

**THE COMPANIES ACT 2016
MALAYSIA**

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

ENRA GROUP BERHAD

(Company No. 236800-T)

(Incorporated in Malaysia)

Incorporated on 23 March 1992

THE COMPANIES ACT 2016
PUBLIC COMPANY LIMITED BY SHARES

**THE CONSTITUTION
OF
ENRA GROUP BERHAD**

1. INTRODUCTION

1.1 Company incorporation

ENRA GROUP BERHAD ("the Company") was incorporated in Malaysia on 23 March 1992.

1.2 Type of company

The Company is a public company limited by shares.

1.3 Registered office

The registered office of the Company shall be situated in Malaysia.

1.4 Members' liabilities

The liability of the Members is limited.

2. DEFINITION AND INTERPRETATION

(a) In this Constitution, unless the context otherwise requires:

Words	Meanings
"Act"	means the Companies Act 2016 and any statutory modification, amendment or re-enactment thereof and any other legislation for the time being in force made thereunder and any written law for the time being in force concerning the companies and affecting the Company.
"Articles"	means any provisions in this Constitution as originally framed or as altered from time to time by Special Resolution.
"Board"	means the Board of Directors of the Company for the time being and where the context permits or requires, shall mean the Directors whose number is not less than the required quorum acting as a Board of Directors.
"Central Depositories Act"	means the Securities Industry (Central Depositories) Act, 1991 as it may be amended, modified or reenacted from time to time.

"Company"	means ENRA Group Berhad.
"Constitution"	means this Constitution as originally framed or as altered from time to time by Special Resolution.
"Deposited Security"	means a security standing to the credit of a Securities Account and includes securities in a Securities Account that is in suspense.
"Depositor"	means holder of a Securities Account.
"Depository"	means Bursa Malaysia Depository Sdn Bhd (65570-W) or such other name by which it may be known from time to time.
"Directors"	means the Directors for the time of the Company.
"Listing Requirements"	means the Main Market Listing Requirements of Bursa Malaysia Securities Berhad including any amendments thereof that may be made from time to time.
"Market Day"	means a day on which the stock market of the Exchange is open for trading in securities.
"Member"	means any person for the time being holding shares in the Company and whose name appear in the Register of Members (except the Bursa Malaysia Depository Nominees Sdn. Bhd.) including a Depositor who shall be treated as if he were a member pursuant to Section 35 of the Central Depositories Act but excludes the Depository in its capacity as a bare trustee.
"Office"	means the registered office for the time being of the Company.
"Ordinary Resolution"	shall have the meaning assigned thereto under Sections 291 of the Act and any statutory modification, amendment or re-enactment thereof for the time being in force.
"Record of Depositors"	means a record provided by the Depository to the Company under Chapter 24.0 of the Rules.
"Register of Members"	means the register of members to be kept pursuant to the Act.
"Registrar of Companies"	means the Registrar of Companies designated under subsection 20A(1) of the Companies Commission of Malaysia Act 2001.
"Rules"	means the Rules of the Depository.
"Seal"	means the common seal of the Company.
"Secretary"	means a secretary of the Company appointed under the Act.
"Securities Account"	means an account established by the Depository for a Depositor for the recording of deposit or withdrawal of securities and for dealings in such securities by the Depositor.

"Securities Laws"	has the meaning assigned to it in the Securities Commission Malaysia Act 1993, which shall include the Securities Commission Malaysia Act 1993, Capital Markets & Services Act 2007, Securities Industry (Central Depositories) Act 1991 and any guidelines, written notices and circulars issued by the Securities Commission Malaysia.
"Special Resolution"	shall have the meaning assigned thereto under Section 292 of the Act and any statutory modification, amendment or re-enactment thereof for the time being in force.
"Stock Exchange" or "Exchange"	means Bursa Malaysia Securities Berhad or such other name by which it may be known from time to time and/or such other stock exchanges on which the Company's shares are quoted.

- (b) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.
- (c) Words importing the singular only shall include the plural and the masculine gender shall include the feminine and neuter genders and the word "person" shall include a corporation.
- (d) Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Interpretation Act, 1967 and of the Act as in force at the date at which this Constitution become binding on the Company.

3. CAPACITY AND POWERS OF THE COMPANY

The Company is capable of exercising all the functions of a body corporate and has the full capacity to carry on or undertake any business or activity including to sue and be sued, to acquire, own, hold, develop or dispose of any property, and to do any act which it may do or to enter into any transactions, and for these purposes, the Company shall have the full rights, powers and privileges contained in Section 21 of the Act.

4. SHARECAPITAL

4.1 Class of Shares

Shares in the Company may be divided into several classes and there may be attached thereto respectively with preferred, deferred or other special rights, privileges, conditions or such restrictions, whether in regard to dividends, voting, return of capital or otherwise.

4.2 Allotment of Shares

Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, and subject to the Act and the Listing Requirements and to conditions, restrictions and limitations expressed in this Constitution and to the provisions of any resolution of the Company, the Directors shall have the power to issue and, who may allot shares, grant options over shares and grant rights to subscribe to shares, or otherwise dispose of such shares to such persons, on such terms and conditions and at such times as the Directors may determine, but the Directors in making any issue of shares shall comply with the following conditions:

- (i) 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 the resolution creating the same;
- (ii) no issue of shares shall be made which will have the effect of transferring a controlling interest in the Company to any person without the prior approval of the Members of the Company in general meeting;
- (iii) no Director shall participate in an issue of shares to employees of the Company unless the Members in general meeting have approved of the specific allotment to be made to such Director; and
- (iv) the Company shall have power to issue preference shares on such terms and conditions and carrying such rights or restrictions as the Company may determine.

4.3 Pre-emptive rights

Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled.

The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new share or security which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution.

5. VARIATION OF RIGHTS

5.1 Modification of class rights

If at any time the share capital is divided into different classes of shares, the rights and privileges attached to any class, subject to Section 91 of the Act (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of seventy five per centum (75%) of the issued shares of that class, or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class.

To every such separate general meeting the provisions of this Constitution relating to general meetings 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 provided that, if any such separate general meeting shall be adjourned by reason of there being no quorum present, and at the adjourned meeting, a quorum shall not be present within half an hour (1/2 hour) from the time appointed for such adjourned meeting, those holders of the shares of the class in question who are present in person or by proxy shall be a quorum. 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.

5.2 Repayment of preference capital

The repayment of preference capital other than redeemable preference, or any other alteration of preference shareholders rights may only be made pursuant to a Special Resolution of the preference shareholders concerned, provided always that where the necessary majority for such a Special Resolution is not obtained at the meeting, consent in writing, if obtained from the holders of seventy five per centum (75%) 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.

5.3 Alteration of rights by issuance of new shares

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 participation in the profits or assets of the Company in some or in all respects *pari passu* therewith.

5.4 Commission on subscription of shares

The Company may exercise the powers of paying commissions conferred by the Act, provided that the rate or the per centum of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the commission shall not exceed the rate of ten per cent (10%) of the price at which the shares in respect whereof the commission is paid are issued or an amount equivalent thereto. Such commission may be satisfied by the payment of cash or the allotment of fully paid up shares or partly paid up shares or by a combination of any of the aforesaid methods of payment. The Company may, on any issue of shares, also pay such brokerage as may be lawful.

5.5 Interest on share capital during construction of works on building

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 or returns on the amount of such share capital as is for the time being paid up for the period 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 or buildings or the provision of the plant.

5.6 Trusts not to be recognised

Except as required by law and subject to Article 43.1 of this Constitution, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future, or partial interest in any share or unit of a share or (except only as by this Constitution or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

6. CERTIFICATES

The Company may issue jumbo certificates in respect of shares in favour of the Depository as may be directed by the Depository pending the crediting of shares into the securities account of the person entitled to such shares or as may be prescribed by the Central Depositories Act and the Rules provided always that every certificate shall be issued under the Share Seal or Seal in such form as the Board shall from time to time prescribe and affixed in accordance with Article 32.1, and shall specify the number and class of shares to which it relates and the issue price of the shares.

7. LIEN

7.1 Company's lien on shares

The Company shall have a first and paramount lien on every share (not being a fully paid share) for all money (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien in respect of unpaid calls and installments upon the specific shares in respect of which such moneys were due and unpaid and on the shares of a Member or deceased Member for such amounts as the Company may be called upon by law to pay in respect of such shares, but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon and all other moneys payable thereon or in respect thereof.

7.2 Lien may be enforced by sale of shares

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 days (14) after a 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 registered holder for the time being of the share or the person entitled thereto by reason of his death or bankruptcy.

7.3 Application of proceeds of sale

The proceeds of the sale after payment of the amount of all costs of such sale and of any attempted sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a similar lien for amounts not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the time of sale or his executors, administrators or assigns or as he may direct.

7.4 The Board may effect transfer

To give effect to any such sale, the Directors may authorise that the transfer of the shares sold be credited into the Securities Account of the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and the Directors shall not be bound to see to the application of the purchase money, nor shall the purchaser's title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

8. CALLS ON SHARES

8.1 The Board may make calls

Subject to Sections 81 and 82 of the Act, the Directors may from time to time make calls upon the Members in respect of any money unpaid on their shares and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall be payable at less than thirty (30) days from the date fixed for the payment of the last preceding call, and each Member shall (subject to receiving at least fourteen (14) days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.

8.2 When call deemed made

A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed. Any call may be made payable either in one lump sum or by instalments. No shareholder shall be entitled to receive any dividend or to exercise any privilege as a Member until he shall have paid all calls for the time being due and payable on every share held by him together with interest and expenses (if any).

8.3 Interest on unpaid calls

If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding eight per centum (8%) per annum (or such other maximum rate provided in the Act) from the day appointed for the payment of the sum to the time of actual payment as the Directors may determine, but the Directors shall be at liberty to waive payment of the interest wholly or in part.

8.4 Terms of issue may be treated as call

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

8.5 Difference in calls and payments the Directors may:

- (i) on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment as between Members;
- (ii) pay dividends in proportion to the amount paid up on each share where a larger amount is paid up on some shares than on others.

8.6 Calls may be paid in advance

The Directors may, if they think fit, receive from any Member willing to advance the same, all or any part of the money uncalled and unpaid upon any shares held by him, and upon all or any part of the money so advanced may (until the same would, but for the advance, become payable) pay interest at such rate not exceeding eight per centum (8%) per annum as may be agreed upon between the Directors and the Member paying the sum in advance, but no money so advanced shall confer any 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 on the shares in respect of which they have been paid.

9. TRANSFER OF SHARES

9.1 Transfer of securities

Subject to the Act, the Central Depositories Act and the Rules and to this Constitution, any Member may transfer all or any of his shares by instrument in writing in any usual or common form as approved by the Stock Exchange upon which the Company is listed.

9.2 Transfer of listed securities of Company is by way of book entry

The transfer of any listed security or class of listed security of the Company shall be by way of book entry by the Depository in accordance with the Rules of the Depository and notwithstanding Sections 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 subsection Section 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the listed securities which have been deposited with the Depository by the Company.

9.3 Prohibited transfer

No shares shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind.

9.4 Requirement for instrument of transfer

For the purpose of registration of a transfer of shares that are not deposited securities, every duly executed and stamped instrument of transfer shall be left for registration at the Office or at such other place as the Directors may from time to time determine accompanied by the certificate of the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer and (to the extent permitted by law) a sum of money sufficient to cover the aggregate of the fee (if any) which the Directors may from time to time determine and the duty levy or taxes (if any) with which any such transfer is chargeable under any law for the time being in force, and thereupon the Company shall, subject to the powers vested in the Directors by this Constitution, register the transferee as a Member and retain the instrument of transfer.

9.5 Refusal of registration

The Directors may decline to register the transfer of a share, not being a deposited security, (not being a fully paid share) to a person of whom they shall not approve and they may also decline to register the transfer of a share on which the Company has a lien. The Directors may also refuse or delay the registration of transfer of shares where the Member fails to pay the Company an amount due in respect of those shares, whether by way of consideration for the issue of the shares or in respect of the sums payable by the Member in accordance with this Constitution.

9.6 Board's power to suspend registration

The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine not exceeding thirty (30) days in aggregate in any calendar year or such number of days as may be prescribed by the Stock Exchange. At least three (3) Market Days prior notice or such other period as may be required by the Exchange, (or, subject to any written laws to the contrary, such other period provided for under the Rules) shall be given to the Depository to enable the Depository to prepare the appropriate Record of Depositors provided that where the Record of Depositors is required in respect of corporate actions, at least seven (7) Market Days prior notice shall be given to the Depository.

9.7 Renunciation of shares

The Directors may recognise a renunciation of any share by the allottee thereof in favour of some other person.

10. TRANSMISSION OF SHARES

10.1 Death of Member

In case of the death of a Member, the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares, but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

10.2 Share of deceased or bankrupt Member

Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that Member before his death or bankruptcy, provided 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

10.3 Notice of election

If the person so becoming entitled elects to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects provided that where the share is a Deposited Security and the person becoming so entitled elects to have the share transferred to him, the aforesaid notice must be served by him on the Depository. If he elects to have another person registered, he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of this Constitution relating to the rights to transfer and the registration of transfers 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 or transfer were a transfer signed by that Member.

10.4 Person entitled or may receive dividend, etc.

Where the registered holder of any share dies or becomes bankrupt, his personal representative or the assignee of his estate, as the case may be, shall, upon the production of such evidence as may from time to time be properly required by the Directors in that behalf, be entitled to the same dividends and other advantages and to the same rights (whether in relation to meetings of the Company or to voting or otherwise) as the registered holder would have been entitled to if he had not died or become bankrupt, and where two or more persons are jointly entitled to any share in consequence of the death of the registered holder they shall, for the purpose of this Constitution, be deemed to be joint holders of the share.

10.5 Fees charged by Company for transmission

Fees may be charged by the Company in respect of the registration of any instrument of transfer or probate or letters of administration or certificate of marriage or death or notice in lieu of distring as or power of attorney or other document relating to or affecting the title to any share or otherwise for making an entry in the Register of Members affecting the title to any share but only to the extent permitted by law and by the Stock Exchange governing the register upon which such share is registered.

10.6 Transmission of securities between registers

Where:

- (i) the securities of the Company are listed on another stock exchange; and
- (ii) the Company is exempted from compliance with Section 14 of the Securities Industry (Central Depositories) Act 1991 or Section 29 of the Securities Industry (Central Depositories) (Amendment) Act 1998, as the case may be, under the Rules of the Depository in respect of such securities,

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

11. FORFEITURE OF SHARES

11.1 Notice requiring payment

Subject to the Act, if a Member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest or compensation at a such rate not exceeding eight per centum (8%) per annum (or such other maximum rate provided in the Act) which may have accrued and which may still accrue up to the date of payment and all expenses that may have been incurred by the Company by reason of such non-payment.

11.2 Particulars in notice

The notice shall name a further day (not earlier than the expiration of fourteen (14) days from the date of service of the notice) on or before which 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 appointed, the shares in respect of which the call was made will be liable to be forfeited.

11.3 Forfeiture

If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture. Notwithstanding the shares being forfeited, the person shall remain liable to pay to the Company all money at the date of forfeiture that was payable by him to the Company in respect of the shares together with interest or compensation at such rate not exceeding eight per centum (8%) per annum (or such other maximum rate provided in the Act) as the Directors may determine from the date of the forfeiture on the money for the time being unpaid if the Directors think fit to enforce payment of the interest or compensation, and the liability shall cease if and when the Company receives payment in full of all such money in respect of the shares.

11.4 The Board may cancel forfeiture

A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition, the forfeiture may be cancelled on such terms as the Directors think fit.

11.5 Liability of Member in respect of forfeited shares

A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all money which, at the date of forfeiture, was payable by him to the Company in respect of the shares together with interest at such rate not exceeding eight per centum (8%) per annum (or such other maximum rate provided in the Act) as the Directors may determine from the date of forfeiture on the money for the time being unpaid if the Directors think fit to enforce payment of such interest), but his liability shall cease if and when the Company receives payment in full of all such money in respect of the shares.

11.6 Evidence of forfeiture

A statutory declaration in writing by a Director or the Secretary of the Company that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

11.7 Procedure for sale of forfeited shares

The Company may receive the consideration, if any, given for a forfeited share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and he 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 disposal of the share. Subject to any lien for sums not presently payable, if any, any residue of the proceeds of sale of shares which are forfeited and sold or disposed of, after the satisfaction of the unpaid calls or instalments payable at fixed times and accrued interest and expenses, shall be paid to the person entitled to the shares immediately before the forfeiture thereof or his executors, administrators or assigns or as he may direct.

11.8 Non-payment of sum payable at fixed time

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 at a fixed time, as if the same had been payable by virtue of a call duly made and notified.

12. **CONVERSION OF SHARES INTO STOCK**

12.1 Conversion to be at meeting of Members

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

12.2 Transfer of stock

The holders of stock may transfer the same or any part thereof in the same manner as the transfer of shares from which the stock arose may, before the conversion, have been transferred or be transferred in the closest manner as the circumstances allow, but the Directors may from time to time

fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum.

12.3 Participation of stockholders

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

12.4 Definition

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

13. PURCHASE OF OWN SHARES

Subject to the provisions of the Act and the requirements of the Stock Exchange and/or any relevant authority, the Company may purchase its own shares. Any shares in the Company so purchased shall be dealt with as provided by the Act and the requirements of the Stock Exchange and/or any other relevant authority.

14. INCREASE OF CAPITAL

14.1 Power to increase capital

The Company may from time to time, whether all the shares for the time being issued shall have been fully called up or not, by Ordinary Resolution increase its share capital by the creation and issue of new shares, such new capital to be of such amount and to be divided into shares of such respective 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 may direct.

14.2 Ranking of new shares

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

15. ALTERATION OF CAPITAL

15.1 Power to alter capital

The Company may by Special Resolution:

- (i) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

- (ii) sub-divide its shares or any part thereof into shares of smaller amount than is fixed by this Constitution, so however that in the sub-division, the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and
- (iii) cancel shares which at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled.

15.2 Power to reduce capital

Subject to Sections 116, 117 and any other relevant provisions of the Act, the Company may by Special Resolution reduce its share capital in any manner permitted or authorised under and in compliance with the applicable laws.

16. MEETING OF MEMBERS

16.1 Annual general meeting

An annual general meeting of the Company shall be held each year, in addition to any other meetings in that year in accordance with the provisions of the Act. The annual general meeting shall be held within six (6) months of the Company's financial year end and not more than fifteen (15) months after the last preceding annual general meeting unless approved by the Companies Commission of Malaysia or other relevant regulatory bodies and authorities to extend the period.

16.2 Meeting of Members

The Directors may, whenever they think fit, convene a meeting of Members other than annual general meeting. The main venue of all meetings of Members and annual general meetings shall be held at such time and place as the Directors shall determine.

In addition, a meeting of Members other than annual general meeting shall also be convened on such requisition as referred to in Section 311 of the Act or if the Directors make default in convening a meeting in compliance with a requisition received pursuant to Section 311 of the Act, a meeting may be convened by requisitionists themselves in the manner provided in Section 313 of the Act. Any meeting convened by a requisitionist shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Directors.

16.3 Meetings of Members at two or more venues

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 shall be in Malaysia and the chairperson shall be present at the main venue of the meeting.

16.4 Notice of meeting

- (i) The notices convening meetings shall specify the place, date and time of the meeting.
- (ii) Subject to provisions of the Act and agreements for shorter notice, notices shall be given to all Members:

- (a) at least fourteen (14) days before a meeting; or
 - (b) at least twenty-one (21) days before a meeting where a special resolution is to be proposed or where it is an annual general meeting; or
 - (c) at least twenty-eight (28) days before a meeting to move resolutions requiring special notice and in accordance with Section 322 of the Act.
- (iii) 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.
 - (iv) At least fourteen (14) days' notice or twenty (21) days' notice in the case where any special resolution is proposed or where it is the annual general meeting, of every such meeting must be given:
 - (a) by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper; and
 - (b) in writing to each stock exchange upon which the Company is listed.

16.5 Record of Depositors

- (i) The Company shall request the Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company.
- (ii) The Company shall also request the Depository in accordance with the Rules, to issue Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than three (3) market days before the general meeting (hereinafter referred to as the **"General Meeting Record of Depositors"**).
- (iii) Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable), a depositor shall not be regarded as a member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.

16.6 Business at meetings

Subject always to the provisions of the Act, no business shall be transacted at a general meeting except business of which notice has been given in the notice convening the meeting. The notice convening a meeting to consider a Special or Ordinary Resolution shall specify the intention to propose the resolution as a Special or Ordinary Resolution, as the case may be.

An annual general meeting shall be held to transact business in accordance with the Act, which includes the laying of the audited financial statements and the reports of the Directors and auditors, the election of Directors in place of those retiring and the appointment and fixing of the remuneration of the Directors and auditors.

16.7 Requirement in notice calling meeting

In every notice calling a meeting of the Company, there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote instead of him, and that a proxy need not be a Member. The holder shall specify the proportion of his shareholdings to be presented by each proxy.

16.8 Omission to give notice

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

17. PROCEEDINGS AT GENERAL MEETINGS

17.1 Quorum

No business shall be transacted at any general meeting unless a quorum of Members is present at the commencement of the meeting. Save as herein otherwise provided, two (2) Members present in person shall be a quorum. For the purposes of these Articles, "Member" includes a person attending as a proxy or representing a corporation which is a Member. For the purposes of constituting a quorum, one (1) or more representatives appointed by a corporation shall be counted as one (1) Member or one (1) or more proxies appointed by a person shall be counted as one (1) Member.

17.2 Adjournment

If within half an hour from the time appointed for the meeting a quorum is not present, the meeting,

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

17.3 Chairperson of meetings of Members

The Chairman, if any, of the Board shall preside as Chairman at every general meeting of the Company. If there is no such Chairman, or if the Chairman is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall choose one of the Directors to act as the chairperson of the meeting. If no Director shall be willing to act, the Members present shall elect one of their number to be the chairperson of the meeting. A proxy may not be elected to be the chairperson at a meeting of Members.

17.4 Adjournment with consent of meeting

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

17.5 Voting by poll

Subject to the Listing Requirements, any resolution set out in the notice of a general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting, shall be determined by poll.

17.6 Chairman shall have the casting vote

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

17.7 Voting Rights of Members

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, every Member entitled to vote may vote in person or by proxy or by attorney or other duly authorised representative. Every Member entitled to attend and vote shall have one (1) vote each on a show of hands and on a poll, one (1) vote in respect of each share he holds.

17.8 Voting rights of shares of different monetary denominations

If 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.

17.9 Member barred from voting while call unpaid

Subject to Article 16.5, no Member shall be entitled to be present or to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

17.10 Vote of Member of unsound mind

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

17.11 Objection to qualification of voter

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 made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.

17.12 Qualification and rights of proxy to speak

A Member of a Company entitled to attend and vote at a meeting of a Company, or at meeting of any class of Members of the Company, shall be entitled to appoint any person as his proxy to attend and vote instead of the Member at the meeting. There shall be no restriction as to the qualification of the proxy.

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

17.13 Appointment of proxy

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 to exercise all or any of his rights to attend, participate, speak and vote at a meeting of Members of the Company.

A Member may appoint not more than two (2) proxies in relation to a meeting (except for omnibus account), provided that the Member specifies the proportion of the Member's shareholdings to be represented by each proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

17.14 Appointment of multiple proxies (omnibus account)

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 nominees may appoint in respect of each omnibus account it holds.

An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.

17.15 Instrument appointing proxies

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 seal or under the hand of an officer or attorney duly authorised.

17.16 Form of proxy

The instrument appointing a proxy shall be in the following form or in such other form as the Directors may approve:

ENRA GROUP BERHAD

I/We_____of_____being a member/ member of ENRA GROUP BERHAD, hereby appoint _____ of _____ and/or failing him/her, of _____ or failing him/her, the Chairman of the meeting as my/our proxy to vote for me/us on my/our behalf at the (meeting) of the Company, to be held at (place of meeting) on the____day of____at (time of meeting) and/or at any adjournment thereof on the resolution(s) to be proposed thereat.

Signed this_____day of_____20

My/our proxy is to vote as indicated hereunder.

RESOLUTION	FOR	AGAINST

17.17 Delivery of instrument appointing proxies

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office or at such other place as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in a 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 facsimile number and may specify an electronic address in the notice of meeting, for the purposes of receipt of proxy appointments subject to the Listing Requirements and applicable laws.

17.18 Termination of a person's authority to act as a proxy

Unless the Company receives a notice of termination before the commencement of a meeting of Members or an adjourned meeting of Members, the termination of the authority of the person to act as proxy does not affect:

- (i) the constitution of the quorum at the meeting;
- (ii) the validity of a poll demanded by him at a meeting; or
- (iii) the validity of the vote exercised by him at a meeting.

17.19 Validity of vote given under proxy

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

17.20 Representative of corporation

Subject to provisions of Section 333 of the Act, a corporation may by resolution of its Directors or other governing body, if it is a Member of the Company, authorise such person as it thinks fit to act as its representative either at a particular meeting or at all meetings of the Company or of any class of Members, and a person so authorised shall in accordance with his authority and until his authority is revoked by the corporation be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual Member of the Company.

18. DIRECTORS

18.1 Number of Directors on the Board

The Company shall have at least two (2) and not more than 15 Directors. Each Director must be a natural person who is at least eighteen (18) years of age.

18.2 Power to fill casual vacancies and to appoint additional Directors

The Board 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 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.

18.3 Selection of Directors to retire

An election of Directors shall take place each year. All Directors shall retire from office once at least in each three (3) years, but shall be eligible for re-election. Unless otherwise provided in the terms of appointment of any Director, at the Annual General Meeting, at least one-third (1/3) of the Directors for the time being, shall retire from office at the conclusion of the meeting. A retiring Director shall retain office until the close of the meeting at which he retires.

The Directors to retire in every year shall be agreed among themselves. In the absence of such agreement, the Directors who have been longest in office since the Directors' last election shall retire but as between persons who became Directors on the same day, those to retire shall be determined by lot unless otherwise agreed among themselves.

18.4 Notice of intention to appoint Director

No person, not being a retiring Director, shall be eligible for election to the office of Director at any meeting of Members unless a Member intending to propose him has, at least eleven (11) clear days before the meeting left at the Office a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such Member to propose him for election, provided that in the case of a person recommended by the Board for election, nine (9) clear days' notice only shall be necessary, and notice of each and every candidature for election to the Board shall be served on the registered holders of shares at least seven (7) days prior to the meeting at which the election is to take place.

18.5 Retiring Director deemed to be re-appointed

The Company at the meeting at which a Director so 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 the re-election of the Director retiring at the meeting is put to the meeting and lost or some other person is elected as Director, a 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.

18.6 Motion for appointment of Directors

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

18.7 Increase or reduction of number of Directors

The Company may from time to time by Ordinary Resolution passed at a general meeting increase or reduce the number of Directors to be appointed to the Board, and may also determine in what rotation the increased or reduced number is to retire from office.

18.8 Removal of Directors

The Company may by Ordinary Resolution of which special notice is given in accordance with the Act, remove any Director before the expiration of his period of office, and may, if thought fit, by Ordinary Resolution appoint another person in his stead. The person so appointed shall hold office so long as the Director in whose place he is appointed would have the same if he had not been removed. In default of such appointment, the vacancy so arising may be filled by the Directors as a casual vacancy.

18.9 Directors' qualification

The shareholding qualification for Directors may be fixed by the Company in general meeting and until so fixed, no shareholding qualification for Directors shall be required. All Directors shall be entitled to receive notice of and to attend and speak at all general meetings of the Company.

19. REMUNERATION OF DIRECTORS

19.1 Fees and benefits to Directors

The Directors shall be paid by way of fees and other benefits for their services and such sums shall from time to time be determined by the Company in general meeting, and shall be divided among the Directors in such proportions and manner as the Directors may determine, provided always that:

- (i) fees payable to non-executive Directors shall be by a fixed sum and not by a commission on or percentage of profits or turnover;
- (ii) salaries payable to executive Director(s) may not include a commission on or percentage of turnover;
- (iii) fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting where notice of the proposed increase has been given in the notice convening the meeting; and
- (iv) any fee paid to an alternate Director shall be such as shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter.

19.2 Remuneration for other services

If any Director, being willing and having been called upon to do so, shall render or perform extra or special services of any kind, including services on any Committee established by the Board, or shall travel or reside abroad for any business or purposes of the Company, he shall be entitled to receive such sum as the Board may think fit for expenses, and also such remuneration by way of salary, allowances and otherwise as the Board may think fit, either as a fixed sum or otherwise, and such remuneration may, as the Board shall determine, be either in addition to or in substitution for any other remuneration he may be entitled to receive, and the same shall be charged as part of the ordinary working expenses of the Company.

19.3 Reimbursement of expenses

The Directors shall be paid all their travelling and other expenses properly and necessarily expended by them in and about the business of the Company including their traveling and other expenses incurred in attending Board Meetings of the Company within Malaysia.

20. DISQUALIFICATION OF DIRECTORS

The office of Director shall become vacant if the Director:

- (i) 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
- (ii) becomes bankrupt during his term of office; or
- (iii) dies; or
- (iv) becomes disqualified from being a Director by reason of any order made under the Act or contravenes the Act, or the Securities Laws or the Listing Requirements or is convicted by a court of law, whether in Malaysia or elsewhere; or
- (v) ceases to be a Director by virtue of the Act; or
- (vi) resigns his office by notice in writing to the Company in accordance with the Act; or
- (vii) is removed from his office as Director by Ordinary Resolution of the Company in general meeting of which special notice under Section 206 has been given; or
- (viii) has retired in accordance with the Act or under this Constitution and is not re-elected; or
- (ix) otherwise vacates his office in accordance with the Constitution.

21. GENERAL POWERS AND DUTIES OF DIRECTORS

21.1 Business of Company to be managed by Directors

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

21.2 The Board's borrowing powers

The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or its subsidiaries.

21.3 Power to maintain funds

The Directors may establish or arrange any contributory or non-contributory pension or superannuation scheme for the benefit of, or pay a gratuity, pension or emolument to any person who is or has been employed by or in the service of the Company or any subsidiary of the Company, or to any person who is or has been a Director or other officer of and holds or has held salaried employment in the Company or any subsidiary, and the widow, family or dependents of any such person. The Directors may also subscribe to any association or fund which they consider to be for

the benefit of the Company or any such subsidiary or any such persons as aforesaid, and make payments for or towards any hospital or scholastic expenses or any insurance of any such persons, provided that any Director holding such salaried employment shall be entitled to retain any benefit received by him hereunder subject only, where the Act requires, to proper disclosure to the Members and the approval of the Company in general meeting.

21.4 Appointment of attorneys

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

21.5 Signing of cheques and bills

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

21.6 Directors to act honestly and use reasonable care, skill and diligence

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

21.7 General duty to make disclosure

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

22. LIMITATION TO DIRECTORS' POWERS

22.1 Disclosure of interest in contracts, proposed contracts

No Director or intending Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into on behalf of the Company in which any Director is in any way directly or indirectly interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office, or of the fiduciary relationship thereby established, but if such interest is regarded as being a material interest, the nature of his interest must be declared by him at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, or if the Director was not at the date of that meeting interested in the proposed contract or arrangement, then at the next meeting of the Board held after he became so interested, and in case where the Director becomes interested in a contract or arrangement after it is

made, then at the first meeting of the Board held after he becomes so interested, unless the interest is one that need not be disclosed under the Act.

22.2 Declaration of interest may be given in general notice in writing

A general notice in writing in accordance with the Act given to the Board by any Director to the effect that he is a member of any specified company or firm, and is to be regarded as interested in any contract which may thereafter be made with the company or firm shall (if such Director shall give the same at a meeting of the Board or shall take reasonable steps to secure that the same is brought up and read at the next meeting of the Board after it is given) be deemed a sufficient declaration of interest in relation to any contract so made.

22.3 Interested Director not to participate or vote

Save as provided in this Constitution and the Act, a Director shall not vote in respect of any contract or arrangement or any other proposal whatever in which he has directly or indirectly a material interest otherwise than by virtue of his interests in shares or debentures or other securities or otherwise in or through the Company, unless the interest is one that need not be disclosed under the Act. A Director shall be counted only to make the quorum of a meeting in relation to any resolution on which he is debarred from voting but shall not participate in any discussion while the contract or proposed contract is being considered during the meeting.

22.4 Meeting on materiality of Director's interest

If any question shall arise at any meeting as to the materiality of a Director's interest or as to the entitlement of any Director to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the Chairman of the meeting and his ruling in relation to any other Director shall be final and conclusive except in a case where the nature or extent of the interests of the Director concerned have not been fairly disclosed.

23. PROCEEDINGS OF DIRECTORS

23.1 Meeting of Directors

The Third Schedule of the Act does not apply to the Company. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Any Director may at any time and the Secretary shall on the requisition of any of the Directors summon a meeting of the Directors. Subject to the laws for the time being in force, all or any members of the Board or any Committees of the Board may participate in the meeting of the Board or Committee of the Board (as the case may be) by means of a telephone conference, video conference or any other communication equipment which allows all persons participating in the meeting to hear or see each other ("Communication Equipment"). A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote. For the purposes of recording attendance, the Chairman or the Secretary shall mark on the attendance sheet that the Directors were present and participating by Communication Equipment.

23.2 Notice of Directors' meeting

It shall not be necessary to give any Director or alternate Director who does not have an address in Malaysia, notice of a meeting of the Directors. Unless otherwise determined by the Directors from time to time, notice of all Directors' meetings shall be given to all Directors and their alternates, who have a registered address in Malaysia. Except in the case of an emergency, seven (7) days' notice of every Directors' meeting shall be given in writing. The notice of each Director's meeting shall be

deemed served on a Director upon delivery if delivered by hand or immediately if sent by facsimile, electronic form or other form of electronic communications or if sent by post, on the day on which a properly stamped letter containing the notice is posted. Any Director may waive notice of any meeting either prospectively or retrospectively.

23.3 Quorum of meeting of Directors

The quorum necessary for the transaction of the business of the Directors shall be two (2) and 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 Chairman of Directors' meeting

The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office. The Chairman shall preside as chairman at 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 may choose one (1) of their number to be chairperson of the meeting.

23.5 Chairman to have a casting vote

Subject to this Constitution, questions arising at any meeting of Directors shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a decision of the Board and provided always that in the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote. However, in the case of an equality of votes and where two (2) Directors form a quorum, the Chairman of a meeting at which such a quorum is present or at which only two (2) Directors are competent to vote on the question at issue, shall not have a casting vote.

23.6 Number of Directors below minimum

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 a Directors' meeting, the continuing Directors or Director except in an emergency, may act only for the purpose of increasing the number of Directors to that minimum number or to summon a meeting of the Members.

23.7 Disclosure of interest and restriction on discussion and voting

Every Director shall comply with the provisions of Section 219 and 221 of the Act in connection with the disclosure of his shareholding and interests in the Company and his interest in any contract or proposed contract with the Company and in connection with the disclosure 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.

24. ALTERNATE DIRECTORS

24.1 Appointment or removal of an alternate Director

A Director may appoint a person to act as his alternate provided that:

- (i) such person is not a Director of the Company;

- (ii) such person does not act as an alternate for more than one Director of the Company;
- (iii) the appointment is approved by a majority of the other members of the Board; and
- (iv) any fee paid by the Company to the alternate shall be deducted from that Director's remuneration.

Any appointment or removal of an alternate Director may be made in writing and sent by hand, post, facsimile or in any other manner, electronic or otherwise, as approved by the Board.

24.2 Rights of an alternate Director

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

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.

24.3 Cessation of appointment of an alternate Director

If a Director making any such appointment as aforesaid shall cease to be a Director (otherwise than by reason of vacating his office at a meeting of the Company at which he is re-elected), the person appointed by him shall thereupon cease to have any power or authority to act as an alternate Director.

24.4 Liability of appointing Director

A Director shall not be liable for the acts and defaults of any alternate Director appointed by him.

25. **MANAGING DIRECTORS**

25.1 Appointment

The Board may from time to time appoint any one or more of their body to be Managing Director or Executive Director or whatsoever designation called to that effect for such period and upon such terms as they think fit, and may vest in such Managing Director or Executive Director such powers as the Board thinks fit for the discharge of his duties. The Managing Director or Executive Director or a person performing such function by whatever name called, shall be subject to the control of the Board.

25.2 Remuneration

The remuneration of a Managing Director or Managing Directors or Executive Directors shall be fixed by the Directors and may be by way of salary or commission or participation in profits or otherwise or by any or all of these modes but shall not include a commission on or percentage of turnover.

25.3 Retirement

A Managing Director or Executive 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 for any cause shall ipso facto and immediately cease to be a Managing Director or Executive Director.

26. COMMITTEES OF DIRECTORS

26.1 Committees of the Board

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

26.2 Chairman of committees

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

26.3 Meeting of committees

Subject to any rules and regulations made pursuant to this Constitution, a committee may meet and adjourn as it thinks proper and questions arising at any meeting shall be determined by a majority of votes of the members present, (if more than one) and in the case of an equality of votes, the Chairman shall have a second or casting vote.

27. VALIDATION OF ACTS OF DIRECTORS

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

28. DIRECTORS' CIRCULAR RESOLUTIONS

28.1 Resolution in writing

A resolution in writing signed or approved by letter or telefax or other electronic means by the 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 so present but has an alternate, who is so present, then such resolution must also be signed by such alternate. 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.

29. AUTHENTICATION OF DOCUMENTS

29.1 Authentication of documents

Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolution passed by the Company or the Directors and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts. 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.

29.2 Conclusive evidence of resolutions and extract of minutes of meetings

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

30. MINUTES AND REGISTERS

30.1 Minutes of meetings and resolutions

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

- (i) of all appointments of officers;
- (ii) of the names of all the Directors present at each meeting of the Directors and of any committee of Directors and of the Company in general meeting;
- (iii) of all resolutions and proceedings of general meetings and meetings of the Directors and committees of Directors;
- (iv) of all orders made by the Directors and any committee of Directors.

Such minutes shall be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting and shall be accepted as prima facie evidence without further proof of the facts therein stated.

30.2 Directors to comply with Act

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 the Act and shall from time to time notify the Registrar of Companies of any change in such register and of the date of change in a manner prescribed by the Act.

30.3 Minutes kept at Office

The books containing the minutes of proceedings of any general meeting 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.

30.4 Registers to be kept

The Company shall also keep at the Office, registers which shall be open to the inspection of any Member without charge and to any other person on payment of not exceeding RM10.00 for each inspection, of all such matters required to be so registered under the Act, and in particular:

- (i) a register of substantial shareholders and of information received in pursuance of the requirements under Section 144 of the Act; and
- (ii) a register of the particulars of each of the Directors' shareholdings and interests as required under Section 59 of the Act.

31. SECRETARY

The Secretary or Secretaries shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they think fit and otherwise in accordance with the Act, and any Secretary or Secretaries so appointed may be removed by them.

The Directors may from time to time, by resolution, appoint a temporary substitute for the Secretary or Secretaries who shall be deemed to be the Secretary during the term of his appointment.

32. SEAL

32.1 Authority for use of Seal

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 authorising the use of the Seal. The Directors may from time to time make such regulations as they think fit determining the persons and the number of such persons in whose presence the Seal shall be affixed and, until otherwise so determined, the Seal shall be affixed in the presence of at least one (1) Director and counter-signed by the Secretary or by a second Director or by some other person approved by the Directors for the purpose who shall sign every instrument to which the Seal is affixed.

32.2 Official Seal for use abroad

The Company may exercise the powers conferred by Section 62 of the Act with regard to having an official Seal for use abroad and such powers shall be vested in the Board.

32.3 Official Seal for share certificates, etc.

The Company may also have a Share Seal pursuant to Section 63 of the Act. The Share Seal is a duplicate or facsimile of the Seal of the Company with the words "Share Seal" on its face and is specifically used for affixing onto certificates that may be issued by the Company for any share, stock, loan stock, debentures or other marketable security relating to all aforesaid created or issued or dealt with or marketed or sold by the Company and the affixing of the Share Seal shall be affixed in the manner set out in Article 32.1 hereof.

33. ACCOUNTS

33.1 Accounts to be kept

The Company, Directors and managers of the Company shall cause proper accounting and other records to be kept in accordance with Section 245 of the Act and shall distribute copies of balance sheets and other documents as required by the Act and the Listing Requirements.

The Directors 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 open 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 general meetings. Subject to Section 245(5) and (6) of the Act, the books of accounts shall be kept at the Office or at such other place as the Directors think fit and shall always be open to inspection by the Directors.

33.2 Preparation and issuance of audited financial statements and directors' report

The Directors shall from time to time in accordance with Section 248 of the Act cause to be prepared and laid before the Company in its annual general meeting such audited financial statements and reports and/or other information as are referred to in the Section.

The interval between the close of a financial year of the Company and the issuance of the annual audited financial statements, the Directors' and auditors' reports relating to it shall not exceed four (4) months or such other period as may be prescribed by the Listing Requirements.

33.3 Circulating copies of audited financial statements and directors' report

A copy of the audited financial statements, Directors' and auditors' reports (including every document required by law to be annexed thereto), shall not less than twenty one (21) days before the date of the annual general meeting, be circulated to every Member of, and to every holder of debentures of the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or of this Constitution by any of the following means:

- (i) in printed form; or
- (ii) in a CD-ROM; or
- (iii) in electronic form including publishing on its website or through electronic mail in accordance with the Listing Requirements

If the Company publishes the aforesaid documents on its website, the Company shall separately and immediately notify the Members of the publication in writing through electronic mail.

For purposes of electronic mail under this Constitution, the contact details of the Member as provided to the Depository shall be deemed as the last known address provided by the Member to the Company for purposes of communication with the Member.

Provided that this Article shall not require a copy of these documents or notification, as the case may be to be sent to any person of whose address the Company is not aware or to more than one of joint holders but where a request is made, any such 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 Company's Office.

34. AUDIT

34.1 Appointment of auditors

Auditors shall be appointed for each financial year by Ordinary Resolution at the annual general meeting of the Company in accordance with Section 271 of the Act.

34.2 Duties of auditors

Auditors duties shall be regulated in accordance with Sections 262 to 266 of the Act.

34.3 Attendance of auditors at general meetings where financial statements are laid

Auditors shall attend every annual general meeting where the financial statements of the Company are to be laid, so as to respond according to his knowledge and ability to any question relevant to the audit of the financial statements in accordance with Section 285 of the Act.

35. DIVIDENDS AND RESERVES

35.1 Distribution of dividends out of profit

The Company may make a distribution of dividends to Members out of profits of the Company available if the Company is solvent, but no dividend shall exceed the amount recommended by the Directors.

35.2 Distribution only if Company is solvent

The Board may authorise a distribution at such time and in such amount as the Board considers appropriate, if the Board is 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.

35.3 Setting aside profits

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

35.4 Payment of dividends

Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, 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 Article as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date that share shall rank for dividend accordingly.

35.5 Deduction of dividends

The Directors may deduct from any dividend payable to any Member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company held by him.

35.6 Dividends due may be retained until registration

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.

35.7 Unclaimed dividends may be invested

All dividends unclaimed for one (1) year after having been declared and payable shall be held by the Company until claimed or paid by the Company under any legislation concerning unclaimed moneys.

35.8 No interest against the Company

No dividend shall bear interest against the Company.

35.9 Distribution of specific assets

The Directors in authorising a distribution of dividends may direct payment of such dividends wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other company or in any one or more of such ways and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Member 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 trustees as may seem expedient to the Directors.

35.10 Payment by cheque or telegraphic transfer or electronic transfer

Any dividend, interest or other moneys payable in cash on or in respect of shares, may be paid by cheque or warrant sent through the post directed to the registered address of the Member or person entitled thereto as it appears in the Register of Members or Record of Depositors or paid via electronic transfer or remittance to the bank account provided by the Member or person entitled thereto who is named in the Register of Members or Record of Depositors, or, if several persons are registered as joint holders of the share or are entitled thereto, to the registered address or via electronic transfer or remittance to the bank account provided by the joint holder first named on the Register of Members or Record of Depositors or to the extent permissible under the Central Depositories Act and the Rules, in the Record of Depositors or to such person and to such address or the bank account as the holder or first named joint holder may in writing direct or if several persons are entitled thereto in consequence of the death or bankruptcy of the holder, to any one of such persons and to such address or the bank account as such persons may in writing direct. 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 joint holders or person or persons entitled to the share in consequence of the death or bankruptcy of the holder may direct and 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, notwithstanding that it may

subsequently appear that the same has been stolen or that the endorsement thereon or the instruction for the electronic transfer or remittance has been forged. Every such cheque or warrant or electronic transfer or remittance shall be sent at the risk of the person entitled to the money thereby represented.

36. CAPITALISATION OF PROFITS

36.1 Bonus issue

The Company in general meeting may upon the recommendation of the Directors resolve 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 accounts or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such Members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution.

36.2 Power of applications of undivided profits

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 capitalized thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions and also to authorise any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised or 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.

37. DESTRUCTION OF DOCUMENTS

The Company shall be entitled to destroy all instruments of transfer which shall have been registered at any time after the expiration of six (6) years 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 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:

- (i) the foregoing provision of this Article shall apply only to the destruction of a document in good faith and without express notice that the preservation of such document was relevant to a claim;

- (ii) nothing contained in this Article shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any other circumstances which would not attach to the Company but for the provisions of this Article; and
- (iii) reference in this Article to the destruction of any document includes reference to its disposal in any manner.

38. LANGUAGE

Where any accounts, minutes or other records required to be kept by the Act are not kept in Bahasa Malaysia or the English language, the Directors shall as soon as possible cause a true translation of such accounts, minute books or other records and shall cause such translation to be kept or filed with the original accounts, minute books or other records for so long as the originals accounts, minute books or other records are required by the Act to be kept.

39. NOTICES

39.1 Service of notices and/or documents

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

- (i) in hard copy, either personally or by sending it by post to him at his registered address in Malaysia or (if he has no registered address within Malaysia) to the address as appearing on the Register of Members or Record of Depositors, if any, supplied by him to the Company for the giving of notices to him; or
- (ii) in electronic form, and sent by the following electronic means:
 - (a) transmitting to his last known electronic mail address; or
 - (b) 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 is given via hard copy or electronic mail or short messaging service in accordance with Section 320 of the Act and the Listing Requirements; or
 - (c) using any other electronic platform maintained by the Company or third parties that can host the information in a secure manner for access by Members provided that a notification of the publication or availability of the notice or document on the electronic platform is given via hard copy or electronic mail or short messaging service in accordance with Section 320 of the Act and the Listing Requirements.

39.2 When service deemed effected

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

- (i) Where the notice or document is sent in hard copy by post, it shall be deemed to be served on a Member having an address for service in Malaysia on the day immediately following the day on which a properly stamped letter containing the same is posted within Malaysia. 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 or by a letter from the Secretary certifying that the notice or documents has been posted. In the case of overseas securities holders, any notice or other documents shall be forwarded by airmail.

(ii) Where the notice or document is sent by electronic means:

- (a) via electronic mail to a specified address of such Member who has given such address to the Company for the purpose of communication, provided that the Company has record of the electronic mail being sent and 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 via hard copy or electronic mail or short messaging service in accordance with Section 320 of the Act and the Listing Requirements; 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 via hard copy or electronic mail or short messaging service in accordance with Section 320 of the Act and the Listing Requirements.

39.3 Alternative arrangements in the event of delivery failure

In the event that service of a notice or document pursuant to Article 40.1(b) is unsuccessful, the Company shall immediately send the relevant notice or document to the affected Member by the following means:

- (i) by sending such notice or document to the affected Member personally or by post pursuant to Article 40.1(a); or
- (ii) by way of advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper; or
- (iii) by way of announcement on the Stock Exchange.

39.4 Last known address for service

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

39.5 Notice and/or document in case of death or bankruptcy

A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a Member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased or assignee of the bankrupt, or by any like description, at the address, if any within Malaysia supplied for the purpose by the persons claiming to be so entitled, or (until such in address has been so supplied) by giving the notice in any manner in which the same might have been 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 of Members as the registered holder of such share or Record of Depositors shall have been duly given to the person from whom he derives the title to such share.

39.6 Who may receive notice

- (i) Notice of every general meeting shall be given in any manner authorised by this Constitution to:
 - (a) every Member at the address, if any, supplied by him to the Company for the giving of notices to him or given in electronic form transmitted to the electronic address provided by the Member to the Company for such purpose or by publishing on a website in accordance with Section 320 of the Act;
 - (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 auditors for the time being of the Company;
 - (d) every stock exchange on which the Company is listed; and
 - (e) the Directors of the Company.
- (ii) No other person shall be entitled to receive notices of general meetings except as required by the Act.
- (iii) Whenever any notice is required to be given under the provisions of the laws of Malaysia or of this Constitution, a waiver thereof or the shortening of the period of such notice, may be effectively executed in writing by the person or persons entitled to such notice.

39.7 Notice and/or document given by advertisement

Any notice and/or document required by a court of law or otherwise required or allowed to be given by the Company to the Members or any of them, and not expressly provided for by this Constitution or which cannot for any reason be served in the manner referred to in this Constitution hereof, shall be sufficiently given if given by advertisement, and any notice and/or document required to be or which may be given by advertisement, shall be deemed to be duly advertised once advertised in a widely circulated newspaper in Malaysia in the national language and in a widely circulated newspaper in Malaysia in the English language.

40. WINDING UP

40.1 Distribution of assets in specie

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

40.2 Distribution of assets

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

- (i) 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
- (ii) 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.

40.3 Voluntary liquidation

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

41. INDEMNITY

Subject to the provisions of and so far as may be permitted by the Act, every Director, auditor, Secretary or other office of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any findings or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

42. SECRECY

No Member shall be entitled to require discovery of or any information respecting any detail of the Company's trade or any matter which may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interest of the Members of the Company to communicate to the public save as may be authorised by law.

43. INFORMATION ON SHAREHOLDING

43.1 Company may require any information of a Member

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

- (i) to inform the Company whether the Member holds any voting shares in the Company as beneficial owner or as trustee; and
- (ii) if the Member holds the voting shares as trustee, so far as it is possible to do so, to indicate the persons for whom the Member holds the voting shares by name and by other particulars sufficient to enable those persons to be identified and the nature of their interest.

43.2 Member to inform the Company

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

44. EFFECT OF THE LISTING REQUIREMENTS

- (i) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done.
- (ii) Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done.
- (iii) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
- (iv) If the Listing Requirements require this Constitution to contain a provision and they do not contain such a provision, this Constitution are deemed to contain that provision.
- (v) If the Listing Requirements require this Constitution not to contain a provision and they contain such a provision, this Constitution are deemed not to contain that provision.
- (vi) If any provision of this Constitution is or becomes inconsistent with the Listing Requirements, this Constitution are deemed not to contain that provision to the extent of the inconsistency.
- (vii) For the purpose of this article, unless the context otherwise requires, "Listing Requirements" means the Listing Requirements of Bursa Malaysia Securities Berhad including any amendment to the Listing Requirements that may be made from time to time.