants as at the LPD.

**6. APPROVALS REQUIRED**

The Proposed Share Buy-Back is subject to and conditional upon your approval at our forthcoming AGM.

The Proposed Share Buy-Back is not conditional upon any other proposal undertaken or to be undertaken by our Company.

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

Save for the proportionate increase in the percentage shareholdings and/or voting rights of the shareholdings as a consequence of the Proposed Share Buy-Back as set out in **Section 5.5** of this Statement, none of the Directors, major shareholders of PTRANS, and/or persons connected to them, have any interest, whether directly or indirectly, in the Proposed Share Buy-Back.

**8. DIRECTORS' RECOMMENDATION**

Our Board, after due deliberation and having considered all aspects of the Proposed Share Buy-Back, is of the opinion that the Proposed Share Buy-Back is in the best interest of our Company and recommends that you vote in favour of the resolution pertaining to the Proposed Share Buy-Back to be tabled at our forthcoming AGM.

**9. AGM**

Our Company's 9<sup>th</sup> AGM, will be held at Mersawa & Rengas Hall, Level 2, MU Hotel, No. 18, Jalan Chung On Siew, 30250 Ipoh, Perak on Thursday, 24 May 2018 at 9.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification, the resolution (as set out in our Company's Annual Report 2017) so as to give effect to the Proposed Share Buy-Back.

If you are unable to attend and vote in person at the AGM, you are requested to complete, sign and return the enclosed Form of Proxy enclosed in our Company's Annual Report 2017, in accordance with the instructions contained therein, to be deposited at the office of our Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, not less than 48 hours before the time stipulated for holding the AGM. The lodging of the Form of Proxy does not preclude you from attending and voting in person at the AGM, should you subsequently wish to do so.

**10. FURTHER INFORMATION**

Shareholders are advised to refer to **Appendix I** of this Statement/Circular for further information.

Yours faithfully,  
For and on behalf of the Board of  
**PERAK TRANSIT BERHAD**

**TAN SRI DATO' CHANG KO YOUN**  
Independent Non-Executive Chairman



**PART B**  
**PROPOSED ADOPTION OF A NEW CONSTITUTION OF PTRANS**



## **PERAK TRANSIT BERHAD**

(Company No.: 831878-V)  
(Incorporated in Malaysia)

### **Registered Office:**

D-3-7 Greentown Square  
Jalan Dato' Seri Ahmad Said  
30450 Ipoh  
Perak

25 April 2018

### **Board of Directors**

Tan Sri Dato' Chang Ko Youn	(Independent Non-Executive Chairman)
Dato' Sri Cheong Kong Fitt	(Managing Director)
Dato' Cheong Peak Sooi	(Executive Director)
Dato' Wan Asmadi Bin Wan Ahmad	(Independent Non-Executive Director)
Ng Wai Luen	(Independent Non-Executive Director)
Azian Binti Kassim	(Independent Non-Executive Director)

### **To: Our shareholders**

Dear Sir/Madam,

### **PROPOSED NEW CONSTITUTION**

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#### **1. INTRODUCTION**

On 19 April 2018, our Board announced our Company's intention to seek your approval for the Proposed New Constitution at our Company's 9<sup>th</sup> AGM to be convened on 24 May 2018.

**THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE OUR SHAREHOLDERS WITH THE RELEVANT DETAILS AND INFORMATION PERTAINING TO THE PROPOSED NEW CONSTITUTION, TOGETHER WITH THE RECOMMENDATION OF OUR BOARD AND TO SEEK THE APPROVAL FROM OUR SHAREHOLDERS ON THE RESOLUTION PERTAINING TO THE PROPOSED NEW CONSTITUTION TO BE TABLED AT OUR FORTHCOMING AGM. THE NOTICE OF OUR FORTHCOMING AGM AND THE FORM OF PROXY ARE ENCLOSED IN OUR COMPANY'S ANNUAL REPORT 2017, WHICH HAS BEEN DESPATCHED TOGETHER WITH THIS CIRCULAR.**

**YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDICES CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED NEW CONSTITUTION TO BE TABLED AT OUR FORTHCOMING AGM.**

## **2. DETAILS OF THE PROPOSED NEW CONSTITUTION**

Our Board proposes that PTRANS revoke its existing Memorandum and Articles of Association in its entirety with immediate effect and in place thereof, adopt a new Constitution, taking into account the Act which came into effect from 31 January 2017 and in line with the recent amendments to the Listing Requirements.

The details of the Proposed New Constitution are set out in **Appendix II** of this Circular.

## **3. RATIONALE FOR THE PROPOSED NEW CONSTITUTION**

The Proposed New Constitution will bring the new Constitution of PTRANS in line with the enforcement of the Act and to ensure compliance with the recent amendments to the Listing Requirements.

Our Board proposes the adoption of a new Constitution as the amendments required to be made are numerous and would entail substantial amendments to the existing Memorandum and Articles of Association of PTRANS.

## **4. EFFECTS OF THE PROPOSED NEW CONSTITUTION**

The Proposed New Constitution will not have any effect on the issued share capital and substantial shareholders' shareholding of our Company and is expected not have any material effect on the EPS, NA per share and gearing of our Group.

## **5. APPROVAL REQUIRED**

The Proposed New Constitution is subject to and conditional upon your approval at our forthcoming AGM.

The Proposed New Constitution is not conditional upon any other proposal undertaken or to be undertaken by our Company.

## **6. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM**

As at LPD, none of the Directors, major shareholders of PTRANS, and/or persons connected to them, have any interest, whether directly or indirectly, in the Proposed New Constitution.

## **7. DIRECTORS' RECOMMENDATION**

Our Board, after due deliberation and having considered all aspects of the Proposed New Constitution, is of the opinion that the Proposed New Constitution is in the best interest of our Company and recommends that you vote in favour of the Special Resolution pertaining to the Proposed New Constitution to be tabled at our forthcoming AGM.

## **8. AGM**

Our Company's 9<sup>th</sup> AGM, will be held at Mersawa & Rengas Hall, Level 2, MU Hotel, No. 18, Jalan Chung On Siew, 30250 Ipoh, Perak on Thursday, 24 May 2018 at 9.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification, the resolution (as set out in our Company's Annual Report 2017) so as to give effect to the Proposed New Constitution.

If you are unable to attend and vote in person at the AGM, you are requested to complete, sign and return the enclosed Form of Proxy enclosed in our Company's Annual Report 2017, in accordance with the instructions contained therein, to be deposited at the office of our Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, not less than 48 hours before the time stipulated for holding the AGM. The lodging of the Form of Proxy does not preclude you from attending and voting in person at the AGM, should you subsequently wish to do so.

## **9. FURTHER INFORMATION**

Shareholders are advised to refer to **Appendices I and II** of this Statement/Circular for further information.

Yours faithfully,  
For and on behalf of the Board of  
**PERAK TRANSIT BERHAD**

**TAN SRI DATO' CHANG KO YOUN**  
Independent Non-Executive Chairman

**ADDITIONAL INFORMATION****1. DIRECTORS' RESPONSIBILITY STATEMENT**

This Statement/Circular has been seen and approved by our Board and they collectively and individually, accept full responsibility for the accuracy of the information contained in this Statement/Circular and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements 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 available for inspection at our registered office at D-3-7 Greentown Square, Jalan Dato' Seri Ahmad Said, 30450 Ipoh, Perak, during normal business hours from Monday to Friday (except public holidays) from the date of this Statement/Circular up to and including the date of our forthcoming AGM:-

- (a) The existing Memorandum and Articles of Association of PTRANS; and
- (b) Audited consolidated financial statements of PTRANS for the past two (2) FYE 31 December 2016 and 31 December 2017.

purchase its own shares on Bursa Securities if that purchase(s) will result in the listed company being in breach of the public shareholding spread requirements as set out under Rule 8.02(1) of the Listing Requirements.

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**THE COMPANIES ACT 2016  
MALAYSIA**

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**PUBLIC COMPANY LIMITED BY SHARES**

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**CONSTITUTION  
OF  
PERAK TRANSIT BERHAD**  
Company No. 831878-V

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**INCORPORATED ON THE 5<sup>TH</sup> DAY OF SEPTEMBER 2008**

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**THE COMPANIES ACT 2016  
MALAYSIA  
PUBLIC COMPANY LIMITED BY SHARES**

**CONSTITUTION  
OF  
PERAK TRANSIT BERHAD**

---

**INTRODUCTION**

- 1.1 The name of the Company is Perak Transit Berhad.
- 1.2 The registered office of the Company is situated in Malaysia.
- 1.3 The Company is a public company limited by shares and the liability of the members is limited.
- 1.4 The Company shall have full capacity to carry on or undertake any business or activity, do any at or enter into any transactions and for these purposes, full rights, powers and privileges as contained in Section 21 of the Act including but not limited to:
- (a) To carry on the business of investment holding, and to acquire, lease, promote or sell, and to manage, conduct or undertake the business of management or otherwise howsoever direct the operations of any business, company, corporation, firm of any other whatsoever enterprise, undertaking or venture, and generally to undertake any of the business of a holding, or management company.
  - (b) To carry on the business of operators, agents, commission agents, and to own, develop, manage and operate integrated public transportation terminals, bus terminals, petrol stations, petrol kiosk, garages, service stations, workshop and repair shops and to act as wholesalers, dealers and distributors of supply fuel, diesel, lubricants and other petroleum related products.
  - (c) To carry on all or any of the business of owners, managers, operators, agents and contractors of transportation, haulage and carriage of passengers, animals, livestock, produce, goods, articles and things of every kind and description by buses, taxis, lorries, trailers, trucks, tractors, wagons, railways, motors vehicles and all other kinds of conveyances.
  - (d) To carry on all or any of the business of owners, managers and operators of hotels, leisure and recreational centres, commercial space, exhibitions and to provide advisory services and rental of retail advertising and promotional facilities, event managements, travels and tours and other related services to facilitate tourism business.
  - (e) To carry on any other business or activity which may seem capable of being conveniently carried on in connection with any activity of the company or calculated to enhance the value of any of the Company's property or rights.
  - (f) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.
- 1.5 The powers of the Company in addition to those conferred under Section 21 of the Act shall include but not restricted to:
- (a) lend and advance money or give credit to any person or company; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or company; to secure or undertake in any way the repayment of moneys lent or advanced to or the liabilities incurred by any person or company; and otherwise to assist any person or company; and

- (b) borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures perpetual or otherwise, charged upon all or any of the Company's property (both present and future), and to purchase, redeem, or pay off any such securities.

## DEFINITION AND INTERPRETATION

- 2.1 In this Constitution, unless the subject matter or context dictates otherwise, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column hereof

WORDS	MEANING
Act	- The Companies Act 2016 and any statutory modification, amendment or re-enactment thereof and any and every other legislation or written laws for the time being in force concerning companies and affecting the Company.
Auditors	- The Auditors of the Company for the time being.
Board	- The board of directors for the time being of the Company.
Clause	- These clause in this Constitution as originally framed or as altered from time to time by Special Resolution.
Company	- Perak Transit Berhad (Company No. 831878-V) and shall be taken to mean the same corporate body by whatever name from time to time it may be called.
Constitution	- This Constitution as originally framed or adopted or as altered from time to time by Special Resolution.
Deposited Security	- A security standing to the credit of a Securities Account and includes a security in a Securities Account that is in suspense.
Depositor	- A holder of Securities Account.
Depository	- Bursa Malaysia Depository Sdn Bhd (165570-W) or any other name as may be amended from time to time.
Directors	- The directors for the time being of the Company.
Exchange	- Bursa Malaysia Securities Berhad (635998-W) or any other name as may be amended from time to time.
Exempt Authorised Nominee	- An authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of the SICDA.
Holder	- In relation to securities in the Company, any person/persons whose name appear on the Register and any Depositor whose names appear on the Record of Depositors but shall exclude the Depository or its nominee company in whose name the Deposited Security is registered unless required by virtue of the SICDA or the Rules or the context of this Constitution. "Holding of shares in the Company" and "shareholder of the Company" and any other similar expressions shall have the corresponding meanings.



WORDS	MEANING
Listing Requirements	- The Listing Requirements of the Exchange including any amendment thereto that may be made from time to time.
Market day	- A day on which the stock market of the Exchange is open for trading in securities.
Member	- Any person for the time being holding securities in the Company and whose name appears in the Register and depositors whose names appear on the Record of Depositors but excludes the Depository in its capacity as a bare trustee.
Office	- The registered office for the time being of the Company.
Ordinary Resolution	- The meaning assigned thereto by the Act.
Record of Depositors	- A record provided by the Depository to the Company under Chapter 24.0 of the Rules.
Register	- The register of members to be kept pursuant to the Act.
Registered Member	- Every person whose name is entered in the Register.
Rules	- The rules of the Depository and any appendices thereto as they may be amended, modified or re-enacted from time to time.
Seal	- The common seal of the Company.
Secretary	- Any person or persons appointed to perform the duties of the secretary of the Company.
Securities	- Securities as defined in Section 2(1) of the SICDA or any modification, amendment or re-enactment thereof for the time being in force.
Securities Account	- An account established by the Depository for a Depositor for the recording of deposit of securities and for dealing in such securities by the Depositor.
Shares	- Shares in the Company.
SICDA	- The Securities Industry (Central Depositories) Act 1991 as amended from time to time and any re-enactment thereof.
Special Resolution	- The meaning assigned thereto by the Act.

In this Constitution, unless there is something in the subject matter or context inconsistent with such construction or unless it is otherwise expressly provided:

- (i) reference to “writing” shall unless the contrary intention appears, be construed as including references to printing, lithography, photography, any electronic communication and other modes of representing or reproducing words in a visible form;
- (ii) words importing the singular number only shall include the plural number and vice versa;

- (iii) words importing the masculine gender only shall include the feminine and neuter gender;
- (iv) words importing persons shall include corporations and companies; and
- (v) any reference to a statutory provision includes any modification, consolidation or re-enactment thereof for the time being in force, and all statutory instruments or orders made pursuant thereto.

Subject as aforesaid, words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Interpretation Acts 1948 and 1967, as amended for time to time and any re-enactment thereof.

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

### **SHARE CAPITAL**

- 3.1 The share capital of the Company is its issued share capital which shall be denominated in Ringgit Malaysia. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.
- 3.2 Subject to the prior approval of the members of the Company in a meeting of members and to the provisions of the Act and to the conditions, restrictions and limitations expressed in this Constitution, the Directors shall have the power to allot and issue shares, grant options over shares or otherwise dispose of the unissued share of the Company to such person or persons, at such time and on such terms as they think proper, Provided Always that:
  - (a) no shares shall be issued which shall have the effect of transferring a controlling interest in the Company without the prior approval of the members in meeting of members;
  - (b) in the case of shares other than ordinary shares, no special rights shall be attached until the same have been expressed in this Constitution or in a resolution of the Company expressing the same; and
  - (c) every scheme involving a new issuance of shares or options to employees and/or Directors of the Company shall be approved by the members in a meeting of members and no Director shall participate in such schemes or options unless the members in the meeting of members have approved the specific allotment to be made to such Director.
- 3.3 Without prejudice to any special rights previously conferred on the holders of any share or class of shares already issued, but subject to the Act and this Constitution, any shares in the Company (whether forming part of the original capital or not) may be issued or have attached thereto such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by Ordinary Resolution determine provided that:
  - (a) the holders of preference shares shall have the same rights as the holders of ordinary shares as regards receiving notices, reports and audited financial statements and attending meetings of members of the Company but shall only have the right to vote at any meeting convened for the purpose of reducing the capital, or on a proposal to wind up, or during winding up of the Company, or sanctioning a sale of the whole of the Company's property, business and undertaking or where the proposition to be submitted to the meeting directly affects their rights and privileges, or when the dividend or part of the dividend on such shares is in arrears for more than six (6) months; and

- (b) the Company shall not unless with the consent of the existing preference shareholders at a class meeting or pursuant to Clause 6.1 hereof issue further preference capital ranking in priority above preference shares already issued but may issue preference shares ranking equally therewith.
- 3.4 Subject to the Act, any preference shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.
- 3.5 The Company may, subject to and in accordance with the provisions of the Act, the Rules, regulations and orders made pursuant to the Act, the conditions, restrictions and limitations expressed in this Constitution and the requirements of the Exchange and any other relevant authority, purchase its own shares and make payments in respect of the purchase of its own shares. Shares in the Company so purchased by the Company shall be dealt with as provided by the Act and the requirements of the Exchange and/or other relevant authority.
- 3.6 In addition to all other powers of paying commissions, the Company (or the Board on behalf of the Company) may exercise the powers conferred by Section 80 of the Act of applying its shares or capital moneys in paying commissions to persons subscribing or procuring subscriptions for shares of the Company, or agreeing so to do whether absolutely or conditionally, provided that the rate per centum or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and shall not exceed ten per centum (10%) of the price at which the shares in respect whereof the commission is paid are issued or an amount equivalent thereto. The Company (or the Board on behalf of the Company) may also on any issue of the shares pay such brokerage as may be lawful.
- 3.7 Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a long period the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in Section 130 of the Act, and may charge the same to capital as part of the cost of construction of the works, buildings or plant.
- 3.8 The Company shall duly observe and comply with the provisions of the Act, the Listing Requirements and SICDA applicable to any allotment of its shares.
- 3.9 Except as required by law and as provided under the Rules, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not even when having notice thereof be bound or compelled to recognise any equitable, contingent, future or partial interest in any share, or unit of a share, or (except only as by this Constitution otherwise expressly provided or as required by law) any other rights in respect of any share except an absolute right to the entirety thereof in the holder.
- 3.10 Subject to any direction to the contrary that may be given by the Company in meeting of members, any new shares or other convertible securities from time to time to be created shall before they are issued be offered to such persons as at the date of the offer are entitled to receive notices from the Company of meeting of members in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares or security which (by reason of the ratio which the new shares or securities bear to the shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Clause.

- 3.11 Notwithstanding the preceding Clause the Company may apply to the Exchange for waiver of the convening of an extraordinary general meeting to obtain shareholders' approval for further issues of shares (other than by way of bonus or rights issue) where:
- (a) the aggregate of the shares issued in any one (1) financial year (other than by way of bonus or rights issue) does not exceed ten per centum (10%) of the issued share capital of the Company; and
  - (b) in accordance with Section 76 of the Act, there is still in effect a resolution approving the issuance of shares by the Company.
- 3.12 Subject to the Act, SICDA and the Rules, no person shall exercise any rights of a member until his name shall have been entered in the Register or 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.
- 3.13 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 the holder of the share, or his legal personal representatives.

#### **INFORMATION ON SHAREHOLDINGS**

- 4.1 The Company may by notice in writing require any member of the Company within such reasonable time as is specified in the notice:
- (a) to inform the Company whether he holds any voting shares in the Company as beneficial owner or as trustee or nominee; and
  - (b) if he holds them as trustee or nominee, to indicate so far as he can the persons for whom he holds them by name and by other particulars sufficient to enable those persons to be identified and the nature of their interest.
- 4.2 Where the Company is informed in pursuance of a notice given to any person under the Clause 4.1 hereof or under this Clause that any other person has an interest in any of the voting shares in the Company, the Company may by notice in writing require that other person within such reasonable time as is specified in the notice:
- (a) to inform it whether he holds that interest as beneficial owner or as trustee or nominee; and
  - (b) if he holds it as trustee or nominee, to indicate so far as he can the persons for whom he holds it by name and by other particulars sufficient to enable them to be identified and the nature of their interest.
- 4.3 The Company may by notice in writing require a member of the Company to inform it, within such reasonable time as is specified in the notice, whether any of the voting rights carried by any voting shares in the Company held by him are the subject of an agreement or arrangement under which another person is entitled to control his exercise of those rights and, if so, to give particulars of the agreement or arrangement and the parties to it.
- 4.4 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 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.

- 4.5 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 to the Minister charged with responsibility for finance and for the purpose may execute for and on behalf of such members a transfer of those shares to the Minister charged with responsibility for finance.

### **CERTIFICATES**

- 5.1 The Company may issue jumbo certificates in respect of shares or securities in favour of the Depository as may be directed by the Securities Commission or the 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 SICDA and the Rules.
- 5.2 Every certificate issued shall be under the Seal and bear signatures or the autographic signatures at least of one (1) Director and the Secretary or such other person as may be authorised by the Board and shall specify the number and class of shares or securities to which it relates. Such signatures may be reproduced by mechanical or other means provided that the method or system of reproducing signatures has first been approved by the Board.

### **ALTERATION ON RIGHTS**

- 6.1 Notwithstanding Clause 6.2 hereof the repayment of preference share capital other than redeemable preference, or any other alteration of preference shareholder rights, shall only be made pursuant to a Special Resolution of the preference shareholders concerned, Provided Always that where the necessary majority for such a Special Resolution is not obtained at the meeting, consent in writing if obtained from the holders representing not less than seventy five per centum (75%) of the total voting rights of the preference shares concerned within two (2) months of the meeting, shall be as valid and effectual as a Special Resolution carried at the meeting.
- 6.2 If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of shares of that class) may, whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the holders representing not less than seventy five per centum (75%) of the total voting rights of the shareholders in the class, or with the sanction of a Special Resolution passed at a separate meeting of the holders of the shares of that class. To every such separate meeting the provisions of this Constitution relating to meetings of members shall mutatis mutandis apply, but so that the necessary quorum shall be two (2) persons at least holding or representing by proxy one-third (1/3) of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll. To every such Special Resolution the provisions of Section 292 of the Act shall, with such adaptations as are necessary, apply.
- 6.3 The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking as regards to participation in the profits or assets of the Company in some or in all respects *pari passu* therewith.

### **CALLS ON SHARES**

- 7.1 The Directors may subject to the provisions of this Constitution from time to time make such calls upon the members as the Directors may think fit in respect of the amounts unpaid on their shares, and not by the conditions of allotment 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) clear days' notice specifying the time or times and place of payment.

- 7.2 Any call may be made payable either in one sum or by instalments and each member upon whom a call is made is liable to pay the amount of the call to the person and at the time or times and place appointed by the Directors. A call may be revoked or the time for its payment may be postponed by the Directors.
- 7.3 A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed.
- 7.4 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.
- 7.5 Any sum which by the terms of issue 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 such fixed date, and in case of non-payment all the provisions of this Constitution as to payment of interest, forfeiture or otherwise shall apply as if such sum were a call duly made and notified.
- 7.6 If any sum in respect of a call is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment, at such rate, not exceeding eight per centum (8%) per annum, as the Directors may fix from the day appointed for payment thereof to the time of actual payment provided, however the Directors may waive payment of such interest in whole or in part.
- 7.7 The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys payable in respect of any share held by him beyond the amount of the calls actually made thereon and upon the moneys so advanced, or so much thereof as shall from time to time exceed the amount of the calls due upon such shares, the Company may pay interest at such rate not exceeding eight per centum (8%) per annum, as may be agreed between the member paying the sum in advance and the Directors. 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.

#### **FORFEITURE AND SURRENDER OF SHARES**

- 8.1 If any member fails to pay the whole or any part of any call on the day appointed for the payment thereof the Directors may at any time thereafter during such time as the call or any part thereof remains unpaid, serve a notice on him requiring him to pay such call or such part thereof as remains unpaid, together with any interest which may have accrued and any expenses that may have accrued by reason of such non-payment.
- 8.2 The notice shall name a further day (not being less than fourteen (14) days from the date of service of the notice) on or before which, and the place where, the payment required by the notice 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.
- 8.3 If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends which shall have been declared on the forfeited shares and not actually paid before the forfeiture. The Directors may accept the surrender of any share liable to be forfeited hereunder.
- 8.4 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.

- 8.5 A person whose shares have been forfeited or surrendered shall cease to be a member in respect of the forfeited or surrendered shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture or surrender were payable by him to the Company in respect of the shares (together with interest at the rate of eight per centum (8%) per annum from the date of forfeiture or surrender on the money for the time being unpaid if the Directors think it fit to enforce payment of such interest) but his liability shall cease if and when the Company receives payment in full of all such moneys in respect of the shares.
- 8.6 A statutory declaration in writing that the declarant is a Director or the Secretary of the Company, and that a share in the Company has been duly forfeited or surrendered or sold to satisfy a lien 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 shares. The Company may receive the consideration, if any, given for the share on any sale or disposition thereof and the Directors may authorise some person to execute a transfer of the share pursuant to the Act in favour of the person to whom the share is sold or otherwise disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or other disposal of the share. If any share is forfeited and sold, any residue after the satisfaction of the unpaid calls and accrued interest and expenses, shall be paid to the person whose shares have been forfeited, or his executors, administrators or assignees or as he directs.
- 8.7 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 on allotment or at a fixed time, as if the same had been payable by virtue of a call duly made and notified.
- 8.8 When any share has been forfeited in accordance with this Constitution notice of the forfeiture shall, within fourteen (14) days from the date of forfeiture thereof, 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 or the Record of Depositors, as appropriate, opposite to the share. 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.

#### LIEN

- 9.1 The Company shall have a first and paramount lien on every share (not being fully paid share), such lien to be restricted (a) to unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid; (b) if the shares were acquired under an employee share option scheme, amounts which are owed to the Company for acquiring them; and (c) to such amount as the Company may be called upon by law to pay and has paid in respect of the shares of a holder or deceased former holder. The Company's lien, if any, on share shall extend to all dividends payable thereon and other moneys payable thereon or in respect thereof. The Directors may at any time declare any share to be wholly or in part exempted from the provisions of this Clause.
- 9.2 The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen (14) days after notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy. The purchaser shall be registered as the holder of the shares and he shall not be bound to see to the application of the purchaser money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

- 9.3 The proceeds of any such sale after payment of the amount of interests and costs relating to the sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale or his executors, administrators or assignees or as he directs.

### **TRANSFER OF SHARES**

- 10.1 Subject to this Constitution, SICDA and the Rules (with respect to transfer of a deposited security), any member may transfer all or any of his shares by written instrument of transfer in the form as approved by the Exchange and the Act. The transfer of any listed security or class of listed security of the Company which have been deposited with the Depository shall be made by way of book entry by the Depository in accordance with SICDA and the Rules and, notwithstanding Section 105, 106 and 110 of the Act, but subject to Section 148(2) of the Act and any exemption that may be made from compliance with Section 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the listed securities.
- 10.2 The Depository may refrain authorised depository agents from accepting any transfer of securities in such circumstances determined by the Depository from time to time.
- 10.3 The Company may require the Depository to suspend the registration of transfer at such times and for such periods as the Directors may from time to time determine, not exceeding in the whole thirty (30) days in any calendar year. In this respect, the Company shall request the Depository, in accordance with Section 34 of SICDA and the Rules, to issue the appropriate Record of Depositors.
- 10.4 Nothing in this Constitution shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.
- 10.5 Neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of shares apparently made by sufficient parties, although the same may by reason of any fraud or other cause not known to the Company or its Directors or other officers be legally in-operative or insufficient to pass the property in the shares proposed or professed to be transferred, and although the transfer may, as between the transferor and transferee, be liable to be set aside and in every such case, the person registered as transferee, his executors, administrators and assignees alone shall be entitled to be recognised as the holder of such shares and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto, Provided Always that where the share is a Deposited Security, subject to the Rules, a transfer or withdrawal of the share may be carried out by the person becoming so entitled.

### **TRANSMISSION OF SHARES**

- 11.1 In the case of the death of a registered member, the executor or administrator of the estate of the deceased shall be the only person recognised by the Company as having any title to his interest in the shares, but nothing herein contained shall release the estate of such deceased member from any liability in respect of any share which had been held by him.
- 11.2 Any person becoming entitled to a share in consequence of the death or bankruptcy of any registered member may elect either to be registered himself as a registered member in respect of such shares or to have some person nominated by him registered as transferee thereof provided that such dealing shall be in accordance with the Rules.



- 11.3. If the person so becoming entitled elects to be registered himself as a registered member, he shall notify the Depository in writing. If he elects to have another person registered, he shall testify his election by executing to that person a transfer of the shares. All limitations, restrictions and provision of this Constitution relating to the right to transfer and the registration of transfer of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice of transfer were a transfer signed by that member.
- 11.4 A person entitled to shares in consequence of the death or bankruptcy of a registered member shall be entitled to receive and may give a discharge for all dividends and other moneys payable in respect of the shares, but he shall, subject to Clause 18.6 hereof, not be entitled to receive notice of or to attend or vote at any meeting, or, save as aforesaid, to exercise any of the rights and privileges of a member, unless and until he shall have become a registered member in respect of the share.
- 11.5 Where:
- (a) the securities of the Company are listed on another stock exchange; and
  - (b) the Company is exempted from compliance with Section 14 of SICDA or Section 29 of the Securities Industry (Central Depositories) (Amendment) Act 1998, as the case may be, under the Rules in respect of such securities,

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

### **CONVERSION OF SHARES INTO STOCKS**

- 12.1 The Company may by Ordinary Resolution convert any paid up shares into stock, and reconvert any stock into paid up shares of any denomination.
- 12.2 The holders of stock may transfer the same or any part thereof in the same manner and subject to the same in this Constitution and subject to which the shares from which the stock arose may, before the conversion have been transferred or as near thereto as circumstances admit; provided however that the Directors may from time to time, if they think fit, fix the minimum amount of stock transferable, and direct that fractions of a ringgit or of any other sum shall not be dealt with, with power nevertheless, at their discretion to waive such stipulations in any particular case.
- 12.3 The stock shall confer on the holders thereof respectively the same privileges and advantages, as regards dividends, participation in assets on a winding up, voting at meetings of the Company, and other matters as would have been conferred by the shares from which the stock arose, but so that none of such privilege or advantages, (except participation in dividends and profits of the Company and in assets on a winding up) shall be conferred by an amount of the stock which would not, if existing in shares, have conferred such privilege or advantages.
- 12.4 All such provisions of this Constitution as are applicable to paid up shares shall apply to stock and in all such provisions the word "share" shall include "stock" and the word "shareholder" and "member" shall include "stockholder".

### **INCREASE OF CAPITAL**

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

- 13.2 Except so far as otherwise provided by the condition of issue, any capital raised by the creation of new shares shall be considered as part of the original share capital of the Company. All new shares shall be subject to the provisions herein contained with reference to allotments, the payment of calls and instalments, transmissions, forfeiture, lien or otherwise and shall also be subject to the Rules.

### **ALTERATION OF CAPITAL**

- 14.1 The Company may from time to time by Ordinary Resolution:
- (a) consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived;
  - (b) subdivide its shares or any of the shares, whatever is in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived. Any resolution whereby any share is sub-divided 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;
  - (c) cancel any shares which at the date of the passing of the resolution have not been taken up or agreed to be taken up by any person or which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled; or
  - (d) subject to the provisions of this Constitution and the Act, convert and/or re-classify any class of shares into any other class of shares.
- 14.2 The Company may by Special Resolution reduce its share capital in any manner authorised by the Act and subject to any consent required by the law.

### **MEETINGS OF MEMBERS**

- 15.1 The Company shall in each calendar year hold a meeting of members as its annual general meeting in addition to any other meetings in that calendar year 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, but so long as the Company holds its first annual general meeting within eighteen (18) months of its incorporation, it need not hold it in the year of its incorporation or in the following year.
- 15.2 All meetings of members other than annual general meetings shall be called extraordinary general meetings.
- 15.3 All meetings of members shall be held at such date, time, and place as the Directors shall determine. The meeting of members may be held at more than one (1) venue using any technology or method that enables the members to participate and to exercise the members' rights to speak and vote at the meeting. The main venue of the meeting of members shall be in Malaysia and the chairman shall be present at the main venue of the meeting. Every notice of an annual general meeting shall specify the meeting as such and every meeting convened for passing a Special Resolution shall state the intention to propose such resolution as a Special Resolution.

- 15.4 The Directors may whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on any requisition made in accordance with the provisions of the Act, or if the Company makes default in convening a meeting in compliance with a requisition received pursuant to Section 311 of the Act, a meeting may be convened by such requisitionists in the manner provided in Section 311 of 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.

#### **NOTICE OF MEETINGS OF MEMBERS**

- 16.1 Subject to the provision of the Act relating to the convening of meetings of members, the notice convening meeting (exclusive both of the day on which the notice is served or deemed to be served and of the day of the meeting) shall specify the place, date and time of the meeting together with the general nature of the business of the meeting. Notice shall be given in a manner hereinafter mentioned to such persons (including the Auditors of the Company) as appearing in the Register or the Record of Depositors as are under the provisions herein contained entitled to receive notice from the Company at least fourteen (14) days before the meeting or at least twenty one (21) days before the meeting where any Special Resolution is to be proposed or where it is an annual general meeting. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least fourteen (14) days' notice or twenty one (21) days' notice in the case where any Special Resolution is proposed or where it is the annual general meeting, of every such meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed.
- 16.2 The Company shall request the Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of meetings of members are required to be given by the Company. The Company shall inform the Depository of the date of the meeting of members and shall request the Depository in accordance with the Rules, to issue a Record of Depositors as at the latest date which is reasonably practicable which shall in any event be not less than three (3) markets days before the meeting of members (hereinafter referred to as the 'Meeting of Members Record of Depositors').
- 16.3 Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable), and notwithstanding any provision in the Act, a Depositor shall not be regarded as a member entitled to attend any meeting of members and to speak and vote thereat unless his name appears in the Meeting of Members Record of Depositors.
- 16.4 In every notice calling a meeting of the members of the Company, there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint another person as his proxy to attend and vote in his/her stead and that a proxy may but need not be a member of the Company.
- 16.5 The accidental omission to give notice of any meeting to or the non-receipt of the notice of a meeting by any person entitled to receive notice shall not invalidate any resolution passed or proceedings held at any such meeting.
- 16.6 A meeting shall, notwithstanding that it is called by notice shorter than is required by Clause 16.1 hereof be deemed to be duly called if it is so agreed:
- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; or
  - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote thereat, being a majority, which together holds not less than ninety-five per centum (95%) in the number of shares giving a right to attend and vote.

- 16.7 Where by the Act special notice is required of a resolution, the resolution shall not be effective unless notice of the intention to move it has been given to the Company not less than twenty-eight (28) days before the meeting at which it is to be moved and the Company shall give its members notice of any such resolution at the same time and in the same manner as it gives notice of the meeting or, if that is not practicable, shall give them notice of such resolution by advertising it in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper, at least fourteen (14) days before the meeting, but if after notice of the intention to move such a resolution has been given to the Company, a meeting is called for a date twenty-eight (28) days or less after the notice has been given, the notice, although not given to the Company within the time required by this Clause shall be deemed to be properly given.

### **PROCEEDINGS AT MEETINGS OF MEMBERS**

- 17.1 All business shall be deemed special that is transacted at any extraordinary general meeting and also all business that is transacted at an annual general meeting, with the exception of laying of financial statements and the reports of the Directors and Auditors and other documents required to be annexed to the balance sheet, the election of directors in the place of those retiring, the appointment and the fixing of Directors' fees and benefits payable and the appointment and fixing of the remuneration of the Auditors in accordance with the Act.
- 17.2 Subject always to the provisions of the Act no business shall be transacted at an extraordinary general meeting except business of which notice has been given in the notice convening the meeting and no business shall be transacted at an annual general meeting, other than business of which notice has been given in accordance with Clause 16.1 hereof, with the exception of the matters referred to in Clause 17.1 hereof.
- 17.3 No business shall be transacted at any meeting of members unless a quorum is present at the time when 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 provision of this Constitution and entitled to vote shall be a quorum.
- 17.4 If within half an hour after the time appointed for the meeting a quorum is not present, the meeting, if convened by or upon the requisition of members, shall be dissolved. If otherwise convened, 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 to such other day and at such other time and place as the Directors may determine, but if a quorum is not present within half an hour from the time appointed for holding the adjourned meeting, the member or members present at an adjourned meeting shall form a quorum.
- 17.5 The Chairman of the Board, if any, or in his absence the Deputy Chairman of the Board, if any, shall preside as Chairman at every meeting of members. If there be no such Chairman or Deputy Chairman, or if neither of them are present within fifteen (15) minutes after the time appointed for holding the meeting, or shall decline to take or shall retire from the chair, the Directors present shall choose one (1) of their number to act as Chairman of such meeting, and if there be no Director chosen who shall be willing to act, the members present in person or by proxy and entitled to vote shall choose one (1) of their own number to act as Chairman at such meeting.
- 17.6 The Chairman may, with the consent of the meeting at which a quorum is present and if directed by the meeting shall, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

- 17.7 Any member entitled to be present and vote at a meeting of meeting may submit any resolution to any meeting of members provided that at least seven (7) days before the day appointed for the meeting he shall have served upon the Company a notice in writing signed by him containing the proposed resolution and stating his intention to submit the same.
- 17.8 Upon receipt of any such notice as mentioned in the last preceding Clause, the Secretary shall, in any case where the notice of intention is received before the notice of the meeting is issued, include it in the notice of the meeting and shall in any other case issue as quickly as possible to the members entitled to notice of the meeting notice that such resolution will be proposed.
- 17.9 At any meeting of members, a resolution put to the vote of the meeting shall be determined by poll. A poll shall be taken in such manner and either forthwith or after an interval or adjournment or otherwise as the chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was taken, but a poll demanded on the election of chairman or on a question of adjournment shall be taken immediately. The Company shall appoint at least one (1) scrutineer for the purposes of a poll in accordance with the Listing Requirements, and may, in addition to the power of adjourning meetings contained in Clause 17.6 hereof adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll.
- 17.10 The poll may be conducted manually using voting slips or electronically using various forms of electronic voting devices. Such votes shall be counted by the poll administrator, and verified by the scrutineer(s), as may be appointed by the Company for the purpose of determining the outcome of the resolution(s) to be decided on poll.
- 17.11 The Chairman of the meeting shall declare whether or not the resolutions put to vote at a meeting of members are carried, based on the poll results, which show the total number of votes cast on the poll (together with the percentage) in favour of and against the resolution, as verified by the scrutineer.
- 17.12 In the case of an equality of votes, the Chairman of the meeting shall be entitled to second or casting vote.

#### **VOTE OF MEMBERS**

- 18.1 Subject to 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 and to vote at any meeting of members 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.
- 18.2 Subject to any special rights or restrictions as to voting attached to any class or classes of shares by or in accordance with this Constitution, on a show of hands every person present who is a member or a member's representative or proxy or attorney shall have one (1) vote and in the case of a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one (1) vote for every share held by him.
- 18.3 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.

- 18.4 Subject to the provision of Section 333 of the Act, any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person(s) as it thinks fit to act as its representative(s) either at a particular meeting of the Company, or at all meetings of the Company or 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.
- 18.5 Any member being of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote by his committee, receiver curator bonis, or other legal guardian or such other person as properly has the management of his estate. Any one of such person may vote either personally or by proxy or by attorney provided such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than forty-eight (48) hours before the time appointed for holding the meeting.
- 18.6 The legal personal representative of a deceased member or the person entitled under the Clause 11.1 to 11.5 hereof to any share in consequence of the death or bankruptcy of any member may vote at any meeting of members in respect thereof in the same manner as if he was the holder of such shares 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.
- 18.7 No member shall be entitled to vote at any meeting of members or to exercise any privilege as a member nor be counted as one of the quorum unless all calls or other sums immediately payable by him in respect of shares in the Company have been paid.
- 18.8 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is 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.
- 18.9 On a poll votes may be given either personally or by proxy or attorney and a member entitled to more than one (1) vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.
- 18.10 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 two (2) authorised officers or his attorney duly authorised in writing. The Directors may, but shall not be bound to require evidence of the authority of any such attorney or officer. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting. Where a member appoints more than one (1) proxy in relation to a meeting, the member shall specify the proportions of his shareholdings to be represented by each proxy, failing which the appointment shall be invalid. A proxy may vote only as directed in the proxy from. However, if the appointor or representative attend and vote on a resolution, the proxy must not vote.
- 18.11 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.

- 18.12 The instrument appointing a proxy shall be in such form as the Board may prescribe or approve or in any particular case may accept with such variations as circumstances may require or the statutes permit.
- 18.13 The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting, as the case may be, at which the person named as proxy in such 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. The Company may specify a fax number and may specify an electronic address in the notice of meeting, for the purposes of appointment or termination of proxies, subject to rules, regulations and laws at that time.
- 18.14 A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid, notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument of proxy, or of the authority under which the instrument of proxy was executed, or the transfer of the share (including a transfer pursuant to the Rules) 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 before the commencement of the meeting or adjourned meeting at which the instrument is used.

#### **DIRECTORS**

- 19.1 The number of Directors of the Company (disregarding alternate Directors), until otherwise determined by the Company in meeting of members, shall not be less than three (3) nor more than twelve (12) but in the event of any casual vacancy occurring and reducing the number of Directors below the aforesaid minimum, the continuing Directors or Director may act in accordance with Clause 23.5 hereof.
- 19.2 The shareholding qualification for Directors may be fixed by the Company in meeting of members and until so fixed no shareholding qualification for Director shall be required. All Directors shall be entitled to receive notice of and to attend and speak at all meetings of members of the Company.
- 19.3 At the first annual general meeting of the Company all the Directors shall retire from office, and at the annual general meeting in every subsequent year, an election of Directors shall take place whereby one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office Provided Always that all Directors shall retire from office once at least 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.
- 19.4 The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 19.5 A retiring Director shall be eligible for re-election but save as aforesaid no person shall be eligible for election as a Director at a meeting of members unless a notice in writing of intention to propose his election signed by a member and a notice of his consent signed by himself have been left at the Office not more than thirty (30) days nor less than eleven (11) clear days before the date appointed for the meeting, provided that in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary and notice of every candidate for election to the Board shall be served on all members at least seven (7) days prior to the meeting at which the election is to take place.

- 19.6 The Company at the meeting at which a Director retires may fill the vacated office by electing a person thereto. Unless at that meeting it is expressly resolved not to fill the vacated office or a resolution for re-election of the Director retiring at that meeting is put to the meeting and lost or some other person is elected a Director in place of the retiring Director, the retiring Director shall, if offering himself for re-election and not being disqualified under the Act from holding office as a Director, be deemed to have been re-elected. A retiring Director shall be deemed to have offered himself for re-election unless he has given notice in writing to the Company that he is unwilling to be re-elected.
- 19.7 The Company may from time to time by Ordinary Resolution passed at a meeting of members increase or reduce the number of Directors and may also determine in what rotation the increased or reduced number is to retire from office.
- 19.8 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 place of a Director so removed from office and any person so appointed shall be subject to retirement by rotation at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In default of such appointment the vacancy so arising may be filled by the Directors as a casual vacancy.
- 19.9 The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but the total number of Directors shall not at any time exceed the maximum number fixed in accordance with this Constitution. Any Director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

#### **REMUNERATION OF DIRECTORS**

- 20.1 The fees of the Directors, and any benefits payable to the Directors including any compensation for loss of employment of a Director, shall from time to time be determined by an Ordinary Resolution of the Company and shall (unless such resolution otherwise provided) be divisible among the Directors as they may agree Provided Always that:
- (a) fees payable to Non-Executive Directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover;
  - (b) salaries payable to Executive Directors may not include a commission on or percentage of turnover; and
  - (c) 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.
- 20.2 The Directors shall be entitled to be reimbursed for all travelling or such reasonable expenses as may be incurred in attending and returning from meetings of the Directors or of any committee of the Directors or meetings of members or otherwise howsoever in or about the business of the Company in the course of the performance of their duties as Directors.
- 20.3 If by arrangement with the Board, any Director who called upon to perform or render any special duties or services 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 Provided Always that extra remuneration payable to:



- (a) a Non-Executive Director shall not be by a commission on or percentage of profits or turnover;
- (b) an Executive Director shall not include a commission on or percentage of turnover.

### **DISQUALIFICATION OF DIRECTORS**

21.1 The office of Director shall, ipso facto, be vacated:

- (a) if he becomes disqualified from being a Director under Section 198 or 199 of the Act; or
- (b) if he ceases to be or prohibited from being a Director by virtue of the Act or the Listing Requirements; or
- (c) if he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Mental Health Act 2001; or
- (d) if he is removed from his office of Director by resolution of the Company in meeting of members of which special notice has been given; or
- (e) if he resigns his office by notice in writing under his hand sent to or left at the Office; or
- (f) if he dies; or
- (g) if he retired in accordance in the Act or under the Constitution and is not re-elected.

### **POWERS AND DUTIES OF DIRECTORS**

22.1 The business of the Company shall be managed by the Directors who may exercise all such powers of the Company, and do on behalf of the Company all such acts as are within the scope of the Constitution of the Company and as are not by the Act or by this Constitution required to be exercised or done by the Company in meeting of members, subject nevertheless to this Constitution, to the provisions of the Act, and to such regulations, being not inconsistent with this Constitution, as may be prescribed by the Company in meeting of members, but no regulation made by the Company in meeting of members shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

22.2 The Directors shall not without the prior approval of the Company in meeting of members:

- (a) subject to Section 223 of the Act, enter or carry into effect any proposal or execute any transaction for the acquisition an undertaking or property of a substantial value or the disposal of a substantial portion of or a controlling interest in the Company's undertaking or property;
- (b) exercise any power of the Company to issue shares unless otherwise permitted under the Act; or
- (c) enter into any arrangement or transaction with a Director of the Company or its holding Company or with a person connected with such a Director to acquire from or dispose to such a Director or person any non-cash assets of the requisite value.

- 22.3 The Directors may, subject to and in accordance with the provisions of the Act, regulations and orders made pursuant to the Act, the conditions, restrictions and limitations expressed in this Constitution and the Listing Requirements and any other relevant authority, exercise all the powers of the Company to borrow money and to mortgage or charge its undertakings, property and uncalled capital, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
- 22.4 The Directors may guarantee the whole or any part of the loans or debts raised or incurred by or on behalf of the Company or any interest payable thereon with power to the Directors to indemnify the guarantors from or against liability under their guarantees by means of a mortgage or hypothecation of or charge upon any property and asset of the Company or otherwise. The Directors may exercise all the powers of the Company to guarantee and give guarantees or indemnities for the payment of money, the performance of contracts or obligations, or for the benefit or interest of the Company or of any subsidiary company.
- 22.5 The Directors shall cause a proper register to be kept in accordance with Section 362 of the Act of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of Section 352 of the Act in regard to the registration of mortgages and charges therein specified and otherwise.
- 22.6 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.
- 22.7 The Directors may procure the establishment and maintenance of 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 of donations, gratuities, pensions, allowances, benefits or emoluments to any persons who are or shall have been at any time in the employment or service of the Company or any subsidiary company or to any persons who are or have been a Director or other officer of and holds or have held salaried employment in the Company or any 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, association, clubs, funds or trusts calculated to be for the benefit of any such persons 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 exhibitions or for any public, general or useful object. Provided Always that any Director holding such salaried employment shall be entitled to retain any benefit received by him hereunder subject only where the Act requires, to proper disclosure to the members of the Company in meeting of members.
- 22.8 The Directors may from time to time, and at any time, by power of attorney appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (including power to sub-delegate but not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as the Directors may from time to time think fit, and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with any such attorney as the Directors think fit.
- 22.9 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.

- 22.10 A Director may hold any other office or place of profit under the Company (other than the office of the Auditors) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. No Director or intending Director shall be disqualified by his office from contracting with the Company with regard to his tenure of any such office or place of profit in any other respect nor shall any such contract, or any contract or arrangement entered into by or on behalf of any company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established Provided Always that all relevant provisions of the Act and this Constitution are complied with.
- 22.11 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 the Auditors of the Company.

### PROCEEDINGS OF DIRECTORS

- 23.1 The Directors may meet together for the despatch of business at such time and place, adjourn and otherwise regulate their meetings and proceedings as they think fit. Any Director may participate at a meeting of the Directors or Board committees by way of telephone or video conferencing or by means of other instantaneous communication equipment which allows all persons participating in the meeting to hear and speak with each other. A Director so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. A resolution passed by such a conference shall, despite the fact that the Directors are not present together in one place at the time of conference, be deemed to have been passed at a meeting of the Directors held on the day on which and at the time (Malaysian time) at which the conference was held.
- 23.2 The quorum necessary for the transaction of the business of the Directors shall be three (3).
- 23.3 A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under this Constitution vested in or exercisable by the Directors generally.
- 23.4 Subject to this Constitution, 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 second or casting vote except where only two (2) directors:
- (a) constitute the quorum when the question at issue arises for decision; or
  - (b) are competent to vote on the question at issue.
- 23.5 The continuing Directors or sole continuing Director may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the minimum number fixed by or pursuant to this Constitution as the necessary quorum of Directors the continuing Directors or Director may except in an emergency act only for the purpose of increasing the number of Directors to that minimum number or of summoning a meeting of members of the Company, but for no other purposes.
- 23.6 A Director may at any time and the Secretary shall on the requisition of a Director summon a meeting of the Directors.
- 23.7 The Chairman shall preside at all meetings of the Directors. If at any meeting, the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Directors present shall choose one (1) of their number to act as Chairman of such meeting.

- 23.8 Every Director shall comply with the provisions of Sections 219 and 221 of the Act in connection with the disclosure of his shareholding and interest in any contract or proposed contract with the Company and in connection with the disclosure, of the fact and the nature, character and extent of any office or possession of any property whereby whether directly or indirectly duties or interests might be created in conflict with his duty or interest as a Director of the Company.
- 23.9 No Director shall participate in any discussion or vote in respect of any contract or proposed contract or arrangement in which he is directly or indirectly interested nor any contract or proposed contract or arrangement with any other company in which he is interested either as an officer of that other company or as a holder of shares or other securities in that other company.
- 23.10 A Director notwithstanding his interest may, be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company, (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or whereat the terms of any such appointment as hereinafter mentioned are considered or where any decision is taken upon any contract or arrangement in which he is in any way interested Provided Always that he has complied with Section 221 and all other relevant provisions of the Act and of this Constitution.
- 23.11 A Director of the Company may be or become Director or other officer of or otherwise interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise or any corporation, which is directly or indirectly interested in the Company as shareholder or otherwise and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of, or from his interest in, such corporation unless the Company otherwise directs at the time of his appointment. The Director may exercise the voting power conferred by the shares or other interest in any such other corporation held or owned by the Company, or exercisable by them as Directors of such other corporation in such manner and in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of the Directors or other officers of such corporation) and any Director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or is about to be appointed a Director or other officer of such corporation and as such is or may become interested in the exercise of such voting rights in manner aforesaid Provided Always that he has complied with Section 221 and all other relevant provisions of the Act and of this Constitution.

#### **ALTERNATE DIRECTORS**

- 24.1 A Director may appoint a person to act as his alternate, provided that:
- (a) such person is not a director of the Company;
  - (b) such person does not act as an alternate for more than one (1) director of the Company;
  - (c) the appointment is approved by a majority of the other members of the Board; and
  - (d) any fee paid by the Company to the alternate shall be deducted from that Director's remuneration.
- 24.2 The alternate Director shall be entitled to notices of all meetings and to attend, speak and vote at any such meeting at which his appointor is not present. Any appointment so made may be revoked at any time by the appointor or by a majority of the Directors, and any appointment or revocation under this Constitution shall be effected by notice in writing to be delivered to the Secretary of the Company. An alternate Director shall ipso facto cease to be an alternate Director if his appointor for any reason ceases to be a Director.

- 24.3 An alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Directors attended by him at which he is entitled to vote.
- 24.4 If any Director retires by rotation and is re-elected at a meeting of members or is, pursuant to this Constitution, deemed to be re-elected at the meeting at which such retirement took effect, any appointment made by him of an alternate Director which was in force immediately prior to the appointor's retirement shall continue to operate after such re-election as if the appointor had not so retired.

### **MANAGING DIRECTOR**

- 25.1 The Directors may from time to time appoint any one (1) of their body to be the Managing Director. Any such appointment shall, if for a fixed term, be for such period not exceeding three (3) years subject to reappointment and on such terms as the Directors think fit. The Directors may vest in such Managing Director such of the powers hereby vested in the Directors generally as they may think fit. The Managing Director shall be subject to the control of the Board.
- 25.2 The remuneration of the Managing Director shall be subject to the terms of any agreement entered into in any particular case and may 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 his appointment that he shall receive pension, gratuity or other benefits upon his retirement.
- 25.3 A Managing Director shall, while he continues to hold that office, be subject to retirement by rotation and he shall be reckoned as a Director for the purpose of determining the rotation or retirement of Directors or in fixing the number of Directors to retire, and he shall, subject to provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he ceases to hold the office of Director from any cause shall ipso facto and immediately cease to be a Managing Director.

### **COMMITTEES OF DIRECTORS**

- 26.1 The Directors may establish any committees, local boards or agencies comprising one (1) or more persons for managing any of the affairs of the Company, either in Malaysia or elsewhere, and may lay down, vary or annul such rules and regulations as they may think fit for the conduct of the business thereof, and may appoint any persons 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 discretions vested in the Directors, with 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 dealing in good faith without notice of any such annulment or variation shall be affected thereby.
- 26.2 The meetings and proceedings of any such committee consisting of two (2) or more members 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 Clause.
- 26.3 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 fifteen (15) minutes after the time appointed for holding of the meeting, the members present may choose one (1) of their members to be the Chairman at the meeting.

### VALIDATION OF ACTS OF DIRECTORS

- 27.1 All acts done by any meeting of the Directors or of a committee established by the Directors or by any person acting as a Director, member of such committee, local board or agent 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 agent as aforesaid and had been entitled to vote.

### MINUTES AND REGISTERS

- 28.1 The Directors shall cause minutes to be duly entered in books provided for the purpose of:
- (a) all appointments of officers;
  - (b) the names of all the Directors present at each meeting of the Directors and of any committee of Directors and of the Company in meeting of members;
  - (c) all resolutions and proceedings of meetings of members and of meetings of the Directors and committees of Directors; and
  - (d) all orders made by the Directors and any committee of Directors.
- 28.2 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.
- 28.3 The Company shall in accordance with the provisions of the Act keep at the Office a register containing such particulars with respect to the Directors, managers and secretaries of the Company as are required by and shall from time to time notify the Registrar of any change in such register and of the date of such change in manner prescribed by the Act.
- 28.4 The books containing the minutes of proceedings of any meeting of members shall be kept by the Company at the Office or the principal place of business in Malaysia of the Company and shall be open to the inspection of any member without charge.
- 28.5 The Company shall also keep at the Office, the registers which shall be open to the inspection of any member without charge and to any other person on payment for each inspection of a prescribed fee all such matters required to be so registered under the Act, and in particular:
- (a) a register of substantial shareholders and of information received in pursuance of the requirements under Section 144 of the Act;
  - (b) a register of the particulars of each of the Directors shareholdings and interests as required under Section 59 of the Act.

### CIRCULAR RESOLUTIONS

- 29.1 A resolution in writing signed or approved by letter, facsimile or other electronic means by all Directors who may at the time be present in Malaysia and who are sufficient to form a quorum, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted; provided that where a Director is not present in Malaysia but has an alternate who is so present, then such resolution may be signed by such alternate in place of the absent Director. All such resolutions shall be described as "Directors' Circular Resolutions" and shall be forwarded or otherwise delivered to the Secretary without delay and shall be recorded by him in the Company's Minute Book. Any such resolution may consist of several documents in like form, each signed by one or more Directors or their alternates.

### **SECRETARY**

- 30.1 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 claims 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.

### **SEAL**

- 31.1 The Directors shall provide for the safe custody of the Seal which shall only be used pursuant to a resolution of the Directors, or a committee of the Directors authorised by the Directors in that behalf. Every instrument to which the Seal is affixed shall (subject to Clause 5.2) be signed by at least one (1) Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose Provided Always that no person dealing with the Company shall be concerned to see or enquire as to whether any regulations so made have been complied with.
- 31.2 The Company may also have a Share Seal pursuant to Section 63 of the Act.
- 31.3 The Company may exercise the powers conferred by the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

### **RESERVES**

- 32.1 The Directors may, before recommending any dividend, whether preferential or otherwise, set aside out of the profits of the Company such sums as they think proper as a reserve fund to meet depreciation or contingencies, or for equalising dividends or for the payment of special dividends, or for the general liquidation of any debt or liability of the Company or for repairing, improving or maintaining any of the property of the Company, or for such other purposes (being purposes for which the profits of the Company may lawfully be applied) as the Directors shall in their absolute discretion think conducive to the interest of the Company, and may invest the several sums so set aside upon such investments as they think fit (subject to the provisions of this Constitution) and from time to time vary or realise such investments and dispose of all or any part, thereof for the benefit of the Company, and may divide any reserve fund into such special funds they think fit, with all power to employ the assets constituting the reserve fund in the business of the Company, and that without being bound to keep the same separate from the other assets. The Directors may also, without placing the same to reserve, carry forward any profits which they may think prudent not to divide.

### **DIVIDEND**

- 33.1 The Company may make a distribution of dividends to the members out of profits of the Company available if the Company is solvent, but no dividend shall exceed the amount as authorised by the Directors.
- 33.2 The Directors may authorise a distribution at such time and in such amount as the Directors considers appropriate, if the Directors are satisfied that the Company will be solvent immediately after the distribution is made. The Company is regarded as solvent if the Company is able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made.

- 33.3 Subject to the rights of persons (if any) entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Clause as paid on the share. All dividends shall be apportioned and paid pro-rata according to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid except that if any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly.
- 33.4 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.
- 33.5 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.
- 33.6 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.
- 33.7 Without prejudice to the powers of the Company to pay interest on share capital as hereinbefore provided, no dividend shall be paid otherwise than out of profits nor shall any dividend or other monies payable on or in respect of any share bear interest against the Company, provided that the Company is solvent.
- 33.8 Subject to the provisions of the 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. Subject as aforesaid, if any shares or 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.
- 33.9 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.
- 33.10 All dividends unclaimed for one (1) year, subject to the Unclaimed Moneys Act, 1965 after having been declared may be dealt with in accordance with the provision of the Unclaimed Moneys Act, 1965.



- 33.11 Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant and sent through the post directed to the address of the holder in the Register or Record of Depositors or paid via electronic or other methods of funds transfer or remittance to such bank account of the holder as provided to the Depository from time to time. Every such cheque or warrant or electronic transfer or remittance shall be made payable to the order of the person to whom it is sent or to such person as the holder or person entitled to the share in consequence of the death or bankruptcy of the holder may direct and such person may give effectual receipts for any dividend payable in respect of such shares. The payment of any such cheque or warrant or electronic transfer or remittance shall operate as a good discharge to the Company in respect of the dividend represented thereby. Every such cheque or warrant or electronic transfer or remittance shall be sent at risk of the person entitled to the money thereby represented.
- 33.12 Any meeting of members 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 to the distribution, the Directors may settle the same as they think expedient, and in particular may issue fractional shares 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.

#### **CAPITALISATION OF PROFITS**

- 34.1 The Company in meeting of members may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution 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 paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution.
- 34.2 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 shares or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all 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 by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

**ACCOUNTS AND FINANCIAL STATEMENTS**

- 35.1 The Directors shall cause proper accounting and other records to be kept and shall distribute copies of financial statements and other documents as required by the Act and shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them shall be opened to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or authorised by the Directors or by the Company in meeting of members. Subject always to Section 245 of the Act the books of account or records of operations shall be kept at the Office or at such other place as the Directors think fit and shall always be opened to inspection by the Directors.
- 35.2 The Directors shall from time to time in accordance with the Act cause to be prepared, circulate to its members and laid before the Company in its annual general meeting the audited financial statements and report of the Directors and Auditors. The interval between the close of a financial year of the Company and the issue of the audited financial statements and report of the Directors and Auditors relating thereto shall not exceed four (4) months. A copy of each such documents in printed form, CD-ROM form or other electronic form permitted under the Listing Requirements or any combination thereof, shall not less than twenty one (21) days before the date of the meeting be sent to every member of, and to every holders of debentures of the Company and every other person who is entitled to receive notices from the Company under the provisions of the Act or of this Constitution, provided that this Clause shall not require a copy of these documents to be sent to any person of whose address the Company is not aware but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.

**AUDIT**

- 36.1 Auditors shall be appointed and their duties regulated in accordance with Sections 264 to 287 of the Act.
- 36.2 The Auditors shall be entitled to attend any meeting of members and to receive all notices of and other communications relating to any meeting of members which any member is entitled to receive, and to be heard at any meeting of members on any part of the business of the meeting which concerns the Auditors.

**LANGUAGE**

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

**DESTRUCTION OF DOCUMENTS**

- 38.1 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 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:

- (a) the foregoing provisions of this Clause 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 Clause 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 Clause; and
- (c) reference in this Clause to the destruction of any document include references to its disposal in any manner.

### **AUTHENTICATION OF DOCUMENTS**

- 39.1 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 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.

### **NOTICES**

- 40.1 Subject to the provisions of written law a notice or any documents required to be sent to the members in printed form, CD-ROM form or other electronic form permitted under the Listing Requirements or any combination thereof may be given by the Company to any member:
- (a) either personally or send by post to him in a prepaid letter addressed to him at his last known address; or
  - (b) sending by electronic means:
    - (i) transmitting to his last known electronic mail address;
    - (ii) publishing the notice or document on the Company's website provided that a notification of the publication of the notice or document on the website via hard copy or electronic mail or short messaging service has been given in accordance with Section 320 of the Act and the Listing Requirements; or
    - (iii) using any other electronic platform maintained by the Company or third parties that can host the information in a secure manner for access by the members provided that a notification of the publication or availability of the notice or document on the electronic platform via hard copy or electronic mail or short messaging service has been given to them accordingly.

A member's address, electronic mail address and other contact details provided to the Depository shall be deemed as the last known address, electronic mail address and contact details respectively for purpose of communication to the members.

- 40.2 Any notice or other document if served by post shall be deemed to be served by the Company to a member on the day the prepaid letter, envelope or wrapper containing such notice or document 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 post office letter box.

The notice or other document if served by electronic means shall be deemed to have been served or delivered:

- (a) via electronic mail, at the time of transmission to a member's electronic mail address pursuant to Clause 40.1(b)(i), provided that the Company has record of the electronic mail being sent and that no written notification of delivery failure is received by the Company;
- (b) via publication on the Company's website, on the date the notice or document is first made available on the Company's website provided that the notification on the publication of notice or document on website has been given pursuant to Clause 40.1(b)(ii); or
- (c) via electronic platform maintained by the Company or third parties, on the date the notice or document is first made available thereon provided that the notification on the publication or availability of the notice or document on the relevant electronic platform has been given pursuant to Clause 40.1(b)(iii).

In the event that service of a notice or document pursuant to Clause 40.1(b) is unsuccessful, the Company must, within two (2) market days from discovery of delivery failure, make alternative arrangements for service by serving the notice or document in hard copy in accordance with Clause 40.1(a) hereof.

- 40.3 A notice or any documents required to be sent to the members may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through representatives of the deceased, or assignee of the bankrupt, or by any like description, at the his last known address in any manner in which the same might have been served if the death or bankruptcy had not occurred. 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, previously to his name and address being entered in the register as the registered holder of such share, shall have been duty given to the person from whom he derives the title to such share.
- 40.4 Notice of every meeting of members shall be given in any manner herein before to:
- (a) every member;
  - (b) every person entitled to a share in consequence of the death or bankruptcy of a member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting;
  - (c) the Auditor for the time being of the Company;
  - (d) the Directors of the Company; and
  - (e) the Exchange upon which the Company is listed.
- 40.5 Save as otherwise provided in this Constitution or in accordance with the Act, no other person shall be entitled to receive notices of meetings of members.
- 40.6 All notices served for and on behalf of the Company or the Directors shall only be effectual if it bears the name of a Director or the Secretary or a duly authorised officer of the Company and which are issued by order of the Board pursuant to a resolution duly passed by the Directors.

**WINDING UP**

- 41.1 If the Company is wound up the liquidator may, after the payment or satisfaction of all liabilities of the Company including preferred payments under the Act, with the sanction of a Special Resolution of the Company, 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 contributories as the liquidator, with the like sanction, thinks fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.
- 41.2 Save that this Clause shall be without prejudice to the rights of holders of shares issued upon special terms and conditions the following provisions shall apply:
- (a) If the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital such assets shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding up, on the shares held by them respectively; and
  - (b) If in a winding up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed among the members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding up, on the shares held by them respectively.
- 41.3 On a voluntary winding up of the Company no commission or fee shall be paid to a liquidator without the prior approval of the members in meeting of members. The amount of such commission or fee shall be notified to all members not less than seven (7) days before the meeting at which it is to be considered.

**SECRECY CLAUSE**

- 42.1 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.

**INDEMNITY**

- 43.1 Subject to the provisions of the Act, every Director, Auditors, Secretary, agent and other officer 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 exercise of the duties of his office, in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust, and the Company may effect insurance for such persons against such liability.

**RECONSTRUCTION**

- 44.1 On the sale of the undertaking of the Company, the Directors or the liquidators on a winding up may, if authorised by a Special Resolution, accept fully paid or partly paid-up shares, debentures or securities of any other company, either then existing or to be formed for the purchase in whole or in part of the property of the Company, and the Directors (if the profits of the Company permit), or the liquidators (on a winding up), may distribute such shares or securities, or any property of the Company amongst the members without realisation, or vest the same in trust for them and any Special Resolution may provide for the distribution or appropriation of the cash, shares or other securities, benefits or property, otherwise than in accordance with the strict legal rights of the members or contributories of the Company; and for valuation of any such securities or property at such price and in such manner as the meeting may approve, and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised, and waive all rights in relation thereto, save only in the case of the Company which is proposed to be or is in the course of being wound up, such statutory rights (if any) under Section 457 of the Act as are incapable of being varied or excluded by this Constitution.

**ALTERATION OF CONSTITUTION**

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

**COMPLIANCE WITH STATUTES, REGULATIONS AND RULES**

- 46.1 Notwithstanding anything contained in this Constitution, the Company shall comply with the provisions of the Act, SICDA, the Listing Requirements, the Rules and relevant governing statutes, regulations and rules as may be amended, modified or varied from time to time, or any other directive or requirement imposed by the Exchange and other appropriate authorities, to the extent required by law.



