



SOLID AUTOMOTIVE BERHAD

Registration No. 201201032237 (1016725-P)

ANNEXURE 1

(SPECIAL RESOLUTION)

PROPOSED NEW CONSTITUTION

THE COMPANIES ACT 2016

MALAYSIA

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

SOLID AUTOMOTIVE BERHAD

1. The name of the Company is "SOLID AUTOMOTIVE BERHAD".
2. The registered office of the Company is situated in Malaysia.
3. Section 21 of the Companies Act 2016 shall apply to the Company and the Company shall be capable of exercising all the functions of a body corporate and have the full capacity to carry on or undertake any business or activity that the Board considers to be advantageous to the Company and that are not prohibited under any law for the time being in force in Malaysia which shall include, but not limited to the following object clauses:-
 - (1) To purchase or otherwise acquire for investment, lands, houses, buildings, plantations and other property of any tenure and any interest therein and any movable property of any description or any interest therein and to create and sell freehold and leasehold ground rents and to make advances upon the security of land or house or other property or any interest therein and generally to sell, lease or exchange land and house property and any other property whether real or personal and whether for valuable consideration or not and to acquire and hold for investment shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any company or private undertaking or any syndicate of persons constituted of carrying on business in Malaysia or elsewhere and debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad.
 - (2) To carry on business as manufacturers, contractors, merchants, wholesalers, traders, distributors, importers and exporters of auto spares parts and accessories of all kinds and description.
 - (3) To carry on any other trade or business whatsoever which can in the opinion of the company be advantageously carried out or conveniently carried on by way of extension of, in connection with or is calculated directly or indirectly to develop any branch of the business of the company.
 - (4) To purchase, take on lease or in exchange, hire, and otherwise acquire any movable or immovable property and any rights or privileges which the company may think necessary or convenient for the purpose of its business, and in particular any land, buildings, easements, machinery, plant, and stock in trade.
 - (5) To construct, improve, maintain, develop, work, manage, carry out, or control any buildings, works, factories, mills, roads, ways, tramways, railways, branches or sidings, bridges, reservoirs, watercourses, wharves, warehouses, electric works, shops, stores, and other works and conveniences which may seem calculated directly or indirectly to advance the company's interest; and to contribute to, subsidize, or otherwise assist or take part in the construction, improvement, maintenance, development, working, management, carrying out, or control thereof.
 - (6) To invest and deal with the money of the company not immediately required in such manner as may from time to time be thought fit.
 - (7) To lend and advance money or give credit to any person or company; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or company; to secure or undertake in any way the repayment of moneys lent or advanced to or the liabilities incurred by any person or company; and otherwise to assist any person or company.
 - (8) To borrow or raise or secure the payment of money in such manner as the company may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the company in any way and in particular by the issue of debentures perpetual or otherwise, charged upon all or any of the company's property (both present and future), including its uncalled capital; and to purchase, redeem, or pay off any such securities.
 - (9) To remunerate any person or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the shares in the company's capital or any debentures, or other securities of the company, or in or about the organization, formation, or promotion of the company or the conduct of its business.
 - (10) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, and other negotiable or transferable instruments.

- (11) To sell or dispose of the undertaking of the company or any part thereof for such consideration as the company may think fit, and in particular for shares; debentures, or securities of any other company having objects altogether or in part similar to those of the company.
 - (12) To adopt such means of making known and advertising the business and products of the company as may seem expedient.
 - (13) To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase, or otherwise, and to exercise, carry out, and enjoy and charter, licence, power, authority, franchise, concession, right, or privilege, which any Government or authority or any corporation or other public body may be empowered to grant; and to pay for, aid in, and contribute towards carrying the same into effect; and to appropriate any of the company's shares, debentures, or other securities and assets to defray the necessary costs, charges, and expenses thereof.
 - (14) To apply for, promote, and obtain any statute, order, regulation or other authorization or enactment which may seem calculated directly or indirectly to benefit the company; and to oppose any bills, proceedings, or applications which may seem calculated directly or indirectly to prejudice the company's interests.
 - (15) To procure the company to be registered or recognized in any country or place outside Malaysia.
 - (16) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the company.
 - (17) To issue and allot fully or partly paid shares in the capital of the company in payment or part payment of any movable or immovable property purchased or otherwise acquired by the company or any services rendered to the company.
 - (18) To distribute any of the property of the company among the members in kind or otherwise but so that no distribution amounting to a reduction of capital shall be made without the sanction required by law.
 - (19) To take or hold mortgages, liens, and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the company's property of whatsoever kind sold by the company, or any money due to the company from purchasers and others.
 - (20) To carry out all or any of the objects of the company and do all or any of the above things in any part of the world and either as principal, agent, contractor, or trustee, or otherwise, and by or through trustees or agents or otherwise, and either alone or in conjunction with others.
 - (21) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the company.
4. The Company shall have full capacity and powers to achieve such objects as mentioned above.
 5. The liability of the Members is limited to any amount unpaid on the shares held by the members.
 6. The provisions set out in the Companies Act 2016 which may be modified or substituted by the provisions of these clauses shall not apply to the Company, except in so far as the same are repeated or contained in this Constitution.

INTERPRETATION

7. In these Constitution the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

WORDS	MEANINGS
Act	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 companies and affecting the Company.
Beneficial Owner	Has the meaning ascribed to it in the Act.
Board	The board of directors for the time being of the Company.
Bursa Depository	Bursa Malaysia Depository Sdn. Bhd. [Registration No. 198701006854 (165570-W)] including any further change of name.
Business Day	A day (not being a Saturday, Sunday or public holiday) on which licensed financial institutions are open for general banking business in Kuala Lumpur and Selangor.
Central Depositories Act	Securities Industry (Central Depositories) Act 1991, and any statutory modification, amendment or re-enactment thereof for the time being in force.
Clause	Clauses of this Constitution as originally framed or altered from time to time by Special Resolution.
Clear days	Exclusive of the day on which the notice is served or deemed to be served or the date an announcement/ notification is made by the Company or the Board and the day which the meeting or event is to take place.

CMSA	Capital Markets and Services Act 2007, and any statutory modification, amendment or re-enactment thereof for the time being in force.
Company	Solid Automotive Berhad [Registration No. 201201032237 (1016725-P)].
Constitution	This Constitution as originally framed or as altered from time to time by Special Resolution.
Deposited Security	A security in the Company standing to the credit of a Securities Account of a Depositor and includes securities in the Securities Account that is in suspense subject to the provisions of the Central Depositories Act and the Rules.
Depositor	A holder of a Securities Account as defined in Section 2 of the Central Depositories Act.
Directors	The directors for the time being of the Company as defined in Section 2(1) of the CMSA.
Documents	Any document required to be sent under the Listing Requirements to the securities holder.
Electronic Address	Any address or number used for the purpose of sending or receiving documents or information by electronic means.
Electronic Communication	A document or information is sent or supplied by electronic communication if it is sent initially, and received at its destination by means of electronic equipment for the processing (which expression includes digital compression) or storage of data, and entirely transmitted, conveyed and received by wire, by radio, by optical means or by other electromagnetic means.
Electronic Form	Document or information sent or supplied in electronic form are those sent by "Electronic Communication" or by any other means while in an electronic form whereby a recipient of such document or information would be able to retain a copy.
Exchange	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)] or such other name as it may assume from time to time and its successor-in-title and / or any other Exchange on which the Company is listed.
Exempt Authorised Nominee	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.
Listing Requirements	Bursa Malaysia Securities Berhad Main Market Listing Requirements including any amendments thereto that may be made from time to time.
Main Venue	A primary physical venue in Malaysia where the chairperson of the general meeting or any adjournment thereof is physically present.
Market Day	A day on which the stock market of the Exchange is open for trading in Securities.
Member	Unless otherwise expressed to the contrary, any person(s) for the time being holding one or more shares in the Company and whose name(s) appears in the Register of Members and depositors whose name appears on the Record of Depositors excepts Bursa Depository in its capacity as a bare trustee member.
Minister	Minister of Finance or the minister for the time being charged with the responsibility for finance.
Office	The registered office for the time being of the Company.
Record of Depositors	A record provided by the Bursa Depository to the Company or its registrar(s) under Chapter 24.0 of the Rules.
Register or Register of Members	The register of members to be kept pursuant to the Act, and unless otherwise expressed to the contrary, includes the Record of Depositors.
Registrar	Such person, firm or company which for the time being maintains in Malaysia, the register of securities holders.
Rules	The Rules of the Bursa Depository and any appendices thereto, as amended, modified and supplemented from time to time.
Seal	The Common Seal of the Company or in appropriate case the official seal.

Secretary	Any person or persons appointed to perform the duties of the secretary of the Company and shall include a joint secretary, temporary assistant or deputy secretary.
Securities	As defined in Section 2(1) of the CMSA.
Securities Account	An account established by the Bursa Depository for a Depositor for the recording of deposit or withdrawal of Securities and for dealing in such Securities by the Depositor as permitted under the Central Depositories Act and/or the Rules.
Share or Shares	Issued share capital of a corporation and includes stock except where a distinction between stock and shares is expressed or implied.

Writing shall include printing and lithography and any other mode or modes of representing or reproducing words, symbols or other information which may be displayed in a visible form, whether in a physical document or in an Electronic Form sent by way of an Electronic Communication or otherwise howsoever.

Words importing the singular number only shall include the plural number and vice versa and the masculine shall include the feminine and neuter genders and vice versa.

Words importing persons shall include partnership, firms, corporations and companies.

Subject as aforesaid, any words or expressions contained in these Clauses shall be interpreted in accordance with the provisions of the Interpretation Acts, 1948 and 1967 of Malaysia, as amended, modified and supplemented from time to time and any re-enactment thereof and of the Act and the Listing Requirements.

EFFECT OF THE LISTING REQUIREMENTS

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| 8. | <p>(a) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done.</p> <p>(b) Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done.</p> <p>(c) 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).</p> <p>(d) If the Listing Requirements require this Constitution to contain a provision and it does not contain such a provision, this Constitution is deemed to contain that provision.</p> <p>(e) If the Listing Requirements require this Constitution not to contain a provision and it contains such a provision, this Constitution is deemed not to contain that provision.</p> <p>(f) If any provision of this Constitution is or becomes inconsistent with the Listing Requirements, this Constitution is deemed not to contain that provision to the extent of the inconsistency.</p> <p>(g) Notwithstanding anything contained in this Constitution, nothing herein contained shall prevent the Directors from applying to the Exchange for a waiver from compliance or observance of any of the Listing Requirements. In the event the compliance or observance of such Listing Requirements are waived by the Exchange, the Company shall not be required to comply with any of the Clauses relating to those Listing Requirements in respect of which compliance or observance has been waived by the Exchange.</p> <p>(h) The provisions of this Clause 8 shall only apply so long as any of the Securities of the Company are listed on the Exchange.</p> | Effects of the Listing Requirements |
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SHARE CAPITAL AND VARIATION OF RIGHTS

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| 9. | Subject to the Act and this Constitution, shares in the Company may be issued by the Directors and any such shares may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital, or otherwise as the Directors, subject to any ordinary resolution of the Company, may determine. | Power to issue shares with special rights |
| 10. | Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares and subject to the provisions of this Constitution, the Act and the provisions of any resolution of the Company, shares in the Company may be issued by the Directors, who may allot, or otherwise dispose of such shares to such persons, on such terms and conditions, with such preferred, deferred or other special rights, and subject to such restrictions and at such times as the Directors may determine but the Directors in making any issue of shares shall comply with the following conditions:- | Allotment of shares |
| | (a) in the case of shares of a class, other than ordinary shares, no special rights shall be attached until the same have been expressed in this Constitution and in the resolution creating the same; | |

- (b) every issue of shares or options to employees and/or Directors shall be approved by Members in general meeting and in respect of issuance of shares or options to Directors, such approval shall specifically detail the amount of shares or options to be issued to such Directors;
- (c) except in the case of an issue of Securities on a pro rata basis to Members or pursuant to a back-to-back placement undertaken in compliance with the Listing Requirements, a Director, major shareholder, chief executive or person connected with any Director, major shareholder or chief executive of the Company shall not participate, directly or indirectly, in an issue of ordinary shares or other Securities with rights of conversion to ordinary shares unless the Members of the Company in general meeting have approved the specific allotment to be made to the Director, major shareholder, chief executive or person connected with any Director, major shareholder or chief executive of the Company and the Director, major shareholder, chief executive or person connected with any Director, major shareholder or chief executive of the Company has abstained from voting on the relevant resolution;

In this Clause, "major shareholder", "chief executive" and "person connected to any Director, major shareholder or chief executive" shall have the same meaning described thereto in the Listing Requirements.

- (d) subject to the Act and the Listing Requirements and without limiting the generality of Sections 75 and 76 of the Act, the Company must not issue any ordinary shares or other Securities with rights of conversion to ordinary shares, except where the shares or Securities are issued with the prior Members' approval in a general meeting of the precise terms and conditions of the issue; and
 - (e) in working out the number of shares or Securities that may be issued by the Company, if the security is a convertible security, each such security is counted as the maximum number of shares into which it can be converted or exercised.
11. Subject to the Act, any preference shares may with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed. The Company shall have the power to issue preference capital ranking equally with, or in priority to, preference shares already issued. Preference shareholders shall have the same rights as ordinary shareholders as regards to receiving notices, reports and audited financial statements and attending meetings of the Company. Preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the share capital or winding up or during the winding up of the Company, or on a proposal for the disposal of the whole of the Company's property, business and undertaking, or where any resolution to be submitted to the meeting directly affects their rights and/or privileges attached to the shares, or when the dividend or part of the dividend on the preference shares is in arrears for more than six (6) months. Issuance of preference capital & right to vote
 12. Notwithstanding Clause 11, the repayment of preference share capital other than redeemable preference capital or any other alteration of preference shareholder's 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 not less than 75% of the total voting rights of the preference shareholders within two (2) months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting. Repayment of preference capital
 13. Subject to the provisions of Sections 71 and 91 of the Act, if at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied with the sanction of a special resolution passed at a separate meeting of the Members of that class. Where necessary majority of such a special resolution is not obtained at the meeting, consent in writing if obtained from the holders of not less than 75% of the total voting rights of the Members of that class within two (2) months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting. 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 at least two (2) persons who are Members present in person or represented by proxy holding at least one-third (1/3) of the number of issued shares of the class, excluding any shares of that class held as treasury shares and that any holder of shares of the class present in person or by proxy may demand a poll. If that class of shares only has one (1) holder, a quorum is constituted by one (1) person present holdings of such shares. For adjourned meeting, quorum is one person present holding shares of such class. To every such special resolution, the provisions of Section 292 of the Act shall with such adaptations as are necessary, apply. Modifications of class rights
 14. 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. Ranking of class rights

15. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company PROVIDED THAT the rate in percentage or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act, that such commission shall not exceed the rate of ten per cent (10%) of the price at which such shares are issued, or an amount equivalent to such percentage of that price, whichever is the less and that the requirements of Section 80 of the Act shall be observed. Subject to the provisions of Section 78 of the Act, such commission may be satisfied by the payment of cash or allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful. Commission on subscription of shares
16. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings, or the provision of any plant which cannot be made profitable for a long period, the Company may pay interest on so much share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in Section 130 of the Act and may charge the same to capital as part of the cost of the plant construction of the works or buildings or the provision of any plant. Interest on share capital during construction
17. Except as required by this Constitution or by law, 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 with notice thereof) any equitable, contingent, future or partial interest in any share or any unit of share or any other right in respect of any shares, except an absolute right to the entirety thereof in the registered holder. Trusts not to be recognised

ISSUE OF SECURITIES

18. The Company must ensure that all new issues of Securities for which listing is sought are made by way of crediting the Securities Accounts of the allottees with such Securities save and except where they are specifically exempted from compliance with Section 38 of the Central Depositories Act, in which event they shall so similarly be exempted from compliance with this provision. For this purpose, the Company must notify the Bursa Depository of the names of the allottees and all such particulars required by the Bursa Depository, to enable the Bursa Depository to make the appropriate entries in the Securities Accounts of such allottees. The Company must not cause or authorise its Registrar to cause the Securities Accounts of the allottees to be credited with the additional Securities until after the Company has filed with the Exchange an application for listing of such additional Securities and has been notified by the Exchange that they have been authorised for listing. Issue of Securities
19. Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Company shall allot and/or issue Securities, despatch notices of allotment to the allottees and make an application for the quotation of such Securities within the period as may be prescribed by the Exchange and deliver to the Bursa Depository the appropriate certificates in such denominations as may be specified by the Bursa Depository and registered in the name of the Bursa Depository or its nominee company. Timing for allotment of securities
20. The certificate of title to share, stock, debentures, debenture stock, notes and other Securities of the Company shall be issued under the Seal and bear the signatures or the autographic signatures of one Director and the Secretary or a second Director or such other person as may be authorised by the Board, and shall specify the shares to which it relates, and the amount paid up thereon provided that the Board may by resolution determine that such signatures, or either of them, shall be dispensed with or shall be affixed by such other person as may be authorised by the Board or some method or system of mechanical signature. Issue of Share Certificates
- LIEN**
21. The Company shall have a first and paramount lien on every share and dividend from time to time declared in respect of such shares:- Company's lien on shares and dividend
- (a) for all unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid;
 - (b) to such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of the Member or deceased Member; and
 - (c) on such amounts which are owed to the Company for acquiring them, where the shares were acquired under an employees' share option scheme.

In each case, the lien extends to reasonable interest and expenses incurred because the amount is not paid. The Company shall be entitled to charge interest thereon, not higher than the overdraft rate charged for the time being by the Company's principal bankers or such other reasonable rate as the Directors may determine. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Clause.

22. Subject to the Central Depositories Act and the Rules, the Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen (14) days after a 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. Lien may be enforced by the sale of shares
23. To give effect to any such sale, the Directors may authorise its registrar to cause Bursa Depository to credit the Securities Account of the purchaser of the shares sold or otherwise in accordance with the directions of the purchaser. 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 and the remedy of the holder of such shares or of any person claiming under or through him in respect of any alleged irregularity or invalidity, shall be against the Company. Directors may effect transfer
24. The proceeds of the sale after payment of the amount of interest and costs relating to the 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 sums not presently payable which exists over the shares before the sale) be paid to the person entitled to the shares at the date of the sale or his executors, administrators or assignees or as he directs. Application of proceed of sales

CALL ON SHARES

25. The Directors, subject to the Act and the provisions of the Listing Requirements, may from time to time make calls upon the Members as the Board may think fit 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 calls shall exceed one-fourth of the issued price of the share or be payable at less than one (1) month from the date fixed for the payment of the last preceding call, and each Member shall (subject to receiving at least fourteen (14) days' notice specifying the date, 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. Directors may make calls
26. 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 sum or by instalments. No Member 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). Effective date of call
27. If a sum called in respect of shares 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 cent (8%) per annum or such other rate as the Directors may determine, but the Directors shall be at liberty to waive payment of the interest, wholly or in part. Interest on unpaid calls
28. Any sum which by the terms of issue of a share is payable on allotment or at any fixed date, shall, for the purposes of this Constitution be deemed to have been duly called for and shall be payable on the date on which by the terms of issue such sum becomes payable, and in case of non-payment, all the relevant provisions of this Constitution in respect of 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. When calls deemed made
29. The Directors may, from time to time: Difference in calls
- (a) make arrangements on the issue of shares for varying the amounts and times of payment of calls as between Members;
 - (b) accept from any Member the whole or a part of the amount remaining unpaid on any shares although no part of that amount has been called up; and
 - (c) 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.
30. The Directors may, if they think fit, receive from any Member willing to advance 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 (unless the Company in general meeting shall otherwise direct) eight per cent (8%) per annum as may be agreed upon between the Directors and the Member paying the sum in advance. Such capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. Except in liquidation, capital paid in advance of calls shall not, until the same would have become payable, be treated as paid up on the shares in respect of which they have been paid. Capital paid in advance of calls

INFORMATION ON SHAREHOLDING

31. (1) Subject to Clause 17, the Company may by notice in writing, require any Member of the Company, within such reasonable time as is specified in the notice:- Company may require information of a Member
- (a) to inform the Company whether he holds any voting shares in the Company as Beneficial Owner or as trustee; and

- (b) if he holds them as trustee, to indicate so far as he can, the persons for whom he holds them by name and by other particulars sufficient to enable those persons to be identified and the nature of their interest.
- (2) Where the Company is informed pursuant to a notice given to any person under sub-section (1) hereof or under this sub-section, that any other person has an interest in any of the voting shares in the Company, the Company may by notice in writing require that other person within such reasonable time as is specified in the notice:-
- (a) to inform the Company whether he holds that interest as Beneficial Owner or as trustee; and
- (b) if he holds it as trustee, to indicate so far as he can, the person for whom he holds it by name and by other particulars sufficient to enable them to be identified and the nature of their interest.
- (3) The Company may by notice in writing require a Member of the Company to inform it, within such reasonable time as is specified in the notice, whether any of the voting rights carried by any voting shares in the Company held by him, are the subject of any agreement or arrangement under which another person is entitled to control his exercise of those rights and, if so, to give particulars of the agreement or arrangement and the parties to such agreement or arrangement. Member to inform Company

TRANSFER OF SECURITIES

32. The instrument of transfer of any Securities shall be in writing and in the form approved in the Rules and shall be executed by or on behalf of the transferor and transferee, and the transferor shall be deemed to remain the holder of the Securities until the name of the transferee is entered in the Record of Depositors in respect thereof. The transfer of any listed Securities or class of listed Securities of the Company, shall be by way of book entry by the Bursa Depository in accordance with the Rules 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 Section 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of such listed Securities. Transferor's right
33. Subject to the Rules and Listing Requirements, the transfer of any Securities may be suspended at such times and for such periods as the Directors may from time to time determine. Ten (10) Market Days' notice, or such other period as may from time to time be specified by the Exchange governing the Register concerned, of intention to close the Register shall be given to the Exchange. At least three (3) Market Days' prior notice shall be given to the Bursa Depository to prepare the appropriate Record of Depositors. Suspension registration
34. The Bursa Depository may refuse to register any transfer of Deposited Security that does not comply with the Central Depositories Act and the Rules. No Securities shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind. Refusal to register transfer
35. Subject to the provisions of this Constitution, the Directors may recognise a renunciation of any share by the allottee thereof in favour of some other person. Renunciation
36. Subject to any law in Malaysia for the time being in force, neither the Company nor the Directors nor any of its officers shall incur any liability for the act of the Bursa Depository in registering or acting upon a transfer of Securities apparently made by a Member or any person entitled to the Securities by reason of death, bankruptcy or insanity of a Member although the same may, by reason of any fraud or other causes not known to the Company or the Directors or the Bursa Depository or other officers, be legally inoperative or insufficient to pass the property in the Securities proposed or professed to be transferred, and although the transfer may, as between the transferor Member and the transferee, be liable to be set aside and notwithstanding that the Company may have notice that such instrument or transfer was signed or executed and delivered by the transferor Member in the blank as to the name of the transferee, of the particulars of the Securities transferred or otherwise in defective manner. And in every case, the person registered as transferee, his executors, administrators and assignees alone shall be entitled to be recognised as the holder of such Securities and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto. Indemnity

DISPOSAL OF SHARES OF MEMBERS WHOSE WHEREABOUTS UNKNOWN

37. Where by the exercise of reasonable diligence, the Company is unable to discover the whereabouts of a Member for a period of not less than ten (10) years, the Company may cause an advertisement to be published in a newspaper circulating in the place shown in the Register or the Record of Depositors as the address of the Member stating that the Company, after expiration of thirty (30) days from the date of the advertisement, intends to transfer the shares to the Minister charged with the responsibility for finance. Reasonable diligence
38. If after the expiration of thirty (30) days from the date of the advertisement the whereabouts of the Member remains unknown, the Company may transfer the shares held by the Member to the Minister and for that purpose may execute for and on behalf of such Member, a transfer of those shares to the Minister. Transfer of such Member's shares

TRANSMISSION OF SHARES

39. In the case of the death of a Member, the legal representative(s), the executors or administrators of the deceased shall be the only person(s) recognised by the Company and / or Bursa Depository as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased Member from any liability in respect of any share which had been held by him. Recognition of persons on death
40. 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 to the Rules and 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 and / or Bursa Depository 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 always that where the share is a Deposited Security, subject to the Rules, a transfer or withdrawal of the shares may be carried out by the person becoming so entitled. Share of deceased or bankrupt Member
41. If any person so becoming entitled to a share in consequence of the death or bankruptcy of a Member elects to register himself as the holder of the share, he shall deliver or send to the Company, a notice in writing signed by him and stating that he so elects, provided that where the share is a Deposited Security and the person becoming entitled elects to have the share transferred to him, the aforesaid notice must be served by him on the Bursa Depository. If he elects to have another person registered, he shall evidence his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of this Constitution relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer is a transfer signed by that Member. Notice of election
42. Subject to the provisions of any law, where the registered holder of any share dies or becomes bankrupt, his personal representative or the assignee or his estate, as the case may be, shall, upon the production of such evidence as may from time to time be required by the Directors and / or the Bursa Depository on 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. Person entitled may receive dividends etc.
43. Where:-
 (a) the Securities of a company are listed on another stock exchange; and
 (b) the Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29 of the Securities Industry (Central Depositories) (Amendment) Act, 1998, as the case may be, under the Rules in respect of such Securities,
 the Company shall, upon the 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 ownership of such Securities. Transmission of Securities from foreign register

FORFEITURE OF SHARES

44. If any Member fails to pay the whole or any part of any call or instalment of a call on or before the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him or on the person entitled to the share by transmission, requiring payment of so much of the call or instalment as is unpaid, together with any interest, not exceeding eight per cent (8%) per annum or at such rate as the Directors shall determine and any expenses that may have accrued by reason of such non-payment. Notice requiring payment
45. The notice shall specify a further day (not earlier than the expiration of fourteen (14) days from the date of the notice) on or before which the payment required by the notice is to be made and the place where payment is to be made and shall state that in the event of non-payment on or before the time and at the place appointed, the shares in respect of which the call was made will be liable to be forfeited. Particulars of notice
46. 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 of shares shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture. Forfeiture
47. 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. Notice of sale or disposal shall be sent to the holder of the shares sold or disposed of within fourteen (14) days of the date of sale or disposal. Notwithstanding any such forfeiture as aforesaid, the Directors may, at any time before the forfeited share has been otherwise disposed of, annul the forfeiture upon the terms of payment of all calls and interest due thereon and all expenses incurred in respect of the share and upon such further terms (if any) as they shall see fit. Directors may sell shares or cancel forfeiture

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| 48. | A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall remain liable to pay to the Company all monies which, at the date of forfeiture, was payable by him to the Company in respect of the shares (together with interest at the rate of eight per cent (8%) per annum 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. | Liability of Member in respect of forfeited shares |
| 49. | The forfeiture of a share shall involve the extinction at the time of all interest in and all claims and demands against the Company in respect of the share, and all other rights and liabilities incidental to the share as between the Member whose share is forfeited and the Company, except only such of those rights and liabilities as are by this Constitution expressly saved, or as are by the Act, the Central Depositories Act and the Rules given or imposed in the case of past Members. | Forfeiture of shares shall involve extinction of interest in any claims against Company |
| 50. | A statutory declaration in writing by a Director or the Secretary 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, and such declaration, together with the receipt of the Company for the consideration (if any), given for the share on the sale or disposition thereof, shall constitute a good title to the share, and such person shall be registered as the holder of the share and shall be discharged from all calls made prior to such sale or disposition, and the Company shall not be bound to see the application of the purchase money (if any), nor shall the purchaser's title to the share be affected by any act, omission or irregularity relating to or connected with the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share. The provision on the forfeiture in this Constitution shall apply in the case of non-payment of any sum which, by the terms of issue a share, becomes payable at a fixed time, as if the same had been payable by virtue of a call duly made and notified. | Evidence of forfeiture |
| 51. | The Company may receive the consideration, if any, given for any forfeited share on any sale or disposition thereof and authorise any person to 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 shall not have his title to the share be affected by an irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share. Any residue of the proceeds of sale of shares which are forfeited and sold or disposed of, after the satisfaction of the unpaid calls and accrued interest and expenses, shall be paid to the person whose shares have been forfeited or his executors, administrators or assignees or as he directs. | Proceeds of sale |
| 52. | 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. | Non-payment of any sum pursuant to the issue of a share |
| 53. | Where any share has been forfeited in accordance with this Constitution, notice of the forfeiture shall, within fourteen (14) days from the date of forfeiture thereof, be given to the holder of the share or to the person entitled to the share by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof forthwith be made in the Register or the Record of Depositors, as appropriate, opposite the share. | Notice to holder of forfeited shares |

CONVERSION OF SHARES INTO STOCK

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| 54. | The Company may by ordinary resolution passed at a general meeting convert any paid-up shares into stock and reconvert any stock into paid-up shares of any number. | Conversion of shares into stock and re-conversion by resolution |
| 55. | The holders of the stock may transfer the same, or any part thereof in the same manner and subject to the same Clauses as and subject to which, the shares from which the stock arose might prior to conversion have been transferred, or as near thereto as circumstances permit; 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. | Transfer of stock |
| 56. | The holders of stock shall, according to the amount of the stock held by them have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such right, privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by any such part of stock as it would not, if existing in shares, have conferred that right, privilege or advantage. | Rights of stock holders |
| 57. | Such Clauses of this Constitution as are applicable to paid-up shares shall apply to stock and the words "share" and "Member" therein shall include "stock" and "stockholder". | Definition |

INCREASE OF CAPITAL

58. The Company may from time to time, by ordinary resolution increase its share capital by the creation and issue of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts and (subject to any special, limited or conditional voting rights for the time being attached to any existing class of shares) to carry such preferential rights or to be subjected to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company may, by the resolution authorising such increase, directs. Power to increase capital
59. 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 also dispose of any new share or Security which (by reason of the ratio which the new shares or Securities bear to the shares or Securities held by persons entitled to an offer of new shares or Securities) cannot, in the opinion of the Directors, be conveniently offered under this Clause. Issue of new Securities to Members
60. Notwithstanding above (but subject to the Act), the Company may (if required) apply to the Exchange for a waiver from convening a general meeting to obtain shareholders' approval for further issue or issues of shares (other than bonus or rights issues) where:- Waiver from convening a general meeting to further issuance of new securities to Members
- (a) the aggregate issues of shares (other than bonus and rights issues and other issues of shares which have been specifically approved by the shareholders in an extraordinary general meeting) or convertible securities issued during the preceding twelve (12) months is in accordance to the Act and the Listing Requirements; and
- (b) there is in force at the time of the application for such waiver, a resolution of the Company in general meeting authorising the Directors to make such further issue or issues as stated above.
61. 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. New shares to rank with original shares

ALTERATION OF CAPITAL

62. The Company may by ordinary resolution:- Power to alter capital
- (a) consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the shares from which the subdivided share is derived; or
- (b) convert all or any of its paid-up shares into stock and may reconvert that stock into paid-up shares and/or reclassify any class of shares into another class of shares; or
- (c) subdivide its share capital or any part thereof, whatever is in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the shares from which the subdivided share is derived; or
- (d) cancel shares which at the date of the passing of the resolution which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled.
63. Subject to the provisions of the Act, the Listing Requirements and other requirements of the Exchange and/or any other relevant laws, regulations, guidelines and/or authorities, the Company may from time to time by resolution of a general meeting, purchase in good faith and in the best interests of the Company, the Company's own shares through the Exchange on which the shares are quoted provided always that the Company is solvent at the date of purchase of the Company's shares and will not become insolvent by incurring the debt arising from the obligation to pay for the shares so purchased. Any shares in the Company so purchased by the Company shall be dealt with as provided by the Act, the requirements of the Exchange and any other relevant authority. Share buy back
64. The Company may reduce its share capital by- Power to reduce capital
- (a) a special resolution and confirmation by the Court in accordance with Section 116 of the Act; or
- (b) a special resolution supported by a solvency statement in accordance with Section 117 of the Act.

GENERAL MEETINGS

65. An annual general meeting of the Company shall be held in accordance with the provisions of the Act. All general meetings other than the annual general meeting shall be called extraordinary general meetings. All general meetings shall be held at such time, date and place as the Directors shall determine. Every notice of an annual general meeting shall specify the meeting as such and every meeting convened for passing a special resolution shall state the intention to propose such resolution as a special resolution. Annual General Meetings
66. The meeting of Members may be held at more than one (1) venue using any technology or method that allows all Members of the Company to participate and to exercise the Members' rights to participate and vote at the meeting, and using any available technology to provide notice, conduct and record or facilitate voting at that meeting or any adjournment of that meeting of Members subject to rules, regulations and laws prevailing. The main venue of the meeting of Members shall be in Malaysia and the Chairman shall be present at the Main Venue or broadcast venue (the only venue involved in the conduct of a virtual general meeting of Members) of the meeting in which is applicable. Meeting of Members of two or more venues
67. (a) If authorised by the Board in its sole discretion, and subject to such guidelines and procedures as the Board may adopt, the Members not physically present at a general meeting where the Chairman of the general meeting is physically present, may, by means of remote communication:- General meetings by means of remote communication
- (i) participate in such general meeting; and
- (ii) be deemed present in person at such general meeting, be counted in the quorum and be entitled to vote at such general meeting.
- (b) That the general meeting shall be duly constituted and its proceedings shall be valid if the Chairman of the general meeting is satisfied that adequate facilities are available throughout the general meeting to ensure that Members participating in the general meeting through remote communication are able:-
- (i) to participate in the matters for which such general meeting has been convened;
- (ii) to speak (whether by use of microphones, loudspeakers, audio-visual communication equipment, type text or any form of electronic means which allows the Members to raise any questions and/or express their views on the matters); and
- (iii) to vote on matters submitted to the Members.
68. If, before or during a general meeting, it appears to the Chairman of the general meeting that:- Interruption or adjournment where facilities inadequate
- (a) the facilities at the Main Venue or venue other than Main Venue for the conduct of general meeting; or
- (b) the means used for the remote communication;
- have become inadequate for the purposes referred to in Clause 87, any technical difficulty occurs, such that the Members do not have a reasonable opportunity to participate, then the Chairman of the general meeting shall:-
- (a) without the consent of the Members at the general meeting, interrupt or adjourn the general meeting until the difficulty is remedied; or
- (b) where a quorum remains present (either at the place at which the chairman is present or by technology as contemplated by Clause 87) and able to participate, subject to the Constitution, continue the meeting.
- All businesses as conducted at that general meeting up to the adjournment shall be valid. The provisions of Clause 81 shall apply to that adjournment. No interruption or termination of any remote communication or the inability of a Member to participate in a general meeting by way of remote communication shall invalidate any general meeting held using such remote communications or any such resolution decided upon at such general meeting.
69. The Board may request the Members, proxies or representatives wanting to attend a general meeting to comply with security procedures which the Board deem appropriate. The Board may, at their discretion, refuse entry to, or remove from, a general meeting, a Member, proxy or representative who does not comply with the security procedures. Security Arrangements
- Security procedures may include Member, proxy or representative not being allowed into a general meeting with recording or broadcasting devices without consent, or who refuses to comply with a request to turn off a mobile telephone, or other communication, recording or similar device, or who possesses an article which the Chairman of the general meeting considers as to be dangerous, offensive, or liable to cause disruption.
70. A Director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the Company. Directors' entitlement

71. A person requested by the Directors or the chairman to attend a general meeting, is entitled to be present (and if invited by the Chairman, to speak) at the meeting, irrespective of whether the person is a Member. Invited attendee
72. The Directors may, whenever they so decide by resolution, convene an extraordinary general meeting of the Company. In addition, an extraordinary general meeting shall be convened on such requisition as is referred to in Section 311 of the Act, or if the Company makes default in convening a meeting in compliance with a requisition received pursuant to Section 312, a meeting may be convened by the requisitionists themselves in the manner provided in Section 313 of the Act. Extraordinary general meeting
73. (1) The notice convening a meeting of Members shall specify the place, date and time of the meeting, and the general nature of business of the meeting. Notice shall be given to all Members at least fourteen (14) days before the meeting or at least twenty one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least fourteen (14) days' notice or twenty one (21) days' notice in the case where any special resolution is proposed or where it is the annual general meeting, of every such meeting must be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed. Notice of Meetings
- (2) Subject to the Act, Listing Requirements, laws, rules or regulations, notice of a meeting of Members shall be in writing or Document which is required or permitted to be given, sent or served under the Act or under this Constitution shall be given to the Members or Securities holders either:-
- (a) in hard copy,
- (b) in Electronic Form, or
- (c) partly in hard copy and partly in Electronic Form.
- (3) A notice or Document:-
- (a) given in hard copy shall be sent to any Member/ Securities holder either personally or by post to the address supplied by the Member/Securities holder to the Company or the Central Depository for such purpose; or
- (b) given in Electronic Form shall be transmitted to the Electronic Address provided by the Member/Securities holder to the Company for such purpose or by publishing on the Company's website.
- (4) A notice of a meeting of Members or Document shall not be validly given by the Company by means of a website unless a notification to that effect is given in accordance with Section 320 of the Act.
- (5) The Company shall notify a Member/Securities holder of the publication of the notice or Document on the website and such notifications shall be in writing and shall be given in hard copy or Electronic Form stating:-
- (a) that it concerns a meeting of Members or Securities holder;
- (b) the place, date and time of the meeting;
- (c) the general nature of the business of the meeting; and
- (d) whether the meeting is an annual general meeting.
- If the Company sends the notice or Document or notifications through electronic mail, there must be proof of electronic mail delivery. In the event of delivery failure, the Company shall send for a hard copy of the notice or Document to him.
- Notice of meeting of Members may include text of any proposed resolutions and other information as the Directors deem fit.
- (6) The notice or Document shall be made available on the website throughout the period beginning from the date of the notification referred to in Clause 73(5) until the conclusion of the meeting.
- (7) The contact details of the Member/Securities holder 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/Securities holder.
- (8) Where any Member/Securities holder requests for a hard copy of the Document, the Company shall forward a hard copy of these Documents to the Member/Securities holder as soon as reasonably practicable after the receipt of the request, free of charge.
- (9) Where it relates to Documents required to be completed by Members/Securities holders for a rights issue or offer for sale, the Company must send these Documents through electronic mail, in hard copy or in any other manner as the Exchange may prescribe from time to time.

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| 74. | The Company shall request the Bursa Depository, in accordance with the Rules, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company. | Notice of meeting to Depositors on Record of Depositors |
| 75. | The Company shall also request the Bursa Depository in accordance with the Rules, to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than three (3) Market Days before the general meeting (hereinafter referred to as the "General Meeting Record of Depositors"). | Depositors on the General Meeting Record of Depositors eligible to be present and vote |
| 76. | 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. | Depositors not on the General Meeting Record of Depositors |
| 77. | Subject always to the provision of the Act, no business shall be transacted at a meeting of Members except business of which notice has been given in the notice convening the meeting. An annual general meeting shall be held to transact the business in accordance with the Act, which include the laying of the audited financial statement and the report of the Directors and auditors, the fixing of the Directors' fees and benefits payable, the election of Directors in the place of those retiring, and the appointment and fixing of the remuneration of the auditors. | Business at meetings |
| 78. | 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 and vote in his stead. | Requirement in notice calling meeting |
| 79. | The accidental omission to give notice of any meeting, or the non-receipt of notice of a meeting, by any person entitled to receive such notice shall not invalidate any resolution passed or the proceedings at any such meeting. | Omission to give notice |

PROCEEDINGS AT GENERAL MEETING

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| 80. | <p>(a) No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as otherwise provided, two (2) Members present in person or represented by proxy, or, in the case of corporations, by a representative duly appointed in that behalf shall be a quorum. For the purposes of constituting a quorum:-</p> <p>(i) one or more representatives appointed by a corporation shall be counted as one Member; or</p> <p>(ii) one or more proxies appointed by a person shall be counted as one Member.</p> <p>(b) Where a general meeting is conducted using technology approved by the Directors under this Constitution, and where permitted by law, the two (2) Members referred to in Clause 80(a) need not be physically present at the same place (or at any place) or as the case may be outside Malaysia.</p> <p>Participation by a Member by using any technology or method that allows Member to participate and exercise his rights to participate and vote at the meeting shall be deemed as present at the meeting and shall be counted towards the quorum notwithstanding the fact that he is not physically present at the Main Venue where the meeting is to be held or as the case may be, the Member being out of Malaysia.</p> | Quorum |
| 81. | If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week (or if that day be a public holiday then to the next Business Day following 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 such adjourned meeting within half an hour of the time appointed for the meeting, the Member present or by proxy or by attorney or by its duly authorised representative shall form a quorum. | Adjournment |
| 82. | <p>(a) Subject to the Act, where a general meeting is convened by the Board, the Chairman may, in its absolute discretion, cancel the general meeting or postpone the holding of the general meeting or adjourn the general meeting before or after it has started, and whether or not quorum is present, if he considers that:-</p> <p>(i) there is not enough room for the number of shareholders who wish to attend the meeting;</p> <p>(ii) the behaviour of the people presents prevents, or is likely to prevent, the business of the meeting being carried out in an orderly way; or</p> <p>(iii) an adjournment is necessary for any other reason, so that the business of the meeting can be properly carried out.</p> | Cancellation or postponement of general meetings |

The Chairman does not need the consent of the meeting to adjourn it for any of these reasons to a date and time or place which he decides. He may also adjourn the meeting to a later time on the same day or indefinitely. If the meeting is adjourned indefinitely, the directors will fix the date, time and place of the adjourned meeting. The cancellation or postponement of a general meeting is subject to the Listing Requirements and other requirements by the Exchange.

This Clause shall not apply to a general meeting convened in accordance with Sections 310(b) and 311 of the Act by a Member or Members unless with the written consent of the person who called or requisitioned the meeting.

- (b) Notice of cancellation or postponement or change of place of a general meeting must state the reason for cancellation or postponement and such a notice shall be:-
- (i) published in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper;
 - (ii) given to the Exchange and given in such manner required by the Listing Requirements or other requirements by the Exchange; and
 - (iii) subject to the Act and the Listing Requirements, given in any other manner determined by the Board.
- (c) A notice of postponement of a general meeting must specify:-
- (i) the postponed date and time for the holding of the general meeting;
 - (ii) a place for the holding of the general meeting which may be either the same as or different from the place specified in the notice convening the general meeting; and
 - (iii) if the general meeting is to be held in two (2) or more places, the technology that will be used to facilitate the holding of the general meeting in that manner.

The new time and place specified in the notice of postponement will be taken to be the time and place for the general meeting as if specified in the notice which called the general meeting originally.

Notice of the business to be transacted at such moved and/or postponed meeting is not required. The Board must take reasonable steps to ensure that Members trying to attend the general meeting at the original time, date/or place are informed of the new arrangements for the general meeting.

- (d) The only business that may be transacted at a postponed general meeting is the business specified in the original notice convening the general meeting.
- (e) Whereby the terms of an instrument appointing a proxy or attorney or an appointment of a representative:-
- (i) the appointed person is authorised to attend and vote at a general meeting to be held on or before a specified date; and
 - (ii) the date for holding the general meeting is postponed to a date later than the date specified in the instrument of proxy, power of attorney or appointment of representative, then, by force of this Clause, that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy, power of attorney or appointment of representative. However, this does not apply if the Member appointing the proxy, attorney or representative gives notice in writing to the Company at the Office or another address (including electronic address) specified in the notice of general meeting to the contrary not less than twenty-four (24) hours before the time to which the holding of the general meeting has been postponed.
- (f) The non-receipt of notice of cancellation or postponement of a general meeting by, or the accidental omission to give notice of cancellation or postponement of a general meeting to, a person entitled to receive notice does not invalidate any resolution passed at a postponed general meeting or the cancellation or postponement of a general meeting.
- (g) A Director is entitled to receive notice of and to attend all general meetings and all separate meetings of the holders of any class of shares in the capital of the Company and is entitled to speak at those meetings.
- (h) If the Directors are required to convene and arrange to hold a general meeting as a result of a request by Members in accordance with Section 311 of the Act, the general meeting may be cancelled by the Directors if the Members who requisitioned the general meeting withdraw their requests prior to the date of the general meeting.

83. The Chairman of the Board (if any) shall preside as Chairman at every general meeting. If the Company has no Chairman or if at any general meeting, the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting or if the Chairman of the Board is not willing to act as Chairman for the general meeting, the Directors present shall choose one of their number, to act as Chairman or if one (1) Director only is present, he shall preside as Chairman if he is willing to act. If no Director is present, or if each of the Directors present declines to preside as Chairman, the Members present and entitled to vote shall elect one (1) of their number to be the Chairman. The election of the Chairman of the meeting shall be by a show of hands. Chairman of general meetings
84. The Chairman of the meeting 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 that might be transacted or 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. Adjournment with consent of meeting
85. Without prejudice to any other power which the Chairman may:-
- (a) have under the provisions of this Constitution or at common law and subject to the Act and the Listing Requirements, the Chairman shall have full discretion on the general conduct of meeting, procedures to be adopted at the meeting to ensure proper and orderly conduct of the business of all general meetings and the Chairman's decision on matters of procedure or arising incidentally from the business of such meetings shall be final, as shall be his determination as to whether any matter is of such a nature. The Chairman may also at his discretion and in accordance with applicable laws, decides whether to admit new business at a meeting of shareholders. Chairman to promote orderly conduct of the business of all general meetings
- (b) if there is insufficient room at a venue used for the meeting, the Chairman may arrange another or a second or other venue (without giving notice or putting the matter to a vote).
86. (a) The Chairman can propose amendments to an ordinary or special resolution if they are amendments to correct typographical errors in the resolution. Amendment to resolution of general meetings
- (b) Save as stated in Clause 86(a), no other amendments can be proposed to a special resolution.
- (c) Amendments to an ordinary resolution which are within the scope of the resolution can be proposed if written notice of the proposed amendment is received at the Registered Office addressed to the Secretary at least 3 clear Business Days before the day fixed for the meeting or adjourned meeting.
- (d) If the chairman, acting in good faith, rules an amendment out of order, an error in that ruling will not affect the validity of a vote on the original resolution.
87. The Chairman of a meeting can take any action he considers appropriate for proper and orderly conduct at a general meeting. This may include, demanding that debate or discussion on any business, question, motion or resolution being ended or that the business, question, motion or resolution be put to a vote of the Members or so that the meeting reflects the wishes of the majority. Actions for proper and orderly conduct at a general meeting
88. Subject to Listing Requirements, any resolution set out in the notice of any general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting shall be voted by poll. Notwithstanding the above, poll may be demanded in writing:- How resolution is to be decided at general meeting
- (a) by the Chairman of the meeting;
- (b) by at least three (3) Members present in person or by proxy or by attorney or in the case of a corporation by a representative;
- (c) by any Member or Members present in person or by proxy or by attorney or in the case of a corporation by a representative and representing not less than one-tenth (1/10) of the total voting rights of all the Members having the right to vote at the meeting, excluding any voting rights attached to shares in the Company held as treasury shares; or
- (d) by a Member or Members present in person or by proxy or by attorney or in the case of a corporation by a representative holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid-up equal to not less than one-tenth (1/10) of the total sum paid-up on all the shares conferring that right, excluding any voting rights attached to shares in the Company held as treasury shares.
89. (1) Any poll duly demanded on the election of a Chairman of a meeting or on a question of adjournment of meetings shall be taken forthwith at the meeting and without adjournment. A poll demanded on any other resolution shall be taken either immediately or at such subsequent time (not being more than thirty (30) days from the date of the meeting or adjourned meeting at which the poll was demanded) and place as the Chairman of the meeting may direct. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made. How a poll is to be taken

(2) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded. The Chairman of the meeting may (and if so directed by the meeting shall) appoint scrutineers and may in addition to the powers of adjourning meetings contained in Clause 84, adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll.

(3) If:

- (a) any objection shall be raised as to the qualification of any voter; or
- (b) any votes have been counted which ought not to have been counted or which might have been rejected; or
- (c) any votes are not counted which ought to have been counted;

the objection or error shall not vitiate the decision of the meeting or adjourned meeting on any resolution unless the same is raised or pointed out at the meeting or the adjourned meeting at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the Chairman of the meeting and shall only vitiate the decision of the meeting on any resolution if the Chairman decides that the same is of sufficient magnitude to vitiate the resolution or may otherwise have affected the decision of the meeting. The decision of the Chairman of the meeting on such matters shall be final and conclusive.

(4) A poll shall be taken in such manner as the Chairman of the meeting may direct and at least one (1) scrutineer must be appointed to validate the votes cast at the general meeting. The appointed scrutineer must not be an officer of the Company or its related corporation, and must be independent of the person undertaking the polling process. If such scrutineer is interested in a resolution to be passed at the general meeting, the scrutineer must refrain from acting as he scrutineer for that resolution. The Chairman of the meeting may fix a place and time for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

The poll may be conducted manually using voting slips or electronically using various forms of electronic voting devices or if the meeting to be held virtual, the poll may be conducted virtually using any electronic means via any online platform, website or mobile application by any features available of that online platform, website or mobile application. Such votes shall be counted by the poll administrator, and verified by the scrutineers, as may be appointed by the Chairman of the meeting for the purpose of determining the outcome of the resolution(s) to be decided by poll.

90. The Chairman may appoint scrutineers for the purposes of a poll, and may either:-

Declaration of result of the poll

- (a) adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll and for this purpose, the Chairman may delegate any other Director or the Company Secretary to be the Chairman of such adjourned meeting at which the result of the poll will be declared; or
- (b) determine that the results of the poll, if certified by any Director or the Company Secretary, shall be published on the Company's website without the requirement for the results being declared at any meeting or adjourned meeting.

Any such declaration at an adjourned meeting or publication on the Company's website of the results of the relevant poll which shows that a resolution has been carried or lost or has not been carried by any particular majority, and an entry to that effect in the minutes of the proceedings of the Company, shall, in the absence of manifest error, be conclusive evidence of such fact.

91. After the Chairman of general meeting shall have declared the meeting to be over and shall have left the chair, no business and question shall under any pretext whatsoever be brought forward or discussed.

No business and question after meeting is over

92. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote in addition to any other vote he may be entitled to as a Member.

Chairman's casting vote

93. Subject to any rights or restrictions for the time being attached to any class of shares at meetings of Members or classes of Members and Clause 74, Clause 75 and Clause 76 above, each Member shall be entitled to be present and to vote at any general meeting in respect of any share or shares of which he is the registered holder and upon which all calls due to the Company have been paid, and may vote in person or by proxy or by attorney or by duly authorised representative for a corporation, and on a resolution to be decided on a show of hands, each holder of an ordinary share or, each holder of a preference share who is personally present and entitled to vote, shall be entitled to one (1) vote and on a poll, every such Member present in person or by proxy or attorney or representative for a corporation shall have one (1) vote for each share he holds. A proxy shall be entitled to vote on a show of hands or on a poll, on any question, at any general meeting. In a voting by poll, each proxy shall be entitled to such number of votes equal to the proportion of the Member's shareholdings represented by such proxy. A proxy may only vote as directed in the proxy form. However, a member is not precluded from attending the meeting in person after lodging the instrument of proxy. Such attendance shall automatically revoke the authority granted to the proxy. Voting rights
94. Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such a manner that a unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such right is exercisable. Shares of different monetary denominations
95. A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote, whether on a show of hands or on a poll, by his committee or by such other person who properly has the management of his estate, and any such committee or other person may vote by proxy or attorney. Any person entitled under Clause 39 to transfer any shares, may vote at any general meeting in the same manner as if he was the registered holder of such shares provided that he shall satisfy the Directors of his right to transfer such shares, unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof, at least forty-eight (48) hours prior to the time of the meeting or adjourned meeting, at which he proposes to vote. Vote of Member of unsound mind
96. No person shall be entitled to be present or to vote on any resolution either as a Member or otherwise as a proxy or attorney or representative for a corporation at any general meeting or demand a poll or be reckoned in the quorum in respect of any shares upon which calls are due and unpaid. Member barred from voting while call unpaid
97. Subject to the provisions of the Act and the Listing Requirements, the Directors may, at their sole discretion, approve and implement, subject to such security measures as may be deemed necessary or expedient, such voting methods to allow members who are unable to vote in person at any general meeting the option to vote in absentia, including but not limited to voting by mail, electronic mail, facsimile. Vote in absentia
98. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is 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. Time for Objection
99. (1) A Member including Authorised Nominee entitled to attend and vote at a meeting of the Company, or at a meeting of any class of Members of the Company, shall be entitled to appoint not more than two (2) proxies to attend and vote in his stead at the meeting, and that a proxy may but need not be a Member. There shall be no restriction as to the qualification of the proxy. Where a Member appoints more than one (1) proxy, he shall specify the proportion of his holdings to be represented by each proxy, failing which the appointment shall be invalid. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting. Appointment of proxies
- (2) Where a Member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple Beneficial Owners in one Securities Account ("omnibus account"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
100. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised and shall be in any form (including electronic) that the Directors prescribe or accept. The Directors, may but shall not be bound to, require evidence of the authority of any such attorney or officer. The instrument appointing a proxy shall be deemed to confer authority on the appointed proxy to demand or join in demanding a poll. Instrument appointing proxy
101. The instrument appointing a proxy shall be in such form as the Directors may from time to time prescribe or approve subject to such variations or circumstances as the Act or Listing Requirements may require. Form of proxy

102. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a duly notarised certified copy of that power or attorney or authority, shall be deposited at the Office or at such other place within Malaysia or in such other manner as is specified for that purpose in the notice convening the meeting, not less than forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting as the case may be, at which the person named in the instrument proposes to vote, and in the case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll, and in default, the instrument of proxy shall not be treated as valid. The Company may specify a fax number and may specify an Electronic Address in the notice of meeting, for the purpose of receipt of proxy appointments subject to the Rules, regulations and laws at that time specified therein. Delivery of instrument appointing Proxies
103. (1) Subject to the Act and the Listing Requirements, the Directors or any agent of the Company so authorised by the Board, may accept the appointment of proxy received by Electronic Communication or electronic means using any technology or method that enables the appointment of proxy on such terms and subject to such conditions as they consider fit. The appointment of proxy by Electronic Communication or electronic means shall be in accordance with this Constitution. Appointment of proxy by Electronic Communication
- (2) For the purpose of this Clause, the Directors may require such reasonable evidence they consider necessary to determine:-
- (a) the identity of the Member and the proxy; and
- (b) where the proxy is appointed by a person acting on behalf of the Member, the authority of that person to make the appointment.
- (3) Without prejudice to this Clause, the appointment of proxy by Electronic Communication or by any electronic means must be received at the Electronic Address or any online portal, website, mobile application, or any other platform specified by the Company in any of the following sources and shall be subject to any terms, conditions or limitations specified therein:-
- (a) Notice calling the meeting;
- (b) Instrument of proxy sent out by the Company in relation to the meeting; or
- (c) Website maintained by or on behalf of the Company.
- (4) An appointment of proxy by Electronic Communication or electronic means must be received at the Electronic Address or any online portal, website, mobile application, or any other platform specified by the Company pursuant to this Clause not less than forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote, or, in the case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- (5) If the instrument or form is otherwise unclear or incomplete, the Company may:-
- (i) by oral or written communication, clarify with the Member any instruction on the appointment; and
- (ii) complete or amend the contents of any instrument or form to reflect the clarification in the instructions received from the Member (which may occur later than the time specified in the notice of meeting for the receipt of direct votes or proxy appointments) and the Member appointed the Company as its attorney for this purpose.
- (6) An appointment of proxy by Electronic Communication or electronic means which is not made in accordance with this Clause shall be invalid.
104. A Member is permitted to give the Company notice of revocation of a person's authority to act as proxy not less than forty eight (48) hours before the time appointed for holding the meeting. The notice of revocation must be in writing and be deposited at the Office or any other designated office or by Electronic Communication, be send to the Electronic Address which specified by the Company as indicated in the form of proxy. Notice of revocation
105. Every power, right or privilege of any Member to convene, attend, vote and in anyway take part in any meeting of the Company, may be exercised in the event of such Member being out of Malaysia by any attorney, whether a Member or not, duly appointed by such Member for the purpose, by a power of attorney produced at the Office during business hours not less than forty eight (48) hours before the same is acted on or, in the case of the votes being taken by poll, not less than twenty four (24) hours before the same is acted on. Any vote given or things done by such attorney shall be valid notwithstanding the previous death or unsoundness of mind of the Member giving such power of attorney or revocation of such power of attorney by other means provided no intimation in writing of such death or unsoundness mind or revocation shall have been received at the Office before such vote is given or thing done. Power of attorney

106. A vote given in accordance with the terms of an instrument of proxy or attorney or authority shall be valid, notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument of proxy or attorney or authority under which the instrument of proxy was executed, or the transfer of the share in respect of which the instrument of proxy is given, if no intimation in writing of such death, unsoundness of mind, revocation or transfer as aforesaid has been received by the Company at the Office or at such other place as may be specified in the notice convening the meeting before the commencement of the meeting or adjourned meeting or in the case of a poll before the time appointed for the taking of the poll, at which the instrument of proxy is used. Validity of vote given under proxy
107. A corporation, which is a Member may by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative either at a particular meeting or at all meetings of the Company or of any class of Members and a person so authorised shall act 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 was an individual Member. Corporate representative

If the corporation authorises more than one person as its representative, every one of the representative is entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if every one of the representative was an individual Member of the Company.

If the corporation authorises more than one person and more than one of the representatives purport to exercise the power on the above:-

- (a) where the representatives purport to exercise the power in the same way, the power is treated as exercised in that way; or
- (b) where the representatives do not purport to exercise the power in the same way, the power is treated as not exercised.

DIRECTORS: APPOINTMENT, REMOVAL, ETC

108. Unless otherwise determine by the Company in general meeting and subject to the Listing Requirements, the number of Directors shall not be less than two (2) or more than fifteen (15). The remaining Directors may continue to act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the aforesaid minimum, the remaining directors may, except in emergency, act only for the purpose of increasing the number of Directors to such minimum number or to summon a general meeting of the Company. Number of Directors
109. Unless otherwise determined by the Company in general meeting, by the Listing Requirements or under law, at least two (2) Directors or one-third (1/3) of the Board, whichever is higher, shall be independent Directors. If the number of Directors is not three (3) or multiple of three (3), then the number nearest one-third (1/3) shall be used for the purpose of determining the requisite number of independent Directors. Independent Directors
110. An election of Directors shall take place each year. At the first annual general meeting of the Company, all the Directors shall retire from office, and at the annual general meeting in every subsequent year, one-third (1/3) of the Directors for the time being or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election PROVIDED ALWAYS that all Directors shall retire from office at least once in every three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires whether adjourned or not. Retirement of Directors
111. The Directors to retire in each year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election and shall act as a Director throughout the meeting at which he retires. Selection of Directors to retire
112. No person, not being a retiring Director, shall be eligible for election to the office of Director at any general meeting unless a Member intending to propose him for election has, at least eleven (11) Clear Days before the meeting, left at the Office of the Company, a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such Member to propose him for election, provided that in the case of a person recommended by the Directors for election, nine (9) Clear Days' notice only shall be necessary, and notice of each and every candidature for election to the Board shall be served on the registered Members at least seven (7) days prior to the meeting at which the election is to take place. The cost of serving the notice to propose the election of a Director where the nomination is made by a Member or Members shall be borne by the Member of Members making the nomination. Notice of intention to appoint Directors
113. 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 that meeting is put to the meeting and lost or some other person is elected a Director in place of the retiring Director, the retiring Director shall, if offering himself for re-election and not being disqualified under the Act from holding office as a Director, be deemed to have been re-elected. Retiring Director deemed to be reappointed

114. 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. Motion for appointment of Directors
115. The Company may from time to time by ordinary resolution passed at a general meeting, increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to retire from office. Increase or reduce of number of Directors
116. Subject to the provisions of Sections 206 and 322 of the Act, the Company may by ordinary resolution of which special notice is given, remove any Director before the expiration of his period of office notwithstanding any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company. The Company may if thought fit, by ordinary resolution appoint another Director in his stead. The person so appointed shall hold office for so long as the Director in whose place he is appointed would as if he had not been removed. Removal of Directors
117. The Directors shall have power at any time and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the maximum number fixed in accordance with this Constitution. Any Director so appointed shall hold office only until the next following annual general meeting of the Company, 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. Power to fill vacancy or to add Directors
118. 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 all general meetings of the Company. Directors' shareholding qualification
- ANNUAL SHAREHOLDER APPROVAL FOR DIRECTORS' FEES AND BENEFITS**
119. The fees and benefits payable to the Directors of the Company and its subsidiaries including any compensation for loss of employment of Director or former Director shall from time to time be determined by ordinary resolution in general meeting and such remuneration shall be divided among the Directors in such proportions and manner as the Directors may determine PROVIDED ALWAYS that:- Directors' Remuneration
- (a) fee payable to non-executive Directors shall be paid by a fixed sum and not by a commission on or percentage of profits or turnover;
 - (b) remuneration and other emoluments (including bonus, benefits, or any other elements) payable to Executive Directors who hold an executive office in the Company pursuant to a contract of service need not be determined by the Company in general meeting but such remuneration and emoluments may not include a commission on or percentage of turnover. Nothing herein shall prejudice the powers of the Directors to appoint any of their Members to be the employee or agent of the Company at such remuneration and upon such terms as they think fit provided that such remuneration shall not include commission on or percentage of turnover;
 - (c) fees payable to Directors and any benefits payable to Directors shall be subject to annual shareholder approval at a general meeting,
 - (d) any fee paid to an alternate Director shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter; and
 - (e) the fees and / or benefits payable to non-executive Directors who is also Director of the subsidiaries includes fees, meeting allowances, travelling allowances, benefits, gratuity and compensation for loss of employment of Director or former Director of the Company provided by the Company and subsidiaries, but does not include insurance premium or any issue of Securities.
120. (1) The Directors shall be paid for all their travelling, hotel and other expenses properly and necessarily expended by them in and about the business of the Company including their travelling and other expenses incurred in attending meetings of the Directors or any committee of the Directors or general meetings or otherwise. Reimbursement of expenses
- (2) If any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a Member of a committee of Directors, the Company may remunerate the Director so doing either by a fixed sum or otherwise (other than by a sum to include a commission on or percentage of turnover) as may be determined by the Board provided that in the case of non-executive Directors, the said remuneration shall not include a commission on or percentage of profits or turnover. In the case of an executive Director, such fee may be either in addition to or in substitution for his share in the fee from time to time provided for the Directors.

DISQUALIFICATION OF DIRECTORS

121. The office of a Director shall become vacant if the Director:-
- (a) becomes bankrupt or makes any arrangement or composition with his creditor generally during his term of office;
- (b) has been convicted of an offence relating to the promotion, formation or management of a corporation;
- (c) has been convicted of an offence involving bribery, fraud or dishonesty;
- (d) becomes disqualified from being a Director by reason of any order made under the Act or has been convicted of an offence under Sections 213, 217, 218, 228 and 539 of the Act;
- (e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder during his term of office;
- (f) is absent from more than fifty percent (50%) of the total Board meetings held during a financial year unless an exemption or waiver is obtained from the Exchange;
- (g) resigns from his office by notice in writing to the Company and deposited at the Office of the Company;
- (h) is removed from his office of Director by resolution of the Company in general meeting of which special notice has been given;
- (i) has retired in accordance with the Act or this Constitution of the Company but is not re-elected;
- (j) otherwise vacate his office in accordance with the Act or this Constitution of the Company; or
- (k) is convicted by a court of law, whether in Malaysia or elsewhere, in relation to offences under the Act or any securities laws.
- When office of Director deemed vacant

POWERS AND DUTIES OF DIRECTORS

122. The business and affairs of the Company shall be managed by Directors or under the direction of the Board who may pay all expenses incurred in promoting and registering the Company. The Board has all the powers necessary for managing and for directing and supervising the management of the business and affairs of the Company and exercise all such powers of the Company as are not by this Constitution or by the Act required to be exercised by the Company in general meeting, subject nevertheless, to any of the provisions of this Constitution, the Act, and such regulations, which are not being inconsistent with this Constitution or the provisions of the Act as may be prescribed by the Company in general meeting but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.
- Business of Company to be managed by Directors
123. The Directors shall not without the prior approval of the Company in general meeting:-
- (a) exercise any power of the Company to issue shares unless otherwise permitted under the Act;
- (b) arrange or enter or carry into effect any proposal or execute any transaction for the acquisition of an undertaking or property of a substantial value, or the disposal of a substantial portion of or controlling interest in the Company's undertaking or property (include the whole or substantially the whole of the rights, including developmental rights and benefits);
- (c) subject to Sections 228(2) and 229 of the Act, enter or carry into effect any arrangement or transaction with a Director or a substantial shareholder of the Company or its holding Company, or its subsidiary or with a person connected with such a Director or substantial shareholder to acquire from or dispose to such Director or substantial shareholder or person connected with such a Director any shares or non-cash assets of the requisite value as stated in the Act; or
- (d) issue any Securities on such terms and subject to such conditions which confer a right to subscribe for new shares of the Company.
- Limitation on Directors' Powers
124. 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 subsidiary company or associate company or any related third party subject to the law including but not limited to the provisions of the Act and the Listing Requirements, as they may think fit.
- Directors' borrowing power
125. The Directors shall not borrow any money or mortgage or charge any of the Company's or its subsidiaries' undertaking, property or uncalled capital, or issue debentures or other Securities, whether outright or as security, for any debt, liability or obligation of an unrelated third party.
- Restriction on borrowing powers

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| 126. | The Directors may establish or arrange any contributory or non-contributory pension or superannuation scheme, share option/incentive scheme and trusts or other funds for the benefit of, or pay a gratuity, pension or emolument, and to issue and allot and/or transfer shares or Securities 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 such subsidiary, and the widow, family or dependants 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 person as aforesaid and make payments for or towards any hospital or scholastic expenses and any Director holding such salaried employment shall be entitled to retain any benefit received by him under this Clause subject only, where the Act requires, for proper disclosure to the Members and the approval of the Company in general meeting. | Power to maintain funds |
| 127. | The Company may exercise the powers conferred by Section 62 of the Act with regards to having an Official Seal for use abroad and such power shall be vested in the Board. | Official Seal for use abroad or share certificates etc |
| 128. | 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/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. | Appointment of attorneys |
| 129. | 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 may from time to time by resolution determine. | Signing of cheques etc. |
| 130. | Subject to the Act, the Company's documents shall be executed, as the case may be, in such manner and by such person as the Directors shall from time to time determine. | Execution of documents |
| 131. | 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. | Discharge of duties |
| 132. | Every Director shall give notice to the Company of such events and matters affecting or relating to himself as may be necessary or expedient to enable the Company and its officers to comply with the requirements of the Act. | Notice of disclosures |
| 133. | Subject always to the Act and Listing Requirements, a Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise nor shall any such contracts, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established but the nature and extent of interest must be declared by him at the meeting of the Directors at which the contract or arrangement is determined, if the interest then exists or in any other case, at the first meeting of the Directors after the acquisition of the interest. | Director may hold other office and declaration of interest |
| 134. | Unless prohibited by the rules and/or Listing Requirements, any Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for his or his firm's professional services as if he was not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as auditor of the Company and provided further that such professional services shall be provided at normal commercial terms. | Director may act in his professional capacity |

PROCEEDINGS OF DIRECTORS

- | | | |
|------|--|------------------------------|
| 135. | 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 by giving them not less than seven (7) days' notice thereof unless such requirement is waived by them. | Meeting of Directors |
| 136. | Unless otherwise determined by the Directors from time to time, notice of all Directors' meetings shall be given and circulated to all Directors and their alternates by facsimile, electronic mail or other communication modes / equipment. Except in the case of an emergency, reasonable notice of every Directors' meeting shall be given in writing. The majority of the Board may waive notice of any meeting and any such waiver may be retroactive. | Notice of Directors' Meeting |

137. The quorum necessary for the transaction of business of the Directors shall be two (2) and a meeting of the Director for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretion by or under this Constitution vested in or exercisable by the Directors generally. Quorum of meetings of Directors
138. Directors may participate in a meeting of Directors by means of conference telephone, conference videophone or any similar or other communications by electronic means. Meeting by electronic means
139. A person in communication by electronic means with the Chairman and with all other parties to a meeting of the Directors or of a committee of Directors shall be regarded for all purposes as personally attending such a meeting and shall be counted in a quorum and be entitled to vote but only for so long he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by electronic means.
140. A meeting at which one or more of the Directors attends by electronic means is deemed to be held at such place as the Directors shall at the said meeting resolve. In the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the place, if any, where a majority of the Directors attending the meeting are physically present, or in default of such a majority, the place at which the Chairman of the meeting is physically present.
141. Subject to the Act, all business transacted in the manner provided above by electronic means shall for the purpose of this Constitution be deemed to be validly and effectively transacted at a meeting of the Board PROVIDED that at least one (1) of the Directors present at the meeting was at such place as resolved or deemed (as the case may be) pursuant to Clause 140 for the duration of the meeting. All information and documents must be made equally available to all participants prior to or at/during the meeting.
142. The Directors may elect and remove a Chairman of their meetings and determine the period for which he is to hold office but if no such Chairman is elected, or if at any meeting the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Directors present may choose one of their members to be Chairman of the meeting. Chairman of Board
143. The Directors shall not have any power to appoint any person from time to time as their proxies to represent them at Directors' meetings, save and except for their duly appointed alternate Directors. Appointment of proxy
144. Subject to this Constitution, any question arising at any meeting of Directors shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a determination of the Directors. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote. The Chairman of the meeting shall however not have a second or casting vote where two (2) Directors form a quorum and only such a quorum is present at the meeting or only two (2) Directors are competent to vote on the question at issue. Votes by majority and Chairman to have casting vote
145. The remaining Director or Directors may continue to act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the minimum number fixed by or pursuant to this Constitution as the necessary quorum of Directors, the remaining Director or Directors may, except in an emergency, act only for the purpose of increasing the number of Directors to such minimum number or to summon a general meeting of the Company. Directors may act notwithstanding vacancy
146. Every Director shall comply with the provisions of Sections 221 and 219 of the Act in connection with the disclosure of his shareholding and interests in the Company and his interest in any contract or proposed contract with the Company and in connection with the disclosure, every Director shall state the fact and the nature, character and extent of any office or possession of any property whereby whether directly or indirectly, duties or interests might be created in conflict with his duty or interest as a Director. Disclosure of interest
147. A Director may contract with and be interested in any contract or proposed contract with the Company and shall not be liable to account for any profit made by him by reason of any such contract; PROVIDED ALWAYS THAT the nature of the interest of the Director in any such contract be declared at a meeting of the Directors as required by Section 221 of the Act. Directors may contract with the Company
148. A Director shall not participate in any discussion or vote in regard to any contract or proposed contract or arrangement in which he has, directly or indirectly, an interest (and if he shall do so his vote shall not be counted). Restriction on voting
149. A Director notwithstanding his interest may, provided that none of the other Directors present disagree, be counted in the quorum present at any meeting whereat any decision is taken upon any contract or proposed contract or arrangement in which he is in any way interested PROVIDED ALWAYS that he has complied with Section 221 and all other relevant provisions of the Act and this Constitution. Quorum notwithstanding interest
150. A Director may vote in respect of:- Relaxation of restriction on Voting
- (a) any arrangement for giving the Director himself or any other Directors any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; and
- (b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself or any other Director has assumed responsibility in whole or in part, under a guarantee or indemnity or by the deposit of a security.

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

Directors
may become
Directors of other
corporation

ALTERNATE DIRECTOR

152. (1) A Director may from time to time nominate any person to act as his alternate Director, 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 Directors.
- (2) An alternate Director shall (except as regards the 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.
- (3) A Director may at any time by writing revoke the appointment of any alternate appointed by him, and appoint another person approved as aforesaid. An alternate Director shall ipso facto vacate office if the Director appointing him vacates office as director or removes the alternate Director from office. Any appointment or removal of an alternate Director may be made and communicated by his appointor to the Office by electronic transmission or in any other manner approved by the Directors. Any electronic transmission shall be confirmed as soon as possible by letter, but may be acted upon by the Company in the meantime.
- (4) 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.
- (5) 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.
- (6) No Director may act as an alternate director and a person may not act as an alternate director for more than one Director.
- (7) Every person acting as an alternate Director shall be deemed to be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be an agent of or for the Director appointing him.

Alternate Directors

MANAGING AND/OR EXECUTIVE DIRECTORS

153. The Directors may from time to time appoint one (1) or more of their body to any executive office or person performing the functions of a Managing Director by whatever name called including the offices of Managing Director, Deputy Managing Director or Executive Director for such period and upon such terms as they think fit. The appointment may entrust to and confer upon the Directors holding such executive office, any powers exercisable by them as Directors generally as they may think fit, but such Managing Director, Deputy Managing Director or Executive Director shall be subject to the control of the Board. The Board may from time to time (subject to any provisions of any contract between him and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or appoint a substitute during his or their absence from illness or any other cause and in case of any breach of any agreement his or their remedy against the Company shall be in damages only and he or they shall have no right or claim to continue in such office contrary to the will of the Directors or of the Company in general meeting.
154. The remuneration of a Director holding an executive office pursuant to this Constitution shall, subject to Clause 119, be fixed by the Board 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.

Managing /
Executive Director

Remuneration of
Director holding
executive office

155. A Managing Director or a Deputy Managing Director shall while he continues to hold that office, be subject to retirement by rotation and 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, but he shall, subject to provisions of any contract between him and the Company, be subject to the same provision 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 Deputy Managing Director. Retirement by rotation of Managing Director and/or Deputy Managing Director

COMMITTEES OF DIRECTORS

156. The Directors may establish any committees (including, without limitation, a management committee), local boards or agencies comprising two (2) or more persons for managing any other 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 any of the powers, authorities and discretion 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 annul or vary any such delegation, but no persons dealing in good faith and without notice of any such annulment or variation shall be affected thereby. The regulations herein contained for the proceedings of Directors shall so far as not altered by any regulations made by the Directors apply also to the meetings and proceedings of any committee. Power of Directors to appoint committees
157. Subject to any rules and regulations made pursuant to Clause 156, 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 and in the case of any equality of votes, the Chairman shall have a second or casting vote. Determination of votes of Meeting of Committees
158. A committee may elect a Chairman of its meetings. If no such Chairman is elected or if at any meeting the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the members of the committee present may choose one (1) of their number to be Chairman of the meeting. Chairman of Committees
159. Notwithstanding any provisions to the contrary contained in this Constitution, any member of a committee may participate at a committee meeting by way of telephone and video conferencing or by means of other communication equipment whereby all persons participating in the meeting are able to hear each other, in which event such member shall be deemed to be physically present at the meeting whether for the purposes of this Constitution or otherwise. A member participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting. Any meeting held in such manner shall be deemed to be held at such place as shall be agreed upon by the members attending the meeting PROVIDED that at least one (1) of the members present at the meeting was at such place for the duration of that meeting. Participation at Committee Meeting by way of telephone and video conference

VALIDATION OF ACTS OF DIRECTORS

160. All acts bona fide done by any meeting of the Directors or a committee of the Board 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, or member of such committee as aforesaid. Validity of acts of Directors
161. Any sale or disposal by the Directors of a substantial portion of the Company's main undertaking or property shall be subject to approval by shareholders in general meeting. Substantial Disposal

DIRECTORS' CIRCULAR RESOLUTIONS

162. A resolution in writing signed, approved or assented by letter, electronic mail or facsimile by a majority of the Directors for the time being present in Malaysia entitled to receive notice of a meeting of the Directors shall be 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. Any such resolution may consist of several documents in like form (prepared and circulated by facsimile, electronic mail or other communication modes / equipment), each signed by one (1) or more Director or their alternates. An approval by letter or other written means of a proposed resolution in writing (which has been prepared and circulated as aforesaid) signed by a Director and sent by him by facsimile, electronic mail or other communication modes / equipment shall be deemed to be a document signed by him for the purposes of the foregoing provisions. Directors' circular resolution

Any such document may be accepted as sufficiently signed by a Director or his alternate if transmitted to the Company by any technology purporting to include a signature and/or electronic or digital signature of the Director or his alternate.

AUTHENTICATION OF DOCUMENTS

163. Any Director or the Secretary or any person appointed by the Directors shall have power to authenticate any documents affecting this 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. Authentication of Documents

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.

164. A document purporting to be a copy of a resolution of the Directors or any extract from the minutes of a meeting of the Directors which is certified by person having powers to authenticate the documents as such in accordance with the provisions of Clause 163, shall be conclusive evidence in favour of all persons dealing with the Company on the faith that such resolution has been duly passed or that such extract is a true and accurate record of a duly constituted meeting of the Directors, as the case may be. Conclusive evidence of resolutions and extract of minutes of meetings
165. For the avoidance of doubt, any document or instrument transmitted by any technology purporting to include a signature and / or electronic or digital signature, including but not limited to signing with a platform such as DocuSign, of any of the following persons:- Validity of Electronic/ Digital Signature
- (a) a holder of shares;
 - (b) a Director;
 - (c) an alternate Director;
 - (d) in the case of a corporation, which is a holder of shares, its Director or Secretary or a duly appointed attorney or duly authorised representative;

shall in the absence of express evidence to the contrary available to the person relying on such document or instrument at the relevant time, be deemed to be a document or instrument signed by such person in the terms in which it is received.

MINUTES AND REGISTERS

166. (i) The Directors shall cause minutes to be duly entered in books provided for the purpose of:- Minutes of meetings and resolutions
- (a) all appointments of officers;
 - (b) the names of all the Directors present at each meeting of the Directors and of any committee of the Board and of the Company in general meeting;
 - (c) all resolutions and proceedings of general meetings and of all meetings of the Company, class of Members, Directors and committee of the Board; and
 - (d) all orders made by the Directors and any committee of the Board.
- 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 stated therein.
- (ii) 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 the manner prescribed by the Act. Particulars of Directors, Managers and Secretaries
167. The books containing the minutes of proceedings of any general meeting shall be kept by the Company at the Office of the Company and shall be open to the inspection of any Member without charge. Minutes kept at Office
168. 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 a prescribed fee for each inspection, all such matters required to be so registered under the Act, and in particular:- Registers to be Kept
- (a) a register of substantial shareholders and of information received in pursuance of the requirements under Sections 144 and 56(4) of the Act; and
 - (b) a register of the particulars of each of the Directors' shareholdings and interests as required under Section 59 of the Act.
169. Any register, index, minute book, accounting record or other book pursuant to the Act or the provisions of this Constitution to be kept by or on behalf of the Company may, subject to and in accordance with the Act, be kept either in hard copy form or in electronic form, and arranged in the manner that the Directors think fit. If such records are kept in electronic form, the Directors shall ensure that they are capable of being reproduced in hard copy form, and shall provide for the manner in which the records are to be authenticated and verified. In any case where such records are kept otherwise than in hard copy form, the Directors shall take reasonable precautions for ensuring the proper maintenance and authenticity of such records, guarding against falsification and for facilitating discovery. Electronic registers

SECRETARY

170. The Secretary or Secretaries shall in accordance with the Act be appointed by the Directors for such term and at such remuneration and upon such conditions as they think fit. The Secretary may resign from his office by giving notice to the Board and his resignation shall take immediate effect. Secretary

SEAL

171. (1) The Directors shall provide for the safe custody of the Seal which shall only be used pursuant to a resolution of the Directors or a committee of the Board 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 appointed by the Directors for the purpose who shall sign every instrument to which the Seal is affixed. The Directors may by resolution determine either generally or in any particular case that the signature of any Director, the Secretary or such other persons appointed as aforesaid may be affixed or reproduced by facsimile, autographic or other mechanical means provided that the use of such is restricted to a certificate or other documents of title in respect of any share, stock, debenture or marketable security created or issued by the Company to be given under the Seal of the Company. The Company may exercise the powers of Section 62 of the Act, and such powers are accordingly hereby vested in the Directors. Authority for use of Seal
- (2) The Company may also have a share seal pursuant to Section 63 of the Act. Share seal

ACCOUNTS AND AUDIT

172. The Company, Directors and managers of the Company shall cause to be kept proper books of account with respect to all sums received and expended by the Company and the matters in respect of which such receipt and expenditure takes place and of the assets, credits and liabilities of the Company. 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 accounts and other records of the Company or any of them, shall be opened to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or this Constitution or authorised by the Directors or by the Company in general meeting. Subject always to Section 245 of the Act, the books of account or records of operations shall be kept at the Office or at such other place as the Directors think fit and shall always be open to inspection by the Directors. Keeping and inspection of books of account
173. A copy of the reports by the Directors and auditors of the Company, the profit and loss accounts, balance sheets and group accounts (if any) (including all documents required by law to be annexed or attached to all or any of them) shall be sent (not later than the time prescribed by the Listing Requirements and/or the Act) to all Members, holders of debentures and all other persons entitled to receive notices of general meetings under the Act or this Constitution in Electronic Form, which shall be transmitted to the Electronic Address provided by the securities holders to the Company for such purpose by publishing on a website. To whom copies of profit and loss account etc, may be sent
174. Auditors shall be appointed and their duties regulated in accordance with the Act. Auditors

DIVIDENDS AND RESERVES

175. (1) The Company in general meeting may declare dividend, but no dividend shall exceed the amount recommended by the Directors. No dividend shall be payable otherwise than out of profits of the Company or shall bear interest against the Company. Declaration of dividends
- (2) The Directors may, if they think fit from time to time, declare and pay to the Members such interim dividends as appear to the Directors to be justified by the profits of the Company. If at any time the share capital of the Company is divided into different classes, the Directors may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights, as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend. Interim dividend
- Provided that the Directors act bona fide, they shall not incur any responsibility to the holder of shares conferring any preferential rights for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferential rights. The Directors may also pay half-yearly or at other suitable intervals to be settled by them, any dividend which may be payable at a fixed rate if they are of the opinion that the profits justify the payment.
- (3) The Directors may authorise a distribution of dividend at such time and in such amount as the Directors consider appropriate, if the Directors are satisfied that the Company will be solvent immediately after the distribution is made, and in accordance with the Act. Solvent
- (4) No higher dividend shall be paid than is authorised by the Directors, and the declarations of the Directors as to the distribution shall be conclusive.

176. The Directors may, before recommending any dividend, set aside out of the profits available of the Company such sums as they think proper as reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied. Pending any such application, such profits may, at the discretion of the Directors, either be employed in the business of the Company or be invested in such investments as the Directors may from time to time think fit. The Directors may also without placing the profits to reserve, carry forward any profits which they think prudent not to divide. Directors may form reserve fund and invest
177. The Directors may establish a reserve to be called either "capital reserve" or "realisation account" and shall carry to the credit of such reserve from time to time, all monies realised on the sale of any investments held by the Company in excess of the then book price of the same in providing for depreciation or contingencies. Such capital reserve or realisation account and all other monies in the nature or otherwise, shall be treated for all purposes as capital monies and not as profits available for dividend. Any losses realised on the sale of any investments may be carried to the debit of capital reserve or realisation account except in so far as the Directors shall decide to make good the same out of other monies of the Company. Capital reserve or realisation account
178. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect of which the dividend is paid, but no amount paid or credited as paid on a share in advance of call shall be treated for the purposes of this Constitution 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. Payment of dividends
179. 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. Deduction of dividends
180. The Directors may retain the dividends payable upon shares in respect of which any person is entitled to become a Member under the provision as to the transmission of shares in this Constitution, or which any person is under this Constitution entitled to transfer, until such person shall become a Member in respect of such shares or shall transfer the same. Dividends due may be retained until registration
181. All dividends unclaimed for one (1) year, subject to the Unclaimed Monies Act, 1965 after having been declared may be dealt with in accordance with the provisions of the Unclaimed Money Act 1965. Unclaimed dividends may be invested
182. Any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus, wholly or partly by the distribution of specific assets and in particular, of paid-up shares, debenture or debenture stock of any other company or in any one or more of such ways and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and fix the value for the 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. Manner of realisation of dividend and bonus
183. (1) Any dividend, interest or other money payable in cash in respect of shares or other Securities may be paid by direct transfer by means of the electronic payment systems upon terms and subject to conditions as the Directors may stipulate or by cheque or warrant sent by post to the registered address of the holder on the Register or the Record of Depositors or to such person and to such address as the holder may direct in writing. Every such cheque or warrant or remittance via the electronic payment systems shall be made payable to the order of the person to whom it is sent or to such person as the holder may direct, and the payment of any such cheque or warrant or remittance via the electronic payment systems shall operate as a good and full discharge of the Company in respect of the dividend, interest or other money payable in cash in respect of shares or other Securities represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant shall be sent at the risk of the any person entitled to the money thereby represented. Mode of Payment
- (2) Whenever the Directors or the Company in general meeting have resolved or proposed that a dividend (including an interim, final, special or other dividend) be paid or declared on the ordinary shares of the Company, the Directors may further resolve that Members entitled to such dividend be entitled to elect to receive an allotment of ordinary shares credited as fully paid in lieu of cash in respect of the whole or such part of the dividend as the Directors may think fit. In such case, the following provisions shall apply:- Stock Dividend
- (i) the basis of any such allotment shall be determined by the Directors;

- (ii) the Directors shall determine the manner in which Members shall be entitled to elect to receive an allotment of ordinary shares credited as fully paid in lieu of cash in respect of the whole or such part of any dividend in respect of which the Directors shall have passed such a resolution as aforesaid, and the Directors may make such arrangements as to the giving of notice to Members, providing for forms of election for completion by Members (whether in respect of a particular dividend or dividends or generally), determining the procedure for making such elections or revoking the same and the place at which and the latest date and time by which any forms of election or other documents by which elections are made or revoked must be lodged, and otherwise make all such arrangements and do all such things, as the Directors consider necessary or expedient in connection with the provisions of this Constitution;
- (iii) the right of election may be exercised in respect of the whole of that portion of the dividend in respect of which the right of the election has been accorded provided that the Directors may determine, either generally or in any specific case, that such right shall be exercisable in respect of the whole or any part of that portion; and
- (iv) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable in cash on ordinary shares in respect whereof the share election has been duly exercised (the "Elected Ordinary Shares") and in lieu and in satisfaction thereof ordinary shares shall be allotted and credited as fully paid to the holders of the Elected Ordinary Shares on the basis of allotment determined as aforesaid and for such purpose (notwithstanding any provision of the Constitution to the contrary), the Directors shall (i) capitalise and apply the amount standing to the credit of any of the Company's reserve accounts or any sum standing to the credit of the profit and loss account or otherwise available for distribution as the Directors may determine, such sum as may be required to pay up in full the appropriate number of ordinary shares for allotment and distribution to and among the holders of the Elected Ordinary Shares on such basis, or (ii) apply the sum which would otherwise have been payable in cash to the holders of Elected Ordinary Shares towards payment of the appropriate number of ordinary shares for allotment and distribution to and among the holders of the Elected Ordinary Shares on such basis.
- (3) The ordinary shares allotted pursuant to the provisions of paragraph (2) of this Clause shall rank Ranking
 pari passu in all respects with the ordinary shares then in issue save only as regards participation in the dividend which is the subject of the election referred to above (including the right to make the election referred to above) or any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneous with the payment or declaration of the dividend which is the subject of the election referred to above, unless the Directors shall otherwise specify.
- (4) The Directors may do all acts and things considered necessary or expedient to give effect to any capitalisation pursuant to the provisions of paragraph (2) of this Clause, with full power to make such provisions as they think fit in the case of fractional entitlements to ordinary shares (including, notwithstanding any provision to the contrary in this Clause, provisions whereby, in whole or in part, fractional entitlements are disregarded or rounded up or down, or whereby the benefit of fractional entitlements accrues to the Company rather than the Members). Capitalisation on
stock dividend
- (5) The Directors may, on any occasion when they resolve as provided in paragraph (2) of this Clause, determine that the rights of election under that paragraph shall not be made available to the persons who are registered as holders of ordinary shares in the Register of Members or the Depository Register, as the case may be, or in respect of ordinary shares the transfer of which is registered, after such date as the Directors may fix subject to such exceptions as the Directors think fit, and in such event the provisions of this Constitution shall be read and construed to such determination. Rights of election
on stock dividend
- (6) The Directors may, on any occasion when they resolve as provided in paragraph (2) of this Clause, further determine that no allotment of shares or rights of election for shares under that paragraph shall be made available or made to Members whose registered addresses entered in the Register or the Record of Depositors, as the case may be, is outside Malaysia or to such other Members or class of Members as the Directors may in their sole discretion decide and in such event the only entitlements of the Members aforesaid shall be to receive in cash the relevant dividend resolved or proposed to be paid or declared. Rights of Directors
on stock dividend
- (7) Notwithstanding the foregoing provisions of this Constitution, if at any time after the Directors' resolution to apply the provisions of paragraph (2) of this Clause in relation to any dividend but prior to the allotment of ordinary shares pursuant thereto, the Directors shall consider that, by reason of any event or circumstance (whether arising before or after such resolution) or by reason of any matter whatsoever, it is no longer expedient or appropriate to implement that proposal, the Directors may at their absolute discretion and as they deem fit in the interest of the Company, cancel the proposed application of paragraph (2) of this Clause. Rights of Directors
on cancellation of
stock dividend

CAPITALISATION OF PROFITS

184. The Director may, with the sanction of an ordinary resolution of the Company:-
- Capitalisation of reserved undistributable profit
- (a) issue bonus shares for which no consideration is payable to the Company to the persons registered as holders of shares in the Register of Members or (as the case may be) the Record of Depositors at the close of business on:-
- (i) the date of the ordinary resolution (or such other date as may be specified therein or determined as therein provided); or
- (ii) such other date as may be determined by the Directors,
- in the proportion to their holdings of shares; and/or
- (b) capitalise any sum standing to the credit of any of the Company's reserve accounts or any sum standing to the credit of profit and loss account by appropriating such sum to the persons registered as holders of shares in the Register or (as the case may be) in the Record of deposit Depositors at the close of business on:-
- (i) the date of the ordinary resolution (or such other date as may be specified therein or determined as therein provided); or
- (ii) such other date as may be determined by the Directors,
- in proportion to their then holdings of shares and applying such sum on their behalf in paying up in full unissued shares (or, subject to any special rights previously conferred on any shares or class of shares for the time being issued, unissued shares of any other class not being redeemable shares) for allotment and distribution credited as fully paid up to and amongst them as bonus shares in the proportion aforesaid.

The Directors may do all acts and things considered necessary or expedient to give effect to any such bonus issue or capitalisation under this Clause, with full power to the Directors to make such provisions as they think fit for any fractional entitlements which would arise on the basis aforesaid (including provisions whereby fractional entitlements are disregarded or the benefit thereof accrues to the Company rather than to the Members concerned). The Directors may authorise any person to enter on behalf of all the Members interested into an agreement with the Company providing for any such bonus issue or capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.

In addition and without prejudice to the power to capitalise profits and other moneys provided for by this Clause, the Directors shall have the power to issue shares for which no consideration is payable and to capitalise any undistributable profits or other monies of the Company not required for the payment or provision of any dividends on any shares entitled to cumulative or non-cumulative preferential dividends (including profits or other monies carried and standing to any reserve or reserves) and to apply such profits or other monies in paying up in full, in each case on terms that such shares shall, upon issue, be held by or for the benefit of participants of any share option scheme or plan implemented by the Company and approved by Members in general meeting and on such terms as the Directors shall think fit.

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

LANGUAGE

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

DESTRUCTION OF DOCUMENTS

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

NOTICES

188. Unless expressly provided otherwise in this Constitution, any notice to be given to or by any person pursuant to this Constitution, the Act and/or the Listing Requirements, statements, reports or documents (including proxy forms) required to be sent to or completed by Members, shall be in writing either in hardcopy, in Electronic Form or partly in hardcopy and partly in Electronic Form.
- Service of notices and/or Documents
189. Any notice or Document required to be sent to Members shall state the place, date and time of the general meeting, may be given and by the Company or the Secretary to any Member:-
- Method of giving notice, etc
- (i) in hard copy or in Electronic Form, as recorded or stored in a physical mode of storage, either sent personally or by post to him in a prepaid letter addressed to him at his last known address supplied by the Member to the Company.
 - (ii) in Electronic Form and sent by the following Electronic Communication(s):-
 - (a) transmitting to his last known electronic mail address; or
 - (b) publishing the notice of general meeting, annual report or document on the Company's website for download provided that a notification of the said publication on the website via hard copy or Electronic Communication(s) or short messaging service has been given to them accordingly; 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 Documents on the electronic platform via hard copy or Electronic Communication(s) or short messaging service has been given to them accordingly; or
 - (iii) partly in hardcopy and partly in electronic form.
190. Any notice or Document shall be deemed to have been served by the Company to a Member:-
- When service deemed effected
- (i) where the notice or Document is sent in hard copy, or in Electronic Form as recorded or stored in a physical mode of storage, by post, on the day the prepaid letter, envelope or wrapper containing such notice or document is posted.
In proving service by post, it shall be sufficient to prove that the letter, envelope or wrapper was properly addressed and put into a post office letter box or post box or by a letter from the Secretary certifying that the letter, envelope or wrapper was so addressed and posted.
 - (ii) where the notice or Document is left by the Company at a registered address of a Member, it shall be deemed to have been served on the day it was left there.
 - (iii) where the notice or Document is in Electronic Form sent by the following Electronic Communication(s):-
 - (a) via electronic mail, at the time of transmission to a Member's last known electronic mail address pursuant to Clause 189(ii)(a), provided that the Company has record of the electronic mail being sent and that no written notification of delivery failure is received by the Company;
 - (b) via publication on the Company's website, on the date the notice or Document is first made available on the Company's website provided that the notification on the said publication of notice or Document on website has been given pursuant to Clause 189(ii)(b); or

- (c) via electronic platform maintained by the Company, on the date the notice or Document is first made available thereon provided that the notification on the publication or availability of the notice or document on the relevant electronic platform has been given pursuant to Clause 189(ii)(c).
- (iv) where the notice or Document is published by way of advertisement, it shall be deemed to have been served or delivered on the day it was published.

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

191. A Member's address, electronic mail address and any other contact details provided to the Bursa 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. Last known address for service
192. 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 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. Special circumstances on service of notices and/or Document
193. If a notice, proxy form, other document or information relating to a meeting or other proceeding is accidentally not sent or is not received, the meeting or other proceeding will not be invalid as a result. Notice deemed received
- A Member present, either in person (including by a representative) or by proxy, at any meeting of the Company or of the holders of any class of shares in the Company is treated as having received notice of the meeting and, where requisite, of the purpose of that meeting.
194. A notice and/or Document required to be given to Members may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a Member by sending it through representatives of the deceased or assignee of the bankrupt or by any like description, at his last known address, in any manner in which the same might have been served if the death or bankruptcy had not occurred. Every person who, by operation of law, transfer, transmission or other means whatsoever, shall become entitled to any share, shall be bound by every notice and/or Document in respect of such share, which prior to his name and address being entered in the Register or Record of Depositors as the registered holder of such shares, shall have been duly given to the person from whom he derives the title to such share. Notice and/or Documents in case of death or bankruptcy
195. (1) Notice of every general meeting shall be given in a manner herein before specified to:- Who may receive notice of general meeting
- (a) the Directors of the Company;
- (b) every Member at his last known address;
- (c) every person entitled to a share in consequence of the death or bankruptcy of a Member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting;
- (d) the auditors of the Company; and
- (e) the Exchange.
- (2) Save as otherwise provided in this Constitution or in the Act, no other person shall be entitled to receive notices of general meetings.
- (3) All notices served for and on behalf of the Company or the Directors shall only be effectual if it bears the name of a Director or the Secretary or a duly authorised Officer of the Company and which are issued by order of the Board pursuant to a resolution duly passed by the Directors.
- (4) Whenever any notice is required to be given under the provisions of the laws of Malaysia or of this Constitution, waiver or the shortening of the period of such notice, may be effectively given by complying with Section 316(4) of the Act.
196. Subject to the Laws and Listing Requirements, the Company does not have to send notices, Documents or information to a Member whose address on the Register of Member or Record or Register of Depositors is outside Malaysia. This Clause applies to joint shareholders with an address outside Malaysia. Notice and/or Documents to Members outside Malaysia

For a Member registered on a branch register, notices, Documents or information can be posted or despatched in Malaysia or in the country where the branch register is kept.

197. This Clause applies where, on two consecutive occasions, notices, Documents or information sent or supplied by post have been returned undelivered. If the shareholder registers a new address with the Company and the Depository (if they hold Depository Shares) where notices, Documents or information can be sent or supplied, the shareholder is entitled to have notices, Documents or information sent or supplied to them at that address. Otherwise, the shareholder is not entitled to receive any notices, Documents or information from the Company.
- Undelivered notices and/or Documents to Members

WINDING UP

198. 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 contributor as the liquidator, with the like sanction, think fit, but so that no Member shall be compelled to accept any shares or other Securities whereon there is any liability.
- Distribution of assets in specie
199. (1) Save that this Constitution shall be without prejudice to the rights of holders of shares issued upon special terms and conditions, the following provisions shall apply:-
- Distribution of assets
- (a) if the Company shall be wound up and the assets available for distribution among the Members as such, shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the Members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding-up, on the shares held by them respectively; and
- (b) if in a winding-up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding-up, the excess shall be distributed among the Members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding-up, on the shares held by them respectively.
- (2) Where it is proposed that the whole or part of the business or property of the Company is to be transferred or sold to another corporation in a voluntary winding up, with the sanction of a special resolution of the Company conferring either a general authority on the liquidator or an authority in respect of any particular arrangement, the liquidator of the Company may:-
- (a) receive in compensation or part compensation for the transfer or sale of the shares, debentures, policies or other like interests in the corporation for distribution among the Members of the Company; or
- (b) enter into any other arrangement whereby the Members of the Company may, in lieu of receiving cash, shares, debentures, policies or other like interests or in addition to the arrangement, participate in the profits of or receive any other benefit from the corporation, and any such transfer, sale or arrangement shall be binding on the Members of the Company.
- (3) If any Member of the Company expresses his dissent on matters referred to in subsection (2) in writing addressed to the liquidator and delivered to the office of the liquidator within seven (7) days from the passing of the resolution, the Member may require the liquidator to either abstain from carrying the resolution into effect or to purchase his interest at a price to be determined by an agreement or by arbitration in the manner set out in Section 457 of the Act.
200. Subject to Section 454 of the Act, on the voluntary liquidation of the Company, no commission or fee shall be paid to a liquidator unless it shall have been approved by the Members. The amount of such payment shall be notified to all Members at least seven (7) days before the meeting at which the commission or fee is to be considered.
- Liquidator's fees in voluntary liquidation

SECURITY CLAUSE

201. (1) Save as may be provided by the Act, no Member shall be entitled to enter into or inspect any premises or property of the Company or to require disclosure of any information in respect of any detail of the Company's trading, manufacturing or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors, it would be inexpedient in the interest of the Members to communicate to the public.
- Secretary
- (2) Directors or officers of the Company shall be entitled, if he thinks fit, to decline to answer any questions concerning the business of the Company which may be put to him on any occasion (including during any meeting of the Company) on the ground that the answer to such question would disclose or tend to disclose the trade secrets of the Company.

INDEMNITY

202. Except where any liability which by law would otherwise attach to an officer or auditor of the Company in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company, every Director, whether holding an executive office pursuant to this Constitution or not, auditor, Secretary and other officers (as defined in the Act) for the time being of the Company shall be indemnified out of the assets of the Company (including effect of insurance) against:-
- (a) any loss or liability incurred by him that related to the liability for any act or omission in his capacity as an officer of auditor and in which judgment is given in favour of the officer or auditor or in which the officer or auditor is acquitted or in which the officer of auditor is granted relief under this Act, or where proceedings are discontinued or not pursued; and
- (b) any cost incurred by him in defending any proceedings relating to any liability to any person, other than Company for any act or omission in his capacity as an officer or auditor except a fine imposed in criminal proceedings, a sum payable to regulatory authority, any liability incurred in defending criminal proceedings in which he is convicted or in defending civil proceedings brought by the Company, or an associated company, in which judgment is given against him.

Indemnity

ALTERATION OF CONSTITUTION

203. Subject to the provisions of the Act and the Listing Requirements (if any), the Company may by special resolution delete, alter or add to this Constitution.

Alteration of
Constitution**COMPLIANCE WITH STATUTES, REGULATIONS AND RULES**

204. The Company shall comply with the provisions of the Act, relevant governing statutes, regulations and rules as may be amended, modified or varied from time to time, or any other directive or requirement imposed by the Exchange, the Bursa Depository and other appropriate authorities, to the extent required by law, notwithstanding any provisions in this Constitution to the contrary.

Compliance
with statutes,
regulations and
rules