

Registration No.

197201001795 (13487-A)

THE COMPANIES ACT 2016

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

MNRB HOLDINGS BERHAD

Incorporated on 30 December 1972

(Incorporated amendments made up to 22 September 2022)

Registration No.

197201001795 (13487-A)

THE COMPANIES ACT 2016
PUBLIC COMPANY LIMITED BY SHARES
CONSTITUTION
OF
MNRB HOLDINGS BERHAD

1. The name of the Company is **MNRB HOLDINGS BERHAD**.
2. The Office of the Company will be situated in Malaysia.
3. The Company shall have full capacity to carry on or undertake any business or activity; and shall have for these purposes the full rights, power, and privileges as contained in the Act, subject always to Applicable Laws. Business of Company
4. The liability of the members is limited.
5. The Company shall have the power to increase or reduce the capital to consolidate or subdivide the shares into shares of larger or smaller amounts, and to issue any additional capital as fully paid or partly paid shares, and with any special preferential rights or privileges or subject to any special terms or conditions, and either with or without special designation, and also from time to time to vary, alter, modify, abrogate or deal with any such rights, privileges, terms, conditions or designations as may be permitted by the Companies Act 2016 (or any statutory modifications or re-enactment thereof for the time being in force) or other Applicable Laws or provided by the Constitution of the Company for the time being.
6. The provisions set out in the Third Schedule of the Companies Act 2016 shall not apply to the Company except in so far as the same are repeated or contained in this Constitution. Third Schedule not to apply

DEFINITIONS AND INTERPRETATION

7. (a) In this 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:- Definitions and interpretations

“Act” means the Companies Act 2016 [Act 777], and any statutory modification, amendment or re-enactment thereof for the time being in force made thereunder and any written law for the time being in force concerning companies and affecting the Company.

“Applicable Laws” means all laws, bye-laws, regulations, rules, orders and/or official directions for the time being in force affecting the Company and its subsidiaries, including but not limited to the Act, the Central Depositories Act, the Listing Requirements, Rules of the Depository, Financial Services Act 2013 and every other law for the time being in force concerning companies and affecting the Company and any other directives or requirements imposed on the

Registration No.

197201001795 (13487-A)

Company by the relevant regulatory bodies and/or authorities.

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

“Board” means the Board of Directors for the time being of the Company.

“Central Depositories Act” means the Securities Industry (Central Depositories) Act 1991, of Malaysia, or any statutory modification, amendment or re-enactment thereof for the time being in force.

“these Clauses” or “Constitution” means this Constitution as originally framed or as altered from time to time by Special Resolution and “Clause” means any one of them.

“Company” means the above named Company by whatever name from time to time called.

“Deposited Security” shall have the meaning given in Section 2 of the Central Depositories Act.

“Depositor” means a holder of a Securities account established by the Depository.

“Depository” means Bursa Malaysia Depository Sdn Bhd or such other name by which it may be known from time to time and its successors in title and permitted assigns.

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

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

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

“Electronic Form” means a document or information sent by Electronic Communication or by any other means whereby a recipient of such document or information would be able to retain a copy.

Registration No.

197201001795 (13487-A)

“Exchange” means Bursa Malaysia Securities Berhad and shall include any other stock exchange on which the Company’s shares may for the time being be listed.

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

“Listing Requirements” means the Main Market Listing Requirements of the Exchange including any modification or amendment thereof that may be made from time to time.

“Major Shareholder” means a major shareholder as defined under the Listing Requirements.

“Market Day” means any day on which the Exchange is open for trading in Securities.

“Meeting of Members” or “general meeting” shall have the same meaning under the Act.

“Member” means any person(s) for the time being holding share(s) in the Company and whose names appear in the Register of Depositors (except Bursa Malaysia Depository Nominees Sdn. Bhd. in its capacity as bare trustee) including a Depositor who shall be treated as if he was a member pursuant to Section 35 of the Central Depositories Act.

“Month” means a calendar month.

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

“Ordinary Resolution” has the meaning assigned thereto in the Act.

“Record of Depositors” means a record provided by the Central Depository to the Company under Chapter 24.0 of the Rules of the Depository.

“Register of Members” means the Register of Members to be kept pursuant to the Act, and unless otherwise expressed to the contrary, includes the Record of Depositors.

“Rules” means the Rules of the Depository including any amendment or modification thereto.

“Seal” means the Common Seal of the Company.

“Secretary” means any person or persons appointed to perform the duties of the secretary or joint secretary of the Company in accordance with the Act.

“Securities Account” means an account established by the Depository for a Depositor for the recording of deposit or withdrawal of Securities and for dealings in such Securities by the Depositor.

“Securities” shall have the meaning given in Section 2 of the Capital Markets and Services Act 2007 or any modification,

Registration No.

197201001795 (13487-A)

amendment or re-enactment thereof for the time being in force made thereunder.

“Special Resolution” has the meaning assigned thereto in the Act.

- (b) The expression “debenture” and “debenture holder” shall include “debenture stock holder”.
- (c) The word “documents” shall be in a written form or in any other form or manner, electronic or otherwise that allows the documents and information to be easily accessible and reproduced into written form.
- (d) Expressions referring to “writing” shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words, letters, figures or marks in a visible form or in any other form or manner, whether in hard copy or in Electronic Form sent by way of an Electronic Communication or otherwise in a form that allows the document and/or information to be easily accessible and reproduced into written, electronic or visible form.
- (e) Unless these be something in the subject or context inconsistent therewith:-
 - i. Words importing the singular number only shall include the plural number, and vice versa.
 - ii. Words importing the masculine gender only shall include the feminine and neuter genders.
 - iii. Words importing “persons” shall include corporations and companies, associations, firms, trust, partnership and societies.
 - iv. any reference to a statutory provision includes modification, consolidation or re-enactment thereof for the time being in force, and all statutory instruments or orders made pursuant thereto.
 - v. any reference to any corporation includes its successors in title.
- (f) Subject as aforesaid words or expressions contained in the Act, except where the subject or context forbids, bear the same meaning as in this Constitution.
- (g) Subject as aforesaid, any words or expressions defined in the Constitution shall be interpreted in accordance with the provisions of the *Interpretation Act 1967* and of the Act as amended from time to time and any re-enactment thereof for the time being in force made thereunder as in force at the date at which the Constitution become binding on the Company.
- (h) The marginal notes are inserted for convenience only and shall not affect the interpretation and construction of the provision in the Constitution.

Registration No.

197201001795 (13487-A)

PUBLIC COMPANY

8. The Company is a public company limited by shares.

SHARES

- 8A. Shares in the Company may — Types of shares
- (a) be issued in different classes;
 - (b) be redeemable in accordance with Section 72 of the Act;
 - (c) confer preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as to distributions of capital, income or dividends;
 - (d) confer special, limited or conditional voting rights; or
 - (e) not confer voting rights.
- 8B. 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 (subject to Sections 88 and 90 of the Act and whether or not the Company is being wound up) be varied or abrogated with:- Variation of class rights
- (a) the consent in writing of the holders of not less than seventy-five per centum (75%) of the total voting rights of the Members in that class; or
 - (b) the sanction of a Special Resolution passed at a separate general meeting of the Holders of the shares of that class.
- To every such separate general meeting, the provisions of this Constitution relating to general meetings shall mutatis mutandis apply, except that the necessary quorum shall be two (2) persons at least holding or representing by proxy one-third (1/3) of the number of the issued shares of the class (but so that if at any adjourned meeting of such holders, a quorum is not present, the holders present, shall form a quorum), and any Holder of shares of the class present in person or by proxy may demand a poll.
- 8C. All new issues of Securities for which listing is sought shall be by way of crediting the Securities Accounts of the allottees or entitled persons held with the Depository with such Securities with the Depository, save and except where the Company is specifically exempted from compliance with Section 38 of the Central Depositories Act, in which event it shall similarly be exempted from compliance with this Clause. For this purpose, the Company must notify the Depository of the names of the allottees or entitled persons together with all such particulars required by the Depository, to enable the Depository to make the appropriate entries in the Securities Accounts of such allottees or entitled persons. New issues of Securities
9. 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 Clause, the Act and the Constitution and to the provisions of any resolution of the Company, shares in the Company may be issued by the Directors by Ordinary Resolution, who may allot, or otherwise dispose of such shares to such persons, on such terms and conditions, with such preferred, Issue of Shares

Registration No.

197201001795 (13487-A)

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:-

- (i) no shares shall be issued at a discount except in compliance with the provisions of Section 130 of the Act;
- (ii) in the case of shares other than ordinary shares, no special rights shall be attached until the same have been expressed in these Clauses and in the resolution creating the same;
- (iii) no offer, issue, allot, grant options over shares, grant any right or right to subscribe for shares or any right or rights to convert any security into shares or otherwise deal with or dispose of shares which will or may have the effect of transferring a controlling interest in the Company without the prior approval of the Members of the Company in general meeting, subject to Clause 9A;
- (iv) except in the case of an issue of shares on a pro-rate basis to all Members, every issue of shares or options to employees, Directors or Major Shareholders or persons connected with any Director or Major Shareholder of the Company shall be approved by the Members in general meeting and no Directors and Major Shareholders shall participate in such issue of shares or options unless:-
 - (a) the Members in general meeting have approved of the specific allotment to be made to such Directors, Major Shareholder or persons connected with such Director or Major Shareholder; and
 - (b) in the case of a Director, such Director holds office in the Company in an executive capacity PROVIDED ALWAYS that a Director not holding office in an executive capacity may so participate in an issue of shares pursuant to a public issue or public offer special issue, such participation to be approved by the relevant authorities.

- 9A. Subject to the Act and this Constitution, any unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Directors who may offer, issue, allot (with or without conferring a right of renunciation), grant options over, grant any right or rights to subscribe for such shares or any right or rights to convert any security into such shares, or otherwise deal with or dispose of them to such persons at such times and on such terms and conditions as they may determine. Unissued shares
10. Notwithstanding the preceding paragraph of this Clause, and subject to the provisions of the Act, the Central Depositories Act, Listing Requirements and the Rules, the Company must allot Securities and despatch notices of allotment to allottees and make application for quotation of a rights issue and bonus issue, as follows:- Rights and Bonus Issue
- (i) In case of a rights issue, within eight (8) Market Days after final applications closing date for a rights issue or such other period as may be prescribed by the Exchange, the Company must:-

Registration No.

197201001795 (13487-A)

- (a) allot and issue Securities;
 - (b) despatch notices of allotment to allottees; and
 - (c) make an application for the quotation of such Securities.
- (ii) In case of a bonus issue, the Company must include the following when announcing the books closing date:-
- (a) the maximum number of bonus issue Securities which may be listed and quoted; and
 - (b) the date of listing and quotation.
- (iii) The Company must announce the books closing date for a rights issue and bonus issue to the books closing date not less than ten (10) Market Days or such other period as may be prescribed by the Exchange.
11. Subject to the Act and this Constitution, any preference shares may with the sanction of an Ordinary Resolution of shareholders in general meeting, be issued on terms that they are redeemable and/or convertible, or at the option of the Company liable to be redeemed and/or converted into ordinary shares on such terms and in such manner as may be provided for by this Constitution from time to time. Redeemable /convertible preference shares
12. If the Company at any time issues preference capital, it shall indicate at the same time whether it reserves the right to issue further preference capital ranking equally with or in priority to preference shares already issued. Reservation of right to issue further preference capital
- 12A. Preference shareholders shall have the same rights as ordinary shareholders as regards to receiving notices, reports and audited financial statements and attending general meetings of the Company. Rights of Preference Shareholders
- A holder of preference shares must have a right to vote in each of the following circumstances:-
- (i) a resolution or proposal in respect of dividend or part of the dividend on the preference shares which are in arrears for more than six (6) months;
 - (ii) on a proposal to reduce the Company's share capital;
 - (iii) on a proposal for the disposal of the whole of the Company's property, business and undertaking;
 - (iv) on a proposal that affects the rights and privileges attached to the preference share;
 - (v) on a proposal to wind up the Company; and
 - (vi) during the winding up of the Company.
- Preference shareholders shall be entitled to a return of capital in preference to Holders of ordinary shares in the event that the Company is wound up.

Registration No.

197201001795 (13487-A)

13. The Company may exercise the powers of paying commission conferred by the Act, provided that the rate per centum or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act, and the rate of the commission shall not exceed the rate of ten per centum (10%) of the price at which the shares in respect whereof the same is paid are issued or an amount equal to ten per centum (10%) of that price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful. Commission on subscription of shares
14. Except as authorised or required by law or this Constitution, no person shall be recognised by the Company as holding any security on any trust, and the Company shall not be bound by or recognise (even when having notice of it) any equitable, contingent, future or partial interest in any security or any interest in any fractional part of a security or (except only as provided by law) any other rights in respect of any security except an absolute right to the entirety of the security in the registered holder. Exclusive of Equities
- 14A. The Directors may at any time after the allotment of any security but before any person has been entered in the Register of Members as the Holder recognise a renunciation of such security by the allottee in favour of some other person and may accord to any allottee of a security a right to effect such renunciation on such terms and conditions as the Directors may determine. Renunciation
15. Subject to the conditions and restrictions as stipulated in Section 130 of the Act, any shares issued for the purpose of raising money to defray the expense of the construction of any works or buildings, or the provision of any plant which cannot be made profitable for a long period, the Company may pay interest or returns on the amount of such share capital as is for the time being paid up for the period and may charge the interest or returns paid to share capital as part of the cost of the construction of the works or buildings or provision of the plant. Shares issued for purposes of raising money for the construction of any works or buildings
16. Subject to the provision of the Act, Listing Requirements, the Rules, regulations, orders and guidelines of the Exchange and any other relevant authority, the Company may, with the sanction of an Ordinary Resolution of the Members in general meeting, purchase its own shares and make payment in respect of the purchase and/or give financial assistance to any person for the purpose of purchasing its own shares on such date(s), terms and manner as may be determined from time to time by the Directors. Any shares in the Company so purchased by the Company shall be dealt with in accordance with the Act and/or any other Applicable Laws or requirements of any other relevant authority. Purchase its own shares
- 16A. The Clauses 17(i) and 57 hereof shall not affect the power of the Company to cancel any shares or reduce its share capital pursuant to any exercise of the Company's powers under Clause 16. Power to reduce capital
17. (i) Subject to any direction to the contrary that may be given by the Company in general meetings, 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 Issue of new shares to members

Registration No.

197201001795 (13487-A)

shares or Securities offered and limiting a time within which the offer, if not accepted, shall 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 in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares or Securities which (by reason of the ratio which the new shares or Securities bear to shares or Securities held by persons entitled to an offer of new shares or Securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution.

- (ii) Subject to the Listing Requirements, the Act, the Central Depositories Act and/or the Rules and notwithstanding the existence of a resolution pursuant to Sections 75 and 76 of the Act, the Company shall not issue any shares or convertible Securities if the total number of those shares or convertible Securities, when aggregated with the total number of any such shares or convertible Securities issued during the preceding twelve (12) months, exceeds ten (10) per centum (or such other percentage as the Exchange may from time to time allow either in respect of a particular financial year, generally or otherwise) of the total number of the issued shares (excluding treasury shares) of the Company, except where the shares or convertible Securities are issued with the prior shareholders' approval in a general meeting of a precise terms and conditions of the issue.

CERTIFICATES/NOTICE OF ALLOTMENT

- | | | |
|------|---|--|
| 17A. | Subject to the Act, the Central Depositories Act, the Listing Requirements and the Rules, the Company shall allot/issue Securities, despatch notices of allotment to successful allottees and make an application for the quotation of such Securities in accordance with the period prescribed or allowed by the Exchange. | Allotment and despatch of notices of allotment |
| 17B. | The Company shall issue and deliver to the Depository the appropriate jumbo certificates in such denomination as may be specified by the Depository registered in the name of the Depository or its nominee company. | Jumbo certificates |
| 17C. | Every certificate shall be issued under the relevant Seal and bear the signatures or the autographic signatures reproduced by facsimile or other mechanical means shall be issued in accordance with Clause 122(b), and shall specify the number and class of Securities to which it relates, and the amount paid thereon. | Issuance of share certificates |
| 17D. | Subject to the provisions of the Act, the Central Depositories Act, the Listing Requirements and the Rules, if any share certificate shall be defaced, worn out, destroyed, lost or stolen, it may be renewed on evidence being produced and a letter of indemnity (if required) being given, as the Directors of the Company shall require, and, in the case of defacement or wearing out, on delivery of the old certificate. | Replacement of share certificates |

Registration No.

197201001795 (13487-A)

LIENS

18. The Company shall have a first and paramount lien on every share (not being a fully paid share) and the distributions, including dividends, from time to time declared in respect of such shares provided always that such lien shall be restricted only to the following:-
- Company's lien on Shares and distributions
- (a) unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid;
 - (b) amounts which are owed to the Company for the acquisition of shares under an Employee Share Scheme; and
 - (c) such amounts as the Company may be called upon by law to pay, and has paid, in respect of shares of a Member or deceased Member.
- The lien in each of the above cases shall also extend to reasonable interest and expenses incurred because of the unpaid amount.
19. The Company may sell in such manner and time as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made until such time as the monies in respect of which such lien exists is liable to be presently fulfilled or discharged, and until a demand and notice in writing stating the amount due or specifying the liability or engagement and demanding payment or fulfilment or discharge thereof, and giving notice of intention to sell in default, shall have been served on such Member or the persons (if any) entitled by transmission to the shares, and default in payment, fulfilment or discharge shall have been made by him or them for fourteen (14) days after such notice.
- Power of sale
20. To give effect to any such sale, the Directors may authorise a person to transfer the shares sold to the purchaser of the shares who shall be registered as the member comprised in any such transfer and the Directors shall not be bound to see to the application of the purchase money. The title of the purchaser to the shares sold shall not be affected by any irregularity or invalidity in the proceedings relating to the sale.
- Authorisation for transfer
21. The net proceeds of any such sale after payment of the amount of interest and costs relating to the sale shall be received by the Company and applied in or towards satisfaction of the debts, liabilities, or engagements of such Member as are presently payable and any residue should (subject to a similar lien for sums not presently payable as existed 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 proceeds of sale
22. No Member shall be entitled to receive any dividend or to exercise any privileges as a Member until he shall have paid all calls for the time being due and payable on every share held by him, whether alone or jointly with any other person, together with interest and expenses (if any).
- No Entitlement to Dividend

DISCLOSURE OF BENEFICIAL OWNER

23. (a) The Company may by notice in writing require any Member of the Company within such reasonable time as is specified in the notice:-
- Disclosure of Beneficial Owner

Registration No.

197201001795 (13487-A)

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

CALLS ON SHARES

- | | | |
|-----|--|----------------------------------|
| 24. | The Directors may from time to time make calls upon the members in respect of any money unpaid on the shares of the members and not by the conditions of allotment of shares made payable at fixed date. No call shall exceed one-fourth of the issued price of the share or be payable at less than thirty (30) days from the date fixed for the payment of the last preceding call. Each Member shall, subject to receiving at least fourteen (14) days' notice specifying the date, time and place of payment, pay to the Company the amount called on his shares. A call may be revoked or postponed as the Board may determine. | Calls |
| 25. | A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed and such resolution may authorise the call to be paid in one lump sum or by instalments and the time or times and place(s) appointed by the Directors. | When call deemed to be made |
| 26. | The joint holders of a share shall be jointly and severally liable to pay all calls in respect of their shares. | Liability of joint holders |
| 27. | If before or on the day appointed for payment thereof a call or instalment payable in respect of a share is not paid, the person from whom the sum is due shall pay interest on the amount of the call at such rate as the Board shall fix provided that such rate shall | Interest on Calls or instalments |

Registration No.

197201001795 (13487-A)

not exceed eight (8) per centum per annum from the day appointed for payment thereof till the time of actual payment, but the Board may waive payment of such interest wholly or in part.

- | | | |
|-----|---|---------------------------------------|
| 28. | Any sum which, by the terms of issue of a share becomes payable on allotment or at any fixed date shall be deemed to be a call duly made and payable on the date on which by the terms of issue the shares becomes payable and in the case of non-payment, all the relevant provisions of the Act as to payment of interest and expenses, forfeiture or otherwise shall apply as if the sum had become payable by virtue of a call duly made and notified as hereby provided. | Instalment on allotment deemed called |
| 29. | The Directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and in the times of payment. If, by the condition of allotment of any share, the whole or part of the amount or issue price thereof shall be payable on fixed dates every such amount shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the holder of the share. | Power to differentiate |
| 30. | The Directors may if they think fit, receive from any Member willing to advance the same, all or any part of the money uncalled and unpaid upon any shares held by him, and upon all or any part of the money so advanced may (until the same would, but for the advance, become payable) pay interest at such rate not exceeding eight (8) per centum per annum as may be agreed upon between the Directors and the Member paying the sum in advance, unless the Company in a general meeting otherwise directs. | Payment in advance of Calls |
| 31. | 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 but for such advance have become payable, be treated as paid up on the shares in respect of which they have been paid. | Payment in advance carrying interest |

TRANSFER OF SECURITIES

- | | | |
|------|--|--------------------------------|
| 32. | The transfer of any listed Securities or class of listed Securities of the Company which have been deposited with the Depository shall be by way of book entry by the 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 the aforesaid listed Securities. | Form of transfer of Securities |
| 33. | Subject to this Constitution, the Rules and except as may be required by the Applicable Laws, there shall be no restriction on the transfer of fully paid Listed Securities. | Restriction on Transfer |
| 33A. | Subject to the restrictions of this Constitution, all shares other than Deposited Securities shall be transferable but every transfer shall be in writing in the usual common form pursuant to the Act or in such other forms as the Directors shall from time to time approve, and shall be submitted to the Office of the Company or its agent together with the certificate of the shares to be transferred and/or such other evidence (if any) as the Directors may reasonably require to show the right of the transferor to make the transfer, and thereupon the Company shall subject to the powers vested in | Transfer of Securities |

Registration No.

197201001795 (13487-A)

the Directors by this Constitution register the transferee as a shareholder and retain the instrument of transfer.

34. Subject to the Central Depositories Act and the Rules, the instrument of transfer of any security shall be executed by or on behalf of the transferor and the transferee, and the transferor shall deem to remain the holder of the security until the name of the transferee is entered in the Register of Members and/or the Record of Depositors as the case may be in respect thereof. Instrument of Transfer and Execution
- 34A. The Company or its agent shall be entitled to charge a fee not exceeding Ringgit Malaysia Fifty only (RM50.00) on the registration of every transfer in respect of the shares other than the Deposited Securities. Fee payable for registering of transfer
35. The Depository may refuse to register any transfer of security that does not comply with the Depository Act, the Rules and any of the Applicable Laws. Refusal of register transfer
36. The Directors may in their discretion refuse or delay to register the transfer of any security, not being a fully paid security, and whether or not the Company claims lien on the same by passing a resolution to refuse or delay the registration of the transfer within thirty (30) days from the receipt of the instrument of transfer. The resolution shall set out in full the reasons for refusing or delaying the registration of the transfer. If the Directors refuse or delay registering a transfer, they shall give to the transferor and transferee written notice of the refusal and the precise reasons thereof within seven (7) days after the passing of the resolution mentioned in this Clause. Notice of Refusal
- 36A. The Company shall refuse to register more than three (3) persons as joint holders of a share unless they are executors or trustees of a deceased shareholder.
37. The registration of transfers may be suspended at such times for such periods and for such reasons as the Directors may from time to time determine not exceeding in the whole thirty (30) days in any calendar year. Notice of such closure or suspension shall within such period as may from time to time be permitted by the Act and/or the Exchange and be given to the Exchange, stating the period or periods and the purpose or purposes of such closure or suspension. In relation to the suspension, the Company shall give notice, in accordance with the Central Depositories Act and the Rules, to enable the Depository to issue the relevant Record of Depositors. When transfer book and register may be closed
- 37A. Nothing in these Clauses shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person. Renunciation
38. Subject to the Central Depositories Act and the Rules, neither the Company nor its Directors nor any of its officers shall incur any liability for any transfer of Securities apparently made by the transferor and/or the transferee although the same may, by reason of any fraud or other cause not known to the Company or its Directors or other officers be legally inoperative or insufficient to pass the property in the shares proposed or professed to be transferred, and although the transfer may, as between the transferor and transferee, be liable to be set aside, and notwithstanding that the Company may have notice of such transfer. And in every such case, the person registered as transferee, his executors, administrators and assignees alone Non-liability for the Company's Directors and officers in respect of transfer

Registration No.

197201001795 (13487-A)

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.

39. Subject to the above Clauses, no Securities shall in any circumstances be transferred to any infant, bankrupt person or a person of unsound mind. No transfer to infant, bankrupt and unsound person

DISPOSAL OF SECURITIES OF MEMBERS WHOSE WHEREABOUTS ARE UNKNOWN

- 39A. 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 circulating in the place shown in the Register of Members or the Record of Depositors as the address of the Member stating that the Company after expiration of thirty (30) days from the date of the advertisement intends to transfer the shares to the Minister charged with responsibility for finance. Reasonable diligence
- 39B. If after the expiration of thirty (30) days from the date of the advertisement the whereabouts of the Member remains unknown, the Company may transfer the shares held by the Member to the Minister charged with responsibility for finance and for that purpose may execute for and on behalf of such Member a transfer of those shares to the Minister charged with responsibility for finance. Transfer of shares to Minister charged with responsibility for finance

TRANSMISSION OF SHARES

40. Subject to the provisions of the Act, the Central Depositories Act and the Rules, in the case of the death of a Member, the legal personal representative(s) of the deceased Member, shall be the only person(s) recognised by the Company as having any title to his interest in the Securities or debentures, but nothing contained in this Constitution shall release the estate of a deceased Member from any liability in respect of any security which had been jointly held by the deceased Member. Transmission on death
41. Any person becoming entitled to a security or debentures in consequence of the death or bankruptcy of any Member may, upon producing such evidence of title as required by the Directors, may elect either to register himself as holder of the security or debentures upon giving to the Company notice in writing of such election or transfer such security to some other person. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered, he shall testify his election by executing to that person a transfer of the security. Provided always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the Securities and if the notice is not complied with within ninety (90) days the Directors may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Securities until the requirements of the notice have been complied with. All the limitations, restrictions and provisions of these Clauses relating to the right to transfer and the registration of transfer 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 Persons becoming entitled on death or bankruptcy of Members may be registered

Registration No.

197201001795 (13487-A)

notice or transfer were a transfer executed by such Member. Provided always that where the Securities is a Deposited Security, subject to the Rules, a transfer or withdrawal of the Securities may be carried out by the person becoming so entitled.

42. Save as otherwise provided by or in accordance with this Constitution, a person becoming entitled to a security or debenture in consequence of the death or bankruptcy of a Member shall be entitled upon the production of such evidence as may from time to time be properly required by the Directors and the Depository in that behalf and subject to the Central Depositories Act and the Rules, to receive and may give a discharge for all dividends and other moneys payable in respect of the shares and/or debentures, except that he shall not be entitled in respect thereof to exercise any right conferred by membership in relation to Meetings of the Company until he shall have been registered as a Member in respect of the security. Where two or more persons are jointly entitled to any share and/or debenture in consequence of the death of the holder of the share they shall, for the purposes of these Clauses, be deemed to be the joint holders of the share and/or debenture. Rights on unregistered executors and trustees
43. There shall be paid to the Company in respect of the registration of any probate, letters of administration, certificate of marriage or death, power of attorney or other document relating to or affecting the title to any Securities, such fee not exceeding Ringgit Malaysia Three (RM3/-) or such other fee as the Directors may from time to time require or prescribe. Fee for registration of probate etc.
44. Where:-
- (a) the Securities of the Company are listed on another stock exchange; and
 - (b) the Company is exempted from compliance with section 14 of the Central Depositories Act or Section 29 of the Securities Industry (Central Depositories) (Amendment) Act 1998, as the case may be, under the Rules in respect of such Securities,

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

JOINT HOLDERS OF SHARES

45. Subject to the Central Depositories Act and the Rules, where two (2) or more persons are registered as the Holders of any Security, they shall be deemed to hold the same as joint holders with benefit of survivorship subject to the following provisions:-
- (a) The Company shall not be bound to register more than three (3) persons as the Holders of any Security except in the case of legal personal representative(s) of a deceased Member. Maximum number
 - (b) The joint holders of a Security shall be liable severally as well as jointly in respect of all calls and other payments which ought to be made in respect of such Security. Several and joint liability

Registration No.

197201001795 (13487-A)

- (c) On the death of any one (1) of such joint holders, the survivor or survivors shall be the only person or persons recognised by the Company as having any title to such Security but the Directors may require such evidence of death as they may deem fit. Survivors of joint holders
- (d) Any one of such joint holders may give effectual receipts for any dividend and payment on account of dividend, bonus, return of capital and other money payable in respect of such Security. Receipts
- (e) Only the person whose name stands first in the register as one (1) of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive notices from the Company and any notice given to such person shall be deemed notice to all the joint holders.

FORFEITURE OF SHARES

46. If any Member fails to pay the whole or any part of any call or instalment of a call within the stipulated time, the Board may, serve a notice on him or on the person entitled to the share by transmission requiring him to pay such call or instalment, or such part thereof as remains unpaid, together with interest at such rate not exceeding eight per centum (8%) per annum from the date of forfeiture as the Directors shall determine and any expenses that may have accrued by reason of such non-payment. Notice requiring payment of call
47. The notice shall specify a date (not earlier than the expiration of fourteen (14) days from the date of service of the notice) on or before which the payment is required to be made and shall state that in the event of non-payment on or before the specified date, the shares in respect of which the call was made is liable to be forfeited. Notice to state time and place
48. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which notice has been given shall be forfeited by a resolution of the Directors unless the payment as required by the notice has been made before such resolution. A forfeiture shall include all distributions declared in respect of the forfeited shares and not actually paid before the forfeiture. The Directors may accept the surrender of any share liable to be forfeited hereunder. Forfeiture on non-compliance with notice
49. When any share has been forfeited in accordance with these Clauses, notice of the forfeiture shall be given to the holder of the share or to the person entitled to the share by reason of death or bankruptcy, or by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the Register of Members opposite to the share but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry aforesaid. Forfeited shares
50. 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 shares and upon such further terms (if any) as they shall see fit. Power to annul forfeiture

Registration No.

197201001795 (13487-A)

51. Every share which shall be forfeited shall become the property of the Company and may be sold, re-allotted, or otherwise disposed of upon such terms and in such manner as the Board shall think fit. The Company may receive the consideration, if any, given for a forfeited share on any sale or disposition of the share and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of. The forfeiture may be cancelled on such terms as the Board thinks fit. Sale of share subject to lien
52. A Member whose shares have been forfeited under this Clause, shall cease to be a Member in respect of the forfeited shares but shall notwithstanding remain liable to pay 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 or compensation at the rate of eight (8) per centum per annum or such other rate as may be allowed under the Applicable Laws from the date of the forfeiture on the monies for the time being unpaid if the Directors think fit to enforce payment of the interest or compensation, and the liability shall cease if and when the Company receives payment in full of all such monies in respect of the shares. Rights and liabilities of Members whose share have been forfeited or surrendered
53. The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and 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 these Clauses expressly saved, or as are by the Act, the Central Depositories Act and the Rules given or imposed in the case of past Members. Extinction of Claims
54. A statutory declaration in writing by a Director or Secretary of the Company, that a share in the Company has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts stated in the declaration against all persons claiming to be entitled to the share. Title to share forfeited or surrendered or sold to satisfy on lien
- The Company may receive the consideration, if any, given for a forfeited share on any sale or disposition of the share and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and such person shall—
- (i) be registered as the shareholder; and
- (ii) not have his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
55. The provision of these Clauses as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable to the Company at a fixed date, as if the shares had been payable by virtue of a call duly made and notified. Forfeiture provisions to apply to no payment of sums due at fixed times
- 55A. In the event of any forfeited share on which the Company has a lien being sold or disposed of, the net proceeds of such sale or disposal after providing for the expenses of such sale or disposal and for the payment of any moneys owing to the Company in respect of which the lien exists shall be paid to the person (or persons for joint holders) whose share has been forfeited or his executors, administrators or assignees as the case may be or as he or she shall direct. Proceeds of sale of forfeited shares

CONVERSION OF SHARES INTO STOCK

56. (a) The Company may by Ordinary Resolution passed at a Meeting of Members convert any fully paid-up shares into stock or reconvert any stock into paid-up shares of any denomination.
- (b) The stockholders may transfer the stocks or any part thereof in the same manner as the transfer of shares from which the stock arose may, before the conversion, have been transferred or as near thereto as circumstances allow, but the Board may fix the minimum amount of stock transferable and may restrict or forbid the transfer of fractions of that minimum.
- (c) The stockholders shall, according to the amount of the stock held by the stockholders, have the same rights, privileges and advantages with regards to distributions, voting at meetings of the Company and other matters as if the stockholders held the shares from which the stock arose. Notwithstanding the above, no privilege or advantage except participation in the distributions and profits of the Company and in the assets on winding up shall be conferred by any such part of stock which would not, if existing shares have conferred that privilege or advantage.
- (d) Any reference in the Act and these Clauses applicable to issued shares shall apply to stock, and the words "share" and "member/shareholder" shall include "stock" and "stockholder" respectively.

ALTERATION OF CAPITAL

57. The Company in general meeting may from time to time increase its share capital by the creation and issuance of new shares by Ordinary Resolution, such new capital to be of such amount and to be divided into shares of such respective amounts and (subject to any special rights for the time being attached to any existing class of shares) to carry any such preferential, deferred or other special rights or to be subject to any such conditions or restriction in regard to dividend, return of capital, voting or otherwise, as the general meeting resolving upon such increase directs. Power to increase capital
58. Subject to any direction to the contrary that may be given by the Company in Meeting of Members, all new shares shall, before issue, be offered to existing Members as at the date of the offer are entitled to receive notices from the Company of Meeting of Members in proportion as nearly as the circumstances allow, to the amount of the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of those shares in such manner as they think most beneficial to the Company. The Directors may also dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the Directors, be conveniently offered under this Clause. Notwithstanding the foregoing, the Company may apply to the Exchange on which the Company's shares are listed for waiver of convening general Issue of new shares

Registration No.

197201001795 (13487-A)

meetings to obtain shareholders' approval for further issues of shares (other than bonus or rights issues) where in accordance with Section 76 of the Act, there is still in effect a resolution approving the issuance of shares by the Company and the aggregate issued during the preceding twelve (12) months do not exceed ten (10) per centum (or such other percentage as the Exchange may from time to time allow either in respect of a particular financial year, generally or otherwise) of the total number of issued shares.

59. The Company may by Special Resolution:-
- Power to alter its share 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 share from which the subdivided share is derived;
 - (b) Sub-divide its shares or any of the shares, whatever is in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived. Any resolution whereby any share is subdivided may determine that, as between the Holders of shares resulting from such subdivision, one (1) or more of such shares may have such preferred or other special rights over, or may be given any preference or advantage as regards distributions, including dividends, return of capital voting or otherwise over the other or others of such shares;
 - (c) Convert all or any of its issued shares into stock and may reconvert that stock into fully paid shares;
 - (d) Reduce its share capital in any manner authorised and subject to any conditions prescribed by the Act; or
 - (e) Subject to the provisions of this Constitution and the Act, convert and/or reclassify any class of shares into another class of shares.
- Power to reduce capital
60. Except so far as otherwise provided by the conditions of issue in this Constitution or the Central Depositories Act or the Rules, any share 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 payments of calls, lien, transfer, transmission, forfeiture and otherwise as the original share capital.

MODIFICATIONS OF CLASS RIGHTS

61. Subject to the provisions of the Act, all or any of the rights, privileges or conditions for the time being attached or belonging to any class of shares for the time being forming part of the share capital of the Company inclusive but not limited to the repayment of preference capital other than redeemable preference capital may from time to time be modified, affected, varied, extended or surrendered in any manner with the consent in writing of the holders representing not less than seventy-five (75) per centum of the total voting rights of the Members of that class or with the sanction of a Special Resolution passed at a separate meeting of the Members of that class. To any such separate meeting all the
- Modification of rights

Registration No.

197201001795 (13487-A)

provisions of this Constitution as to Meeting of Members of the Company shall mutatis mutandis apply. Provided however that in the event the necessary majority for such a Special Resolution not having been obtained, consent in writing may be secured by Members holding at least seventy-five (75) per centum of the issued shares of the class and such consent if obtained within two (2) months from the date of the separate Meeting of Members shall have the force and validity of a Special Resolution carried at the meeting.

62. 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 in that class be deemed to be varied by the creation or issue of further shares ranking as regards to participation in the profits or assets of the Company in some or in all respects pari passu therewith. Rights not varied

GENERAL MEETINGS

63. 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 or Meeting of Members. All general meetings shall be held at such time and place as the Directors shall determine. Annual General Meeting
64. An extraordinary general meeting may be convened by the Directors whenever they think fit. In addition, an extraordinary general meeting may be convened on such requisition as provided by Sections 310 and 311 of the Act. The Directors shall call for the meeting in accordance with Section 312 of the Act. Convening Extraordinary General Meetings
- 64A. If the Directors do not convene the meeting in accordance with Clause 64, the Members who requisitioned the meeting, may call for the meeting in the manner provided in Section 313 of the Act. Any meeting convened by requisitionist shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Directors. Requisitionists may convene general meeting
65. (a) Subject to the provisions of the Act, the notice for convening meetings of Members shall be given to all Members, Directors and auditors of the Company at least fourteen (14) days before the meeting or at least twenty one (21) days before the meeting where any Special Resolution is to be proposed or where it is an annual general meeting (excluding both of the day on which the notice is served, but inclusive of the day for which notice is given). At the same time as Members are notified, every such meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to the Exchange and to the Exchange upon which the Company is listed. For the purposes of this Clause, the reference to a 'Member' includes any person who is entitled to a share in consequence of the death or bankruptcy of a Member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting and the Company has been notified of the person's entitlement in writing. Notice of Meeting
- (b) The Company shall request in writing to the Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company.

Registration No.

197201001795 (13487-A)

- (c) The Company shall also request the Depository in accordance with the Rules, to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than three (3) Market Days before the general meeting ("**General Meeting Record of Depositors**"). The General Meeting Record of Depositors shall be the final record of all Depositors who shall be deemed to be the registered holders of ordinary shares of the Company eligible to be present and vote at such meetings.
- (d) Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable) and notwithstanding any provision in the Act, a Depositor shall not be regarded as a Member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.

65A. Every notice convening a meeting shall include the following:-

Content of notice of meetings

- (a) the place, the day, the date and the time of meeting and the general nature of business of the meeting;
- (b) if the meeting is an Annual General Meeting, a statement specifying the meeting as such;
- (c) if the meeting is convened to consider a Special or Ordinary Resolution, it shall specify the intention to propose the resolution as a Special or Ordinary Resolution, as the case may be;
- (d) if the meeting is convened to pass a Special Resolution, it shall specify the intention to propose the resolution as a Special Resolution accompanied by an explanatory statement regarding the effect of any proposed resolution in respect of such business;
- (e) a statement with reasonable prominence that a Member entitled to attend and vote is entitled to appoint proxy(ies) to attend, participate, speak and vote instead of him;
- (f) a statement with reasonable prominence that a Member who appoints more than one (1) proxy in relation to a meeting must specify the proportion of the Member's shareholding to be represented by each proxy; and
- (g) any notice of a general meeting called to consider special business must be accompanied by an explanatory note which contains the necessary information to enable a Member to make an informed decision.

The notice of general meetings may include text of any proposed resolution and other information as the Directors deem fit.

66. Subject always to the provisions of the Act, no business shall be transacted at any general meeting 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. An annual general meeting may be called by a notice shorter than the period as specified in Clause 65 if so agreed by all Members entitled to attend and vote at the meeting. A Meeting of Members other than an annual general

Special Business

Registration No.

197201001795 (13487-A)

meeting may be called by a notice shorter than fourteen (14) days if so agreed by the majority in the number of Members entitled to attend and vote at the meeting, who together hold not less than ninety-five (95) per centum in the number of the shares giving a right to attend and vote at the meeting, excluding any shares in the Company held as treasury shares.

- 66A. Where by any provisions of the Act, special notice is required of a resolution, the resolution shall not be effective unless notice of intention to move it has been given to the Company at least twenty-eight (28) days before the meeting at which it is moved and the Company shall, where practicable, give its Members notice of any such proposed resolution at the same time and in the same manner as it gives notice of the meeting or, if that is not practicable shall give them notice thereof, at least fourteen (14) days before the meeting, by advertising it in one (1) widely circulated newspaper in Malaysia in the national language and one (1) widely circulated newspaper in Malaysia in the English language, but if after notice of the intention to move such a resolution has been given to the Company, a meeting is called on a date twenty-eight (28) days or less after the notice has been given, the notice although not given within the time required by this Clause shall be deemed to be properly given. Resolution requiring special notice
67. The accidental omission to give any notice of any meeting to or the non-receipt of any such notice by any of the Members shall not invalidate the proceedings at any general meeting or any resolution passed thereat. Omission to give Notice
68. The Company may hold a meeting of its Members at more than one (1) venue using any technology or method that allows Members a reasonable opportunity to participate and to exercise the Members' rights to speak and vote at the meeting and the Chairperson shall be present at the main venue of the meeting in Malaysia; and participation by Members at different venues shall be deemed as present at the said 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. All business transacted in the manner as specified in this Constitution and for the purpose of this Clause shall be deemed to be validly and effectively transacted at a meeting. Venues and technology for meeting

PROCEEDINGS AT GENERAL MEETINGS

69. 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 herein otherwise provided, two (2) Members personally present at a meeting or by proxy shall be a quorum. For the purpose of constituting a quorum, one (1) or more representatives appointed by a corporation shall be counted as one (1) Member; or one (1) or more proxies appointed by a person shall be counted as one (1) Member. Quorum
70. 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 or in any other case, it shall stand adjourned to the same day in the next week (or if that day is a public holiday, then to the next business day following that 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 and if at such adjourned meeting, a quorum is not Adjournment if quorum not present

Registration No.

197201001795 (13487-A)

present within fifteen (15) minutes from the time appointed for holding the meeting the Members present shall be a quorum.

71. The Chairman of the Board (if any) shall preside as the chairperson at every meeting of the Members of the Company. If there is no such Chairman or if at any meeting the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting or if he is not willing to act as chairman, the Directors present shall choose one (1) of the Directors to act as the chairperson of the meeting, or if one (1) Director only is present, he shall preside as the chairperson if he is willing to act. If no Director is present, or if each of the Directors present declines to take the chair, the persons present and entitled to vote shall elect one (1) of the number to be the chairperson of the meeting of the Members. The election of the chairman shall be by a show of hands. However, a proxy shall not be eligible for election as chairperson of the meeting. Chairman
- 71A. No business except the election of the chairman or the adjournment of the meeting shall be transacted or discussed at any general meeting while the chair is vacant. No business to be transacted while chair is vacant
72. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. Adjournment
73. Subject to any express requirement of the Listing Requirements, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:- Method of voting
- (a) by the Chairman of the meeting; or
 - (b) by at least three (3) Members present in person or by proxy and entitled to vote; or
 - (c) by any Member present in person or by proxy and representing not less than ten (10) per centum of the total voting rights of all the members having the right to vote at the meeting; or
 - (d) by a Member holding shares in the company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than ten (10) per centum of the total paid up shares conferring that right.

Unless a poll is so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

Registration No.

197201001795 (13487-A)

74. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs (including the use of a ballot or voting papers or tickets or electronically using various forms of electronic voting devices), and the result of the poll shall be the resolution of the meeting at which the poll was demanded. A poll shall not be demanded on the election of a Chairman of general meeting and the adjournment of meeting. A poll demanded on a question of adjournment shall be taken immediately. A poll taken on any other question shall be taken immediately or at such subsequent time (not being more than thirty (30) days from the date of the meeting). No notice need to be given of a poll not taken immediately. 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 adjourn the meeting to some place and time fixed for the purpose of declaring the results of the poll. Taking of poll
- 74A. If the Company is listed, and subject to any provisions to the contrary in the Listing Requirements: Resolutions of listed issuers to be voted by poll
- (a) any resolution set out in the notice of any general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting shall be voted on by poll; and
 - (b) the Company must appoint at least one (1) scrutineer to validate the votes cast at the general meeting. Such scrutineer must not be an officer of the listed issuer 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 declare such interest and thereupon refrain from acting as the scrutineer for that resolution. For this purpose, "officer" and "related corporation" shall have the meaning assigned to them in Sections 2 and 3 of the Act respectively.
75. 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. Chairman's casting vote

VOTE OF MEMBERS

76. Subject to Clauses 65(b), 65(c) and 65(d), a registered holder of ordinary shares shall be entitled to be present and to vote at any general meeting in respect of any share or shares upon which all calls due to the Company have been paid. Voting rights of Members
77. An Ordinary Resolution of the Members or a class of Members of the Company means a resolution shall be passed by a simple majority of more than half of such Members who are entitled to vote and do vote in person, or where proxies are allowed, by proxy at a Meeting of Members. Ordinary Resolution & Special Resolution

A Special Resolution of the Members or class of Members of the Company means a resolution of which a notice of not less than twenty-one (21) days has been given and shall be passed by a majority of not less seventy-five (75) per centum of such Members

Registration No.

197201001795 (13487-A)

who are entitled to vote and do vote in person, or where proxies are allowed, by proxy at a Meeting of Members.

78. Subject to this Constitution and to any rights or restrictions for the time being attached to any class or classes of shares and subject to Clause 83, at meetings of Members or classes of Members, each Member entitled to vote may vote in person or by proxy or by attorney or in the case of a corporation by a representative on any question and on a show of hands every person present who is a Member or a representative or proxy of a Member shall have one (1) vote, and on a poll every Member present in person or by proxy or by attorney or other duly authorised representative shall have one (1) vote for each share he holds. Right to vote
- 78A. 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
- 78B. The joint holders of shares of the Company shall be considered as one (1) Member. If joint holders of shares of the Company purport to exercise the power in the same way, the power is treated as exercised in that way; where as if the joint holders do not purport to exercise the power in the same way, the power is treated as not exercised. Joint holders of shares and their votes
79. 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 a mental disorder may vote, whether on a show of hands or on a poll, by his committee or by such other person as properly has the management of his estate, and any such committee or other person may vote by proxy or attorney. Any person entitled under the transmission Clause hereof to transfer any shares, may vote at any general meeting in respect thereof in the same manner as if he was the registered holder of such shares provided that forty-eight (48) hours at least before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote, he shall satisfy the Directors of his right to transfer such shares unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof. Voting rights of Members of unsound mind
80. A Member shall be entitled to be present and to vote on any question either personally or by proxy at any General Meeting or upon a poll and to be reckoned as part of a quorum in respect of any fully paid up shares and of any shares upon which calls due and payable to the Company shall have been paid, but shall not be entitled so to vote or to exercise any privilege as a Member in respect of any shares upon which any call or other sum so due and payable shall be unpaid. No right to vote where a call is unpaid
- 80A. 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 purpose. 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
81. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. No restriction on proxy
82. (a) A Member entitled to attend and vote at a general meeting of the Company, or at a general meeting of any class of Appointment of proxies

Registration No.

197201001795 (13487-A)

Members of the Company, shall be entitled to appoint more than one (1) proxy to attend, participate, speak and vote instead of the Member at a general meeting. Where a Member appoints more than one (1) proxy in relation to a general meeting, he shall specify the proportion of his shareholdings to be represented by each proxy, failing which the appointment shall be invalid.

- (b) Where a Member of the Company is an Exempt Authorised Nominee which holds Deposited Securities 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.
83. The instrument appointing a proxy shall be in writing (in the common or usual form) 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. The Directors may but shall not be bound to require evidence of the authority of any such officer or attorney. The instrument appointing a proxy authorises the proxy(ies) to demand or join in demanding a poll. A Member of the Company 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 any person as his proxy to attend and vote instead of the Member at the meeting. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak and vote at the Meeting and upon appointment a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Member is not precluded from attending the meeting in person after lodging the instrument of appointing the proxy; however, such attendance shall automatically revoke the authority granted to that Member’s proxy. Deposit of instrument of proxy
84. The instrument appointing a proxy shall be in such form as the Board may from time to time prescribe or approve subject to such variations or circumstances as the Act or Listing Requirements may require. Unless the contrary is stated thereon an instrument appointing a proxy, whether in the usual common form or not, shall be valid for any adjournment of the meeting as for the meeting to which it relates. Instrument appointing a proxy
- 84A. (a) Subject to the Act and the Listing Requirements, the Directors or any agent of the Company so authorised by the Directors, may accept the appointment of proxy received by Electronic Communication on such terms and subject to such conditions as they consider fit. The appointment of proxy by Electronic Communication shall be in accordance with this Clause and shall not be subject to the requirements of Clause 85. Appointment of proxy via Electronic Communication
- (b) For the purposes of this Clause, the Directors may require such reasonable evidence they consider necessary to determine and verify:-
- (i) The identity of the Member and the proxy; and
 - (ii) Where the proxy is appointed by a person acting on behalf of the Member, the authority of that person to make the appointment.

Registration No.

197201001795 (13487-A)

- (c) Without prejudice to this Clause, the appointment of a proxy by Electronic Communication must be received at the Electronic Address specified by the Company in any of the following source and shall be subject to any terms, conditions or limitations specified therein:-
- (i) Notice calling the meeting;
 - (ii) Instrument of proxy sent out by the Company in relation to the meeting; or
 - (iii) Website maintained by or on behalf of the Company.
- (d) An appointment of proxy by Electronic Communication must be received at the Electronic Address specified by the Company pursuant to Clause 84A(c) not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote, or in the case of a poll, 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.
- (e) An appointment of proxy by Electronic Communication which is not made in accordance with this Clause shall be deemed invalid.
85. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office of the Company, or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. Instrument to be left at Company's office
86. The instrument appointing a proxy shall be deemed to confer authority generally to act at any meeting for the Member giving the proxy and shall, unless the contrary is stated thereon be valid as well for any adjournment of the meeting as for the meeting to which it relates. Extent of authority
87. A proxy so appointed by a member shall be entitled to exercise all or any of the member's rights to attend, participate, speak and vote at a Meeting of Members of the Company. A vote given in accordance with the terms of an instrument of proxy or power of attorney or any other authority, shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, or the transfer of the share in respect of which the instrument is given, if no intimation in writing of such death, unsoundness of mind, revocation, or transfer as aforesaid has been received by the Company at the Office not less than forty-eight (48) hours before the commencement of the meeting or adjourned meeting at which the person named in the instrument proposed 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 be treated as valid. When vote by proxy valid though authority revoked
- 87A. A Member of the Company is permitted to give the Company notice of termination of a person's authority to act as proxy not less than twenty-four (24) hours before the time appointed for Time for termination of proxy

Registration No.

197201001795 (13487-A)

holding the meeting or an adjourned meeting. The notice of termination of a person's authority to act as proxy must be in writing and be deposited at the Office or at such other place within Malaysia.

CORPORATION ACTING BY REPRESENTATIVES

88. Subject to Section 333 of the Act, any corporation which is a Member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any Meeting of Members of the Company or of any class of Members or representative of the Company, and the person or persons so authorised until his authority is revoked by the corporation shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it was an individual member of the Company.
- Corporate Representatives

DIRECTORS

89. All the Directors of the Company shall be natural persons of full age and until otherwise determined by a general meeting, the number of Directors shall not be less than two (2) nor more than ten (10).
- Appointment and number of Directors
90. 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 one-third (1/3) shall retire from office and be eligible for re-election provided always that all Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election.
- Retirement of Directors
91. 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
92. The Company at the meeting at which a Director so retires may fill the vacated office by electing a person thereto, and in default 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, unless at that meeting it is expressly resolved not to fill the vacated office or unless a resolution for the re-election of that Director is put to the meeting and lost or some other person is elected a Director in place of the retiring Director.
- Filling vacated office
93. No person not being a retiring Director shall be eligible for election to the office of Director at any general meeting unless a Member intending to propose him has, at least eleven (11) clear days 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, 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
- Notice of intention to appoint Director

Registration No.

197201001795 (13487-A)

and every candidature for election as a Director shall be served on the registered holders of shares at least seven (7) days prior to the meeting at which the election is to take place.

- 93A. 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
94. 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 go out of office. Number of Directors
95. The Directors shall have the power at any time, and from time to time, to appoint any person to be Director, subject to approval from relevant authorities where required, either to fill a casual vacancy or as an addition to the existing Directors, but the total number of Directors shall not at any time exceed the maximum number fixed in accordance with this Constitution. Any Director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting. Directors may fill casual vacancy
96. The Company may, by Ordinary Resolution of which special notice is given in accordance with the Act, remove any Director before the expiration of his period of office notwithstanding any provision of this Constitution or of any agreement between the Company and such Director, and may at the same meeting by Ordinary Resolution of which special notice has been given appoint another person in his stead; the person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In default of any appointment, the vacancy arising may be filled by the Directors in accordance with the provisions of this Constitution. Removal of Directors
97. The fees of the Directors, and any benefits payable to the Directors including any compensation for loss of employment of a Director shall from time to time be determined by an Ordinary Resolution of the Company in general meeting and shall (unless such resolution otherwise provides) be divided among the Directors in such proportions and manner as the Directors may determine or failing agreement, equally. Provided always that:- Remuneration of Directors
- (i) Fees payable to Directors who hold no executive office in the Company shall be paid by a fixed sum and not by a commission on or percentage of profits or turnover.
 - (ii) Salaries and other emoluments including benefits payable to Directors who hold executive office in the Company pursuant to a contract of service need not be determined by the Company in general meeting but such salaries and emoluments may not include a commission on or percentage of turnover.
 - (iii) Subject to the Applicable Laws, a Director may appoint a person approved by a majority of his co-Directors to act as his alternate, provided that any fee or benefits paid by the

Registration No.

197201001795 (13487-A)

Company to the Alternate Director shall be deducted from that Director's remuneration.

98. The Directors shall be paid all their travelling and other expenses properly and necessarily expended by them in and about the business of the Company including their travelling and other expenses incurred in attending meetings of the Directors or of any committee of the Directors or otherwise howsoever incurred in the course of the performance of their duties as Directors. Expenses
99. 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 profits or turnover) as may be determined by the Company in general meeting and such remuneration may be either in addition to or in substitution for his or their share in the remuneration from time to time provided for the Directors. Extra remuneration
100. There shall be no shareholding qualification for the Directors. No Share qualification
101. The office of Director shall become vacant if the Director:- Disqualification of Directors
- (a) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Mental Health Act 2001;
 - (b) becomes disqualified from being a Director under the Act, or the securities laws as defined in the Listing Requirements or any other Applicable Laws, or is convicted by a court of law, whether in Malaysia or elsewhere;
 - (c) resigns his office by notice in writing to the Company at its Office;
 - (d) is removed from his office of Director by resolution of the Company in general meeting of which special notice has been given in accordance with the Act;
 - (e) has retired in accordance with this Constitution but is not re-elected;
 - (f) dies;
 - (g) has not attended at least 75% of the total Board's meetings held during a financial year, unless otherwise exempted by the Exchange or other regulatory bodies, where applicable, on application by the Company.

ALTERNATE DIRECTOR

- 101A. Subject always to the Applicable Laws:- Alternate Directors
- (1) Each Director shall have power from time to time to nominate any person to act as his alternate provided that (i) such person is not a Director of the Company, (ii) such person does not act as an alternate for more than one Director of the Company, (iii) the appointment is approved by a majority

Registration No.

197201001795 (13487-A)

of the other members of the Board, and (iv) any fee or benefits paid by the Company to an Alternate Director shall be deducted from that Director's remuneration. The Director may at his discretion remove such Alternate Director and nominate another in his place, if any.

- (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 general meetings and meetings of the Directors and to attend, speak and vote and be counted for the quorum at any such meeting at which his appointor is not present.
- (3) Any appointment so made may be revoked at any time by the appointor or by a majority of the Directors, and any appointment or removal of an Alternate Director shall be by notice in writing to the Company signed by the Director or Directors making or revoking the appointment delivered at the Office of the Company or the Secretary of the Company either by hand, post, facsimile or in any Electronic Communication.
- (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) A Director shall not be liable for the acts and defaults of any Alternate Director appointed by him.
- (6) An Alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being required under this Constitution or the Act.

POWERS AND DUTIES OF DIRECTORS

102. The business of the Company shall be managed by or under the direction of the Board who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, the Act or by this Constitution or the Applicable Laws, required to be exercised by the Company in general meeting, subject, nevertheless, to any of these Clauses, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions as may be prescribed by Special Resolution of the Company in Meeting of Members; but no regulations so made by the Company in Meeting of Members shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made. The general powers given by this Constitution shall not be limited or restricted by any special authority of power given to the Directors by any other Clauses. General power of Directors to manage the business of the Company
- 102A. A Director shall at all times exercise his powers in accordance with the Act, for a proper purpose, in good faith and in the best interest of the Company and act honestly and use reasonable care, skill and diligence in the discharge of the duties of his office and shall not make use of any information acquired by virtue of Discharge of duties

Registration No.

197201001795 (13487-A)

his position to gain directly or indirectly an improper advantage for himself or for any other person or to cause detriment to the Company.

103. The Board 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 thereto, and to issue debentures, debenture stock and other Securities whether outright or as security for any debt liability or obligation of the Company or of its related companies only. Borrowing powers
104. The Directors may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of bonds, perpetual or redeemable, debentures or debenture stock or any mortgage, charge or other security on the undertaking or the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being. Conditions on which money may be borrowed
- 104A. The Company may in general meeting grant a right for the holders of bonds, debentures, debenture stock or Securities to exchange the same for the shares in the Company authorised to be issued. Exchange for shares
- 104B. Subject as aforesaid, the Directors may secure or provide for the payment of any moneys to be borrowed or raised by mortgage of or charge upon all or any part of the undertaking or property of the Company, both present and future, and any capital remaining unpaid upon shares of the Company, whether called up or not or by any other security, and the Directors may confer upon any mortgagees or persons in whom any debentures, debenture stock or security is vested, such rights and powers as they think necessary or expedient; and they may vest any property of the Company in trustees for the purpose of securing any money so borrowed or so raised, and confer upon the trustees or any receiver to be appointed by them or by any debenture holder, such rights and powers as the Directors may think necessary or expedient in relation to the undertaking or property of the Company, or the management, or the realisation thereof, of the making, receiving or enforcing of calls upon the Members in respect of unpaid capital and otherwise, and may make and issue debentures to trustees for the purpose of further security, and any such trustees may be remunerated. Nature of security
- 104C. Debentures, debenture stock or other Securities may be made assignable free from any equities between the Company and the person to whom the same may be issued. Any debentures, debenture stock, bonds or other Securities may be issued with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at general meetings of the Company, appointment of Directors and otherwise. Securities may be assignable free from equities and be issued with special privileges
- 104D. The Directors shall cause proper register to be kept in accordance with the provisions of the Act of all charges specifically affecting the property of the Company and all floating charges on the undertaking or any property of the Company and shall duly comply with the requirements of the Act in regard to the registration of charges therein specified and otherwise. Register of charges to be kept
- 104E. If the Directors or any of them, or any other persons shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to Power of Directors to indemnify out of Company asset

Registration No.

197201001795 (13487-A)

secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.

105. The Board may give security for the payment of any monies payable by the Company in like manner as for the payment of money borrowed or raised, but in such case the amount shall be reckoned as part of the money borrowed. The Board may establish and maintain or procure the establishment and maintenance of a non-contributory or contributory pension, provident or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments, any persons who are or were at any time in the employment of service of the Company or its predecessors in business or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and holding or who held any salaried employment or office in the Company or such predecessors or other company and the wives, widows, families and dependants of any such persons, and may take out policies of insurance and pay the premiums reserved thereby for or towards the insurance of any such persons as aforesaid, and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, to give particulars with respect thereto being disclosed to the Members and to the proposal being approved by the Company by Ordinary Resolution, a Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument. A Director may be counted in the quorum present at a meeting upon the consideration of a motion in respect of any matter referred to in this Clause and may vote as a Director upon any resolution in respect of any such matter notwithstanding that he is personally interested in such matter but only where such matter is intended to be for the benefit generally of all, or any classes, of such employees and servants or former employees or servants (including Directors or other officers) and/or their respective wives, widows, families and dependants.
106. The Board may from time to time by power of attorney appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorneys or attorney of the Company for such purposes and with such powers, authorities, and discretions (not exceeding those vested in or exercisable by the Board under this Constitution) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorneys or attorney as the Board may think fit and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him. Power to appoint Attorneys
107. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors from time to time determine. Signatures of cheques and bill
108. Unless otherwise permitted under the Act and subject to the Applicable Laws, a Director shall not without obtaining the prior approval of the Members in a Meeting of Members:- Requirement of obtaining Members approval

Registration No.

197201001795 (13487-A)

- (a) carry into effect any proposal or execute any transaction for the acquisition of an undertaking or property of a substantial value, or the disposal of a substantial portion of or a controlling interest in the Company's undertaking or property as described under the Act.
- (b) exercise any power of the Company to issue shares, unless otherwise permitted under the Act and this Constitution.
- (c) enter into any arrangement or transaction with a Director or a substantial shareholder of the Company or its holding company or with a person connected with such a Director or substantial shareholder to acquire from or dispose to such a Director or substantial shareholder or persons connected with such Director or substantial shareholder, any shares or non-cash assets of the requisite value as described under the Act.
- (d) issue warrants on such terms and subject to such conditions which may be resolved upon by the Directors which confers a right to the registered holder of warrant to subscribe equity of the Company.

PROCEEDINGS OF DIRECTORS

109. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. A Director may at any time or the Secretary shall on requisition of a Director summon a meeting of the Directors. Meeting of the Directors may be held in or outside Malaysia. Meetings of Directors
- 109A. (a) Unless otherwise determined by the Directors from time to time, at least seven (7) days' notice of all Directors' meetings shall be given by hand, post, facsimile, Electronic Form or other form of Electronic Communications to all Directors and their Alternate Directors, except in the case of an emergency, where reasonable notice of every Directors' meeting shall be given in writing. It shall not be necessary to give any Director or Alternate Director, who does not have an address in Malaysia, registered with the Company, notice of a meeting of the Directors by hand or by post. Notice of Directors' Meeting
- (b) Any Director may waive notice of any meeting either prospectively or retrospectively.
- (c) The notice of each Directors' meeting shall be deemed to be served on a Director upon delivery if delivered by hand, or immediately if sent by facsimile, Electronic Form or other form of Electronic Communications or if sent by post, on the day on which a properly stamped letter containing the notice is posted.
- 109B. (a) Subject to the Applicable Laws for the time being in force, all or any other members of the Board or any Committees of the Board may participate in the meeting of the Board of Directors or Committee of the Board (as the case may be) by means of a telephone conference, video conference, or any other communication equipment which allow all persons participating in the meeting to hear and/or see each other simultaneously and instantaneously ("**Communication Equipment**"). Meetings of Directors by means of conference telephone, electronic or any communication facilities

Registration No.

197201001795 (13487-A)

- (b) A person so participating by conference, telephone, electronic or such other communication facilities shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted towards the quorum notwithstanding the fact that he is not physically present at the venue where the meeting is to be held. For the purposes of recording attendance, the Chairman or the Secretary shall mark on the attendance sheet that the Directors were present and participating by Communication Equipment.
- (c) For the avoidance of doubt, such meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting is at the start of the meeting.
- (d) Such a meeting shall not be deemed to have proceeded for such period or periods where the conference telephone, electronic or such other communication facilities have been disconnected.
- (e) The chairman of such a meeting shall have the discretion to postpone the meeting which had been disconnected and which cannot be reconnected within a reasonable time, to another date and time to be agreed by the participants of the meeting.
110. The quorum necessary for the transaction of business of the Directors shall be at least half of the Board members to be present and a meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretion by or under this Constitution vested in or exercisable by the Directors generally. **Quorum**
111. Questions arising at any meeting shall be decided by a majority of votes, each Director having one (1) vote and in case of an equality of votes, the Chairman shall have a second or casting vote. Save that where two (2) Directors form a quorum, the Chairman of a meeting at which only such a quorum is present, or at which only two (2) Directors are competent to vote on the question at issue, shall not have a casting vote. **Votes of Directors**
112. (i) Director shall not participate in any discussion or vote in respect of any contract or proposed contract or arrangement in which he or any person connected with him has, direct or indirect interest, and if he should do so his vote should not be counted, nor shall he be counted in the quorum present at the meeting but subject to Clause 112(iii), neither of these prohibitions shall apply to:- **Restriction of voting**
- (a) any arrangement for giving any Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; or
- (b) to any arrangement for the giving by the Company any security to a third party in respect of a debt or obligation of the Company for which the Director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security;
- and this prohibitions may at any time be suspended or released to any extent, and either generally or in respect of any particular contract, arrangement or transaction, by the

Registration No.

197201001795 (13487-A)

Company in General Meeting via Ordinary Resolution. Notwithstanding the above, any Director, having direct or indirect interest, or whose persons connected thereto, has direct or indirect interest, in any such contract or arrangement, shall notify the Board of such interest.

- (ii) A Director may hold any other office or place of profit under the Company or under any company in which the Company shall be a shareholder or otherwise interested (other than the office of auditors) in conjunction with his office of Director for such period and on such terms (as to remuneration or otherwise) as the Director 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 profits or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established, provided always that relevant provisions of the Act, the Listing Requirements and this Constitution are complied with. Director may hold other office under the Company
- (iii) A Director notwithstanding his interest may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company, (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of, or the fixing of the terms thereof. Director appointed to a meeting to hold other office to be counted in quorum
- (iv) Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, providing that nothing herein contained shall authorise a Director or his firm to act as auditor of the Company and provided further that such shall be upon normal commercial terms. Director may act in a professional capacity
- (v) A general notice that a Director is a member of or interested in any specified firms or corporation with whom any contract is proposed to be entered into in relation to the affairs of the Company which is given to comply with the requirements of the Act is to be regarded as interested in all transactions with such firm or corporation shall be a sufficient disclosure under this Constitution as regards such Director and the said transaction and after such general notice it shall not be necessary for such Director to give any special notice relating to any particular transaction with such firm or corporation. General notice of interest in contracts
- (vi) Every Director shall comply with the provisions of the Act in connection with the disclosure of his shareholding and interests in the Company and his interest in any contract or proposed contract with the Company and in connection with the disclosure, every Director shall state the fact and the nature, character and extent of any office or possession of any property whereby whether directly or indirectly, duties or interests might be created in conflict with his duty or interest as a Director of the Company. Disclosure of interest

Registration No.

197201001795 (13487-A)

- (vii) 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 manner aforesaid.
113. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the minimum number fixed by or pursuant to the Constitution of the Company as the necessary quorum of the Board, the continuing Directors or Director may except in an emergency, only act for the purpose of increasing the number of Directors to such minimum number or to summon a members' meeting of the Company, but for no other purpose. Continuing Directors may act notwithstanding vacancy
114. The Board may elect and remove a Chairman of the Board and may determine the period for which such officers shall respectively hold office. The Chairman (if any) or, in the absence of the Chairman, the senior in appointment among them, shall preside at all meetings of the Board. If such officers have not been appointed, or if no such officer is present within ten (10) minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be Chairman of such meeting. Chairman of Directors
- 114A. The Board may establish any committees, Local Boards or Agencies for managing any of the affairs of the Company, either in Malaysia or elsewhere, and may appoint persons to be members of such committees, Local Boards, or Managers or Agents, and may fix their remuneration and may delegate to any committees, Local Boards, Managers or Agents any of the powers, authorities and discretions vested in the Board with power to sub-delegate and may authorise the members of any committees, Local Boards or any of them to fill any vacancy therein, and to act notwithstanding vacancies, and such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit, and the Board may remove any person so appointed and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby. Power to delegate
115. The Board may delegate any of their powers (other than their power to make calls on or to forfeit shares or the powers exercisable by the Board under the Act) to committees consisting of such members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board. Power to appoint Committee
116. The meetings and proceedings of any such committee consisting of two (2) or more members shall be governed by the provisions of this Constitution regulating the meetings and proceedings of the Directors so far as the same are applicable. Meeting of committees

Registration No.

197201001795 (13487-A)

- 116A. A committee, local board or agency may elect a chairman of its meetings; if no such chairman is elected or if at any meeting the chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the members present may choose one (1) of their number to be chairman of the meeting. Chairman of committee
117. All acts done by any meeting of the Board or of a committee of the Board or by any person acting as a Director, local board or agency shall be regarded as persons dealing in good faith with the Company, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified to be a Director. Validity of acts of Directors in spite of some formal defects
118. A resolution in writing signed or approved by letter, telegram, telex, facsimile or other electronic means by majority of Directors entitled to receive notice of meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted. All such resolutions shall be described as "Directors' Written Resolution" and shall be forwarded or otherwise delivered to the Secretary without delay and shall be recorded by him in the Company's Minute Book. Any such resolution may consist of several documents in like form, each signed by one or more directors and shall constitute as one and the same resolution. Resolution in writing

MANAGING DIRECTOR

119. (a) The Board may, subject to the Applicable Laws, from time to time appoint any one or more of their body to be Managing Director or Managing Directors of the Company or person(s) holding equivalent positions(s) by whatever name called and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their places. Appointment of Managing Director
- (b) A Managing Director shall not, while he continues to hold that office, be subject to retirement by rotation, and he shall not be taken into account in determining the rotation of retirement of Directors, but he shall be subject to the same provisions as to removal as the other Directors of the Company, and if he ceases to hold the office of Director he shall, ipso facto and immediately, cease to be a Managing Director (subject to the terms of any contract of service between him and the Company). Managing Director not to be subject to retirement
- (c) The remuneration of a Managing Director shall from time to time be fixed by the Board and may be subject to terms of any agreement whether by way of salary or commission or participation in profits or otherwise or by any of all of these modes but he shall not under any circumstances be remunerated by a commission on or a percentage of turnover. Remuneration of Managing Director
- (d) A Managing Director shall at all times be subject to the control of the Board. The Board may entrust to and confer upon a Managing Director any of the powers exercisable by the Board upon such terms and conditions and with such restrictions as the Board may think fit, and either collaterally Powers of Managing Director

Registration No.

197201001795 (13487-A)

with or to the exclusion of the Board's own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

CHIEF EXECUTIVE OFFICER

120. Subject to the relevant requirements, the Board may from time to time, appoint a Chief Executive Officer on such term(s) and at such remuneration (not being by way of a commission on or a percentage of turnover) as they may think fit and at their discretion, remove or suspend but without prejudice to any claim he may have for damages for any breach of contract of service against the Company. A Chief Executive Officer of the Company, and subject to the control of the Board, have general supervision of the business of the Company and its staff. Chief Executive Officer

SECRETARY

121. The Secretary shall in accordance with the Act be appointed by the Board for such term, at such remuneration, and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them in accordance with the terms of appointment. The Board may also appoint a Joint Secretary. Subject to the terms of appointment, a Secretary may resign from his office by giving a notice to the Board. The Company or the Board shall upon receipt, lodge the notice of resignation to the Registrar within fourteen (14) days or from the effective date of resignation as stated in the notice of resignation accordingly. Secretary

SEAL

122. (a) The Company may have a Seal, which shall be in accordance with the Act, as the Board may determine. Seal
- (b) The Board shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board or of a committee authorised by the Board in that, and every instrument to which the Seal shall be affixed in the presence of and signed by a Director and shall be countersigned by a Secretary or by a Second Director or by some other person appointed by the Board for the purpose, save and except that, in the case of a certificate or other document of title in respect of any share, stock, loan stock or debenture as defined in the Act or any other obligations, warrants, call warrants or Securities and instruments of any kind whatsoever relating to all the aforesaid created or issued or dealt with or marketed or sold by the Company, such certificate or document of title may be created or issued pursuant to Clause 122(c), as the case may be, and the Board may by resolution determine that such signatures may be affixed by some mechanical electronic facsimile or autographical means or by such other means to be specified by the Board from time to time in such resolution..
- (c) Where the Company has a Seal, the Company may exercise the powers conferred by the Act with regard to having an Official Seal for use abroad, and such powers shall be vested in the Board, or an official seal that may be used to seal Securities issued by the Company or documents creating or

Registration No.

197201001795 (13487-A)

evidencing Securities so issued, which shall be in accordance with the Act, as the Board may determine.

MINUTES AND BOOKS

123. The Directors shall cause minutes to be duly entered in books provided for the purpose:- Minutes to be kept

- (a) of all appointments of officers made by the Board;
- (b) of the names of the Directors present at each meeting of the Board and of committees and of the Company in general meeting;
- (c) of all resolutions and proceedings at all general meetings of the Company and of any class of Members of the Company and of the Directors and of committees of Directors;
- (d) of all order made by the Directors and any committee of Directors.

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

124. The Directors shall duly comply with the provisions of the Act and in particular the provisions in regard to registration of charges created by or affecting property of the Company, in regard to keeping a register of Directors, Managers and Secretaries, a Register of Members, a register of mortgages and charges, a register of substantial shareholders, Directors' shareholdings and debenture holdings and in regard to the production and furnishing of copies of such registers and of any register of holders of debentures of the Company. Keeping of register, etc

124A. The books containing the minutes of proceedings of any general meeting shall be kept by the Company at the Office or the principal place of business in Malaysia of the Company and shall be open to the inspection of any Member without charge. Minutes kept at Office

ACCOUNTS

125. (i) The Board and Managers of the Company shall cause to be kept proper accounting and other records to sufficiently explain the transactions and financial position of the Company and enable true and fair profit and loss accounts and balance sheets and any documents required to be attached thereto to be prepared; and cause the accounting and other records to be kept in a manner as to enable the accounting and other records to be conveniently and properly audited. The accounting documents shall be kept at the Office of the Company or at such other place as the Board thinks fit. Notwithstanding this, the accounting and other records of operations outside Malaysia may be kept by the Company at a place outside Malaysia provided that such accounting and other records shall be sent to and kept at a place in Malaysia and be made available for inspection by the Directors at all times. Directors to keep proper accounts

Registration No.

197201001795 (13487-A)

- (ii) The Board shall in accordance with the Act cause to be prepared and laid before the Company in general meeting the audited Financial Statements together with the Directors and Auditors Report as are referred to in the Act. The interval between the close of a financial year of the Company and the issue of the annual audited Financial Statements, the Directors and Auditors' report shall not exceed four (4) months or such other period as may be prescribed by the Listing Requirements. A copy of each of the abovementioned documents in printed form or in CD-ROM or other Electronic Form permitted under the Listing Requirements or any combination thereof shall, not more than four (4) months after the close of the financial year and not less than twenty-one (21) days before the date of the annual general meeting to be sent to every Member of and to every holder of debentures of the Company and to every other person who is entitled to receive notice of annual general meetings from the Company under the provisions of the Act or of this Constitution. The requisite number of copies of each such documents as may be required by the Exchange and/or other stock exchange(s), if any, upon which the Company's shares may be listed shall at the time be likewise sent to the Exchange and/or such other stock exchange(s), provided that this Clause shall not require a copy of these documents to be sent to any member of whose address the Company is not aware but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy.
126. (a) Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act. Auditors
- (b) Subject to the provisions of the Act and any other Applicable Laws, all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment. Validity of act of Auditors in spite of some formal defect
- (c) The auditor or auditors shall be entitled to attend any general meeting and to receive all notices of and other communications relating to any general meeting which any Member is entitled to receive, and to be heard at any general meeting on any part of the business of the meeting which concerns him as auditors. Auditor's right to receive notice of and attend and speak at general meeting

AUTHENTICATION OF DOCUMENTS

127. Any Director or the Secretary or any person appointed by the Board for the purpose shall have power to authenticate any documents effecting the Constitution of the Company and any resolutions passed by the Company or the Directors, and any books, records, documents and Financial Statements relating to the business of the Company, and to certify copies or extracts therefrom as true copies or extracts; and where any books, records, documents or Financial Statements are kept elsewhere than at the Office, the local manager and other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Board as aforesaid. Power to authenticate documents

Registration No.

197201001795 (13487-A)

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

DISTRIBUTIONS AND RESERVES

129. Subject to the provisions of the Act and Listing Requirements, the Company may make a distribution of dividends to the Members, but no dividend shall be payable except out of the profits of the Company, and if the Company is solvent and shall not exceed the amount authorised by the Directors.
- Distribution of dividends out of profit
130. Subject to the provisions of the Act and Listing Requirements, the Directors may authorise a distribution at such time and in such amount as the Directors consider appropriate, if they are satisfied that the Company will be solvent immediately after the distribution is made. The Company is regarded as solvent if the Company is able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made.
- Distribution only if Company is solvent
131. No dividend or other monies payable on or in respect of a share shall bear interest against the Company.
- Dividends not to bear interest
132. The Directors may, before recommending any dividends, set aside out of the profits of the Company such sums as they deem fit, and to maintain as a reserve fund in compliance with the requirement set out in the Act or any modification thereof for the time being in force and pending any such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments as the Directors may from time to time think fit and may from time to time vary or realise such investments and dispose of all or any part thereof for the benefit of the Company, may divide any reserve fund into such special funds as they think fit, with all power to employ the assets constituting the reserve fund in the business of the Company and without being bound, keep the same separate from the other assets. The Directors may also without placing the same to reserve carry forward any profits of which they may think prudent not to distribute.
- Power to carry profit to reserve
133. 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-up or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation 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.
- Apportionment of dividends
134. 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.
- Deduction of dividends

Registration No.

197201001795 (13487-A)

135. The Directors may retain the dividends payable upon shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a Member, or which any person is under those provisions entitled to transfer, until such person shall become a Member in respect of such shares or shall transfer the same. Retention of dividends
136. The Directors in authorising a distribution may direct payment of such dividend wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other company or in any one or more of such ways and whereby any difficulty arises in regard to payment of such distribution, the Directors may settle the same as they think expedient, and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Directors. Payments of dividend in species
137. (a) Subject to the provision of the Act, the Central Depositories Act and the Rules, the Listing Requirements and/or regulatory authorities, payment of dividend may be made by direct transfer or such other mode of electronic means to the bank account of the holder whose name appear in the Record of Depositors or, if more than one (1) person is entitled thereto in consequence of the death or bankruptcy of the holder, payment in such manner to the bank account of any one of the persons may by writing direct. The payment of any dividend by such electronic means shall constitute a good and full discharge to the Company of the dividend to which it relates regardless of any discrepancy given by the Member in the details of bank account(s). Dividend payable by cheques or telegraphic transfer or electronic transfer
- (b) Subject to the provision of the Act, the Central Depositories Act and the Rules, relevant authorities, the Listing Requirements and/or regulatory authorities, any dividend, interest or other money payable in cash in respect of the shares may be paid banker's draft, money order, cheque or warrant sent through the post to the address of the holder or via online payment, telegraphic transfer or in case of joint holders to the address of that one whose name stands first on the Record of Depositors or to such person and to such address as the holder or joint holders may direct and payment of same if purporting to be endorsed shall be a good discharged to the Company. Every such banker's draft, money order, cheque, warrant or online payment shall be sent at the risk of the persons entitled to the money represented thereby.
138. Subject to the provisions of the Act, where any asset, business or property is bought by the Company as from a past date whether such date be before or after the incorporation of the Company upon the terms that the Company shall as from that date take the profits and bear the losses thereof, such profit or losses may, at the discretion of the Directors, in whole or in part be carried to revenue account and be created for all purposes as profits or losses of the Company. Subject as aforesaid, if any shares or Securities are purchases cum dividend or interest, such dividend or interest may at the discretion of the Directors be treated as revenue, and it shall be obligatory to capitalise the same or any part thereof. Profit earned before acquisition of business

Registration No.

197201001795 (13487-A)

139. All dividends unclaimed for one (1) year after having been declared may be invested or otherwise made use by the Directors for the benefit of the Company until claimed or paid in accordance with the provisions of the Unclaimed Money Act, 1965. Unclaimed dividends

RESERVES

140. The Directors may from time to time set aside out of the profits of the Company and carry to reserve such sum as they think proper which, at the discretion of the Directors, shall be applicable for meeting contingencies or for the gradual liquidation of any debt or liability of the Company or for repairing or maintaining works for plant and machinery of the Company or for special dividends or bonuses or for equalising dividends or for any other purpose to which the profits of the Company may properly be applied and pending such application may either be employed in the business of the Company or be invested. The Directors may divide the reserve into such special funds as they think fit and may consolidate into one (1) fund any special funds or any parts of any special funds into which the reserve may have been divided. The Directors may also without placing the same to reserve carry forward any profits which they may think it is not prudent to divide. Power to carry profit to reserve

CAPITALISATION OF PROFITS

141. The Company in a general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and accordingly that such sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up the amounts for the time being unpaid on any shares held by such Members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed, credited as fully paid up to and amongst such Members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution. Power to capitalise profits
142. Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions and also to authorise any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their Implementation of resolution to capitalise profits

Registration No.

197201001795 (13487-A)

existing shares, and any agreement made under such authority shall be effective and binding on all such Members.

LANGUAGE

- 142A. 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 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

NOTICES

143. Any notice or documents required to be sent to Members may be given by the Company or the Secretary to any Member:
- Service of notice and/or documents
- (a) in hard copy, either personally or sent by post to him in a prepaid letter addressed to him at his last known address; or
 - (b) in Electronic Form, and sent by the following electronic means:
 - (i) transmitting to his last known electronic mail address;
 - (ii) publishing the notice or document on the Company's website provided that a notification of the publication of the notice or document on the website via hard copy or electronic mail or short messaging service has been given in accordance with Section 320 of the Act and the Listing Requirements; or
 - (iii) using any other electronic platform maintained by the Company or third parties that can host the information in a secure manner for access by Members provided that a notification of the publication or making available of the notice or document on the electronic platform via hard copy or electronic mail or short messaging service has been given to them accordingly.
- 143A. Any notice or document shall be deemed to be served by the Company to a Member:-
- When service effected
- (a) where the notice or document is sent in hard copy by post, on the day the prepaid letter, envelope or wrapper containing such notice or documents is posted. In providing service by post, a letter from the Secretary certifying that the letter, envelope or wrapper containing the notice or document was so addressed and posted to the Member shall be sufficient to prove that the letter, envelope or wrapper was so addressed and posted; or
 - (b) where the notice or document is sent by electronic means:
 - (i) via electronic mail, at the time of transmission to a Member's electronic mail address pursuant to Clause 143(b)(i), provided that the Company has record of the electronic mail being sent and that no written

Registration No.

197201001795 (13487-A)

notification of delivery failure is received by the Company;

- (ii) via publication on the Company's website, on the date the notice or document is first made available on the Company's website, provided that the notification on the publication of notice or document on website has been given pursuant to Clause 143(b)(ii); or
- (iii) via electronic platform maintained by the Company or third parties, on the date the notice or document is first made available thereon provided the notification on the publication or making available of the notice or document on the relevant electronic platform has been given pursuant to Clause 143(b)(iii).

In the event that service of a notice or document pursuant to this Clause is unsuccessful, the Company must, within two (2) Market Days from discovery of delivery failure, make alternative arrangements for service by serving the notice or document in hard copy in accordance with Clause 143(a) hereof.

143B. Subject to compliance with the Act, the requirement of the Exchange and any other relevant authorities, if any, the Company may send notice of a general meeting, its annual report or any document required to be sent to its Securities Holders via electronic means by:-

- (a) publishing on a designated weblink, provided it notifies its Securities Holders separately in writing, which includes e-mailing in accordance with this Constitution, about the publication and designated weblink to download the notice of general meeting, annual report or document; or
- (b) e-mailing its Securities Holders.

Issuance of notice of a general meeting, annual report or any document required to be sent to the Company's Members by the Company via electronic means

The e-mail address of a Securities Holder as maintained by the Depository or as provided to the Company for the purpose of sending notice of a general meeting, annual report or any document required to be sent to its Securities Holders, if any, shall be deemed as the e-mail address for purposes of the aforesaid communication with the Securities Holder. In the event of a notification of e-mail delivery failure or in any other event at the Directors' discretion, the notice of a general meeting, annual report or any document required to be sent to the Company's Securities Holders may also be sent in electronic format such as CD-ROM, USB drive or any other portable electronic format whatsoever (whether available now or in the future) through which images, data, information or other material may be viewed whether electronically or digitally or however others and served in accordance with Clause 143.

Notwithstanding the aforesaid electronic means of communication, the Company shall –

- (a) give a printed hard copy of the notice of general meeting, annual report or document sent is forwarded to the Securities Holder requesting the same free of charge within four (4) Market Days from the date of receipt of the request, whether verbal or written;
- (b) designate a person to attend to Securities Holders' requests as stated in subparagraph (a) above;

Registration No.

197201001795 (13487-A)

- (c) designate person(s) to answer queries from Securities Holders relating to the use of the said electronic means; and
- (d) notify Securities Holders via the same electronic means of their rights to be given printed hard copies as stated in subparagraph (a) above and how Securities Holders may make such a request.

If a notice of general meeting, annual report or any document (other than a share certificate) is sent by the Company to its Securities Holders by electronic means, it is treated as being received by the intended recipient at the time it was sent. It can be proved conclusively that a notice of general meeting, annual report or any document was received by electronic means, by showing that the notice of general meeting, annual report or document was properly addressed. Subject to the Act, if a notice of general meeting, annual report or any document is sent or supplied by the Company by means of publishing on a designated weblink, it is treated as being received by the intended recipient when the notice of general meeting, annual report or document is first made available on the designated weblink or, when the recipient received (or is treated as having received) notice of the fact that the notice of general meeting, annual report or document is available on the website, whichever the later.

- | | |
|---|--|
| 143C. A Member's address, electronic mail address and any other contact details, provided to the Depository shall be deemed as the last known address or electronic mail address or contact details provided by the Member to the Company for purposes of communication including but not limited to service of notices and/or documents to the Member. | Last known address for service |
| 144. A notice may be given by the Company to the joint holders of a share by giving the notice, whether in hard copy or by Electronic Form, to the joint holder first named in the Register of Members or the Record of Depositors in respect of the share. | Service of notices in respect of joint holders |
| 145. A person entitled to a share in consequence of the death or bankruptcy of a Member, upon supplying to the Company such evidence as may reasonably require to show his title to the share and upon supplying also an address within Malaysia for the service of notices shall be entitled to have served upon him at such address any notice or document to which the Member would be entitled if the death or bankruptcy had not occurred and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share. Save as aforesaid, any notice or document delivered or sent by post to or left at the registered address of any Member in pursuance of these Clauses shall, notwithstanding that such Member be then dead or bankrupt, and whether or not the Company have notice of his death or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such Member as sole or joint holder. | Service of notices after death etc on member |
| 146. (i) Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

(a) every Member at his last known address;

(b) every person entitled to a share in consequence of the death or bankruptcy of a Member who, but for his death | Who may receive notice |

Registration No.

197201001795 (13487-A)

- or bankruptcy, would be entitled to receive notice of the meeting;
- (c) the Auditor for the time being of the Company;
 - (d) the Directors of the Company; and
 - (e) the Exchange and/or every other stock exchange(s) on which the Company's shares are listed.
- (ii) 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 Bahasa Malaysia or English language.

RECONSTRUCTION

147. On any sale of the undertaking of the Company, the Directors or the liquidator on a winding-up may, if authorised by Special Resolution, accept fully paid-up or partly paid-up shares, debentures or Securities of any other company, whether incorporated in Malaysia or not, either existing or to be formed for the purchase in whole or in part of the property of the Company, and the Directors (if the profits of the Company permit) or the liquidators (in winding-up), may distribute such shares, or Securities, or any other property of the Company amongst the Members without realisation, or vest the same in trustees for them and any Special Resolution may provide for the distribution or appropriation of the cash, shares or other Securities, benefits or property, otherwise than in accordance with the strict legal rights of the Members or contributories of the Company, and for the valuation of any such Securities or property at such price and in such manner as the meeting may approve, and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised, and waive all rights in relation thereto save only in case the Company is proposed to be or is in the course of being wound-up, such statutory rights (if any) under the Act or any statutory modification or re-enactment thereof for the time being in force, as are incapable of being varied or excluded by these Clauses. In case any of the shares to be divided as aforesaid involve a liability to calls or otherwise any person entitled to such division to any of the said shares may, within seven (7) days after the passing of the Special Resolution, by notice in writing, direct the Directors or the liquidator to sell his proportion and pay him the net proceeds and the Directors or the liquidator shall, if practicable, act.
- Reconstruction

WINDING-UP

148. If the Company is wound-up (whether the liquidation is voluntary, under supervision, or by the court), the liquidator may, after the payment or satisfaction of all liabilities of the Company including preferred payments under the Act, with the sanction of a Special Resolution of the Company, divide amongst the Members in kind the whole or any part of the assets of the Company (whether they
- Distribution of assets in specie

Registration No.

197201001795 (13487-A)

consist of property of the same kind or not) and may for that purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how the division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of any such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, think fit, and the liquidation of the Company may be closed and the Company dissolved but so that no Member shall be compelled to accept any shares or other Securities whereon there is any liability.

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

SECRECY CLAUSE

151. Save as may be provided by the Act, no Member shall be entitled to enter into or upon or inspect any premises or property of the Company nor to require discovery of any information respecting any detail of the Company's trading, manufacturing or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors, it would be inexpedient in the interest of the Members of the Company to communicate to the public. Secrecy

INDEMNITY

152. (a) Subject to the Act, every Director, Auditor, Secretary and other officers (as defined in the Act) of the Company for the time being shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, that relates to any act or omission in his capacity as an officer or auditor and in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act Indemnity

Registration No.

197201001795 (13487-A)

in which relief is granted to him by the court in respect of if any negligence, default, breach of duty or breach of trust or where proceedings are discontinued or not pursued.

- (b) Subject to the provisions of the Act, the Company may, with the prior approval of the Board, effect insurance for every officer and Auditor of the Company in respect of:-
- (i) Civil liability, for any act or omission in his capacity as a Director, officer or auditor of the Company;
 - (ii) Cost incurred by him in defending or settling any claim or proceeding relating to any such liability; or
 - (iii) Cost incurred by him in defending or settling claims or any proceedings that have been brought against him in relation to any act or omission in his capacity as a director or officer or Auditor which he has been acquitted, granted relief under the Act or where proceedings have been discontinued or not pursued.

ALTERATION

153. Subject to the Act and this Constitution, the Company may by a Special Resolution add to, amend or delete any of these Clauses of this Constitution. Alteration of Constitution

COMPLIANCE

154. Notwithstanding any provisions in this Constitution to the contrary, the Company shall comply all Applicable Laws in respect of all matters where applicable as may be amended, modified or varied from time to time or any other directives or requirements imposed by the Exchange, the Central Depository, the foreign Depository (if applicable) and other appropriate authorities to the extent required by the Applicable Laws. Compliance

If any of the Clauses in this Constitution is inconsistent with or in breach of any of the provisions of the Applicable Laws other than any replaceable Clause which has been modified, replaced or excluded by the provisions in this Constitution, then –

- (a) that Clause shall be read down to the extent necessary to comply with the provisions of the Applicable Laws; and
- (b) that Clause or those portions thereof which are inconsistent with or in breach of any provision of the Applicable Laws shall be struck out and deemed not to form part of this Constitution.

- 154A. Subject to the Applicable Laws and the provisions of this Constitution, the Company may seek its shareholders' mandate which is renewable on an annual basis to enter into, deal with, act in or handle all related party transactions involving recurrent transactions of a revenue or trading nature which are necessary for the day to day operations of the Company. General mandate

EFFECTS OF APPLICABLE LAWS

155. (1) Notwithstanding anything contained in this Constitution, if the Applicable Laws prohibit an act being done, the act shall not be done. Effect of Listing Requirements

Registration No.

197201001795 (13487-A)

- (2) Nothing contained in this Constitution prevents an act being done that the Applicable Laws require to be done.
- (3) If the Applicable Laws 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).
- (4) If the Applicable Laws require this Constitution to contain a provision and it does not contain such a provision, this Constitution is deemed to contain that provision.
- (5) If the Applicable Laws require this Constitution not to contain a provision and it contains such a provision, this Constitution is deemed not to contain that provision.
- (6) If any provision of this Constitution is or becomes inconsistent with the Applicable Laws, this Constitution is deemed not to contain that provision to the extent of the inconsistency.

Lodged by :

LENA BINTI ABD LATIF (LS 0008766) MNRB HOLDINGS BERHAD

12th Floor Bangunan Malaysian Re, No. 17 Lorong Dungun, Damansara Heights, 50490 Kuala Lumpur Tel : 03-20968000 Fax : 03-20967000

E-mail address : lena@mnr.com.my