

THE COMPANIES ACT 2016

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

OSK VENTURES INTERNATIONAL BERHAD
(Company No. 636117-K)

Incorporated on the 5th day of December, 2003

	<u>PAGE NO.</u>
<u>TABLE OF CONTENTS</u>	
INTRODUCTION	
1. Company Incorporation	1
2. Registered Office	1
3. Capacity of Company	1
4. Members' Liabilities	1
DEFINITION AND INTERPRETATION	
5. Definition and Interpretation	1-4
SHARES	
6. Classes of Shares	4
7. Allotment of Shares	4-5
8. Compliance with Securities Industry (Central Depositories) Act 1991	5
9. Rights of Preference Shareholders	5
10. Purchase of Own Shares	5
11. Commission on Subscription of Shares	5
12. Interest on Share Capital During Construction of Works or Building	6
13. Trusts Not To Be Recognised	6
LIEN ON SHARES	
14. Company's Lien on Shares	6
15. Enforcement of Lien by Sale of Shares	6
CALLS ON SHARES	
16. Call on Shares by the Directors	6-7
17. Interest on Unpaid Calls	7
18. When Call Deemed Made	7
19. Calls Paid in Advance	7
20. No Right to Participate in Profits	8
21. Sums Paid in Advance of Calls	8
TRANSFER OF SHARES	
22. Transfer of Securities To and From Bursa Depository	8
23. Transfer of Shares	8
24. Prohibited Transfer	8
25. Refusal or Delay on Registration of Shares by Directors	8
26. Closure of Registers	8-9
27. Non-liability on Transfer of Shares	9
28. Destruction of Documents	9
TRANSMISSION OF SHARES	
29. Death of Member	9
30. Share of Deceased or Bankrupt Member	9-10
31. Transmission of Securities Listed on Another Stock Exchange	10
FORFEITURE OF SHARES	
32. Notice Requiring Payment	10
33. Particulars in Notice	10
34. Forfeiture	10
35. Notice of Forfeiture	10
36. Cancellation of Forfeiture by Directors	10
37. Forfeited Shares	11
38. Liability of Member in respect of Forfeited Shares	11
39. Termination of Interest in respect of Forfeited Shares	11

	<u>PAGE NO.</u>
<u>TABLE OF CONTENTS</u>	
40. Procedure for Sale of Forfeited Shares	11
CONVERSION OF SHARES INTO STOCKS	
41. Conversion and Re-conversion of Shares	11
42. Transfer of Stocks	11
43. Fixing on Minimum Amount of Stock Transferable	11
44. Participation of stockholders	11
45. Definition	11
INCREASE OF CAPITAL	
46. Power to Increase Capital	12
47. Offer of New Shares	12
48. Ranking of New Shares	12
ALTERATIONS OF SHARE CAPITAL	
49. Power to Alter Share Capital	12
50. Power to Reduce Share Capital	13
VARIATION OF CLASS RIGHTS	
51. Modification of Class Rights	13
52. Alteration of Preference Shareholder Rights	13
53. Creation of New Shares with Same Rights	13
GENERAL MEETINGS	
54. Annual General Meeting	13
55. Main Venue of Meeting	13
56. Extraordinary General Meeting	13
57. Calling/Requisition of General Meeting	13
NOTICES OF GENERAL MEETING	
58. Requirements for Notice	14
59. Business at General Meetings	14
60. Request for Record of Depositors	14
61. Request for Record of Depositors	14
62. Record of Depositors	14
PROCEEDINGS AT GENERAL MEETING	
63. Service of Notice	14-15
64. Meeting at More than One (1) Venue	15
65. Proceedings for Meeting at More than One (1) Venue	15
66. Technical Difficulty	15
67. Non-Operational of Audio-Visual Communication Facilities	15
68. Quorum	15
69. Adjournment	15
70. Chairman of Meeting	16
71. Adjournment Pursuant To Issues on Legality/Point of Law	16
72. Voting by Poll	16
73. Voting by Show of Hands	16-17
74. Evidence of Passing of Resolutions by Show of Hands	17
75. Demand for Poll	17
76. Right of Proxy to Demand Poll	17
77. Error in Count of Votes	17

	<u>PAGE NO.</u>
<u>TABLE OF CONTENTS</u>	
VOTES OF MEMBERS	
78. Second or Casting Vote by Chairman	17
79. Voting Entitlement	17
80. Vote of Member of Unsound Mind	17-18
81. Shares of Different Monetary Denominations	18
82. Voting Rights	18
83. Appointment of Proxy	18
84. Appointment of Proxy by Authorised Nominee	18
85. Appointment of Proxy by Exempt Authorised Nominee	18
86. Instrument for Appointment of Proxy	18
87. Appointment of Proxy by Corporation or Statutory Corporation	18-19
88. Delivery of Instrument for Appointment of Proxy	19
89. Form of Proxy	19
90. Deposit of Power of Attorney	19
91. Validity of Vote by Attorney	20
DIRECTORS	
92. Number of Directors	20
93. Qualification and Rights of Directors	20
94. Vacation of Office of a Director	20
95. Disqualification of Directors	20-21
96. Remuneration for Directors	21
97. Reimbursements for Directors	21
MANAGING DIRECTOR	
98. Appointment of Managing Director	21
99. Office of Managing Director	21-22
ALTERNATE DIRECTOR	
100. Appointment of Alternate Director	22-23
POWERS AND DUTIES OF DIRECTORS	
101. General Powers and Duties of Directors	23
102. Establishment of Committees, Local Boards or Agencies	23
103. Power to Appoint Attorney	23
104. Power on Negotiable or Transferable Instruments	23
105. Power on Establishment and Maintenance of any Non-Contributory or Pension, Provident or Superannuating Fund	24
BORROWING POWERS	
106. Borrowing Powers of the Company	24
APPOINTMENT OF DIRECTORS	
107. Retirement of Directors at Annual General Meeting	24
108. Manner of Retirement of Directors at Annual General Meeting	24
109. Notice of candidate as a Director	25
110. Retiring Director Deemed to be Re-Appointed	25
111. Removal of Directors	25
112. Power to add Directors	25
PROCEEDINGS OF DIRECTORS	
113. Non-Applicability of Third Schedule of the Companies Act 2016	25
114. Meeting of Directors	25
115. Requisition of Directors' Meeting	26
116. Notice of Directors' Meeting	26

<u>TABLE OF CONTENTS</u>	<u>PAGE NO.</u>
117. Quorum of Directors' Meeting	26
118. Chairman of Directors' Meeting	26
119. Committees of Directors	26
120. Chairman of Committees	27
121. Meeting of Committees	27
122. Validity of Directors' Act	27
123. Minutes of Meeting and Resolutions	27
124. Directors' Circular Resolution	27
125. Disclosure of Interest by Directors	27
126. Directors May Become Directors of Other Corporation	27-28
127. Interest Deemed Disclosed by Directors	28
 SECRETARY	
128. Appointment or Removal of Secretary	28
129. Appointment of Temporary Secretary	28
130. Resignation of Secretary	28
 COMMON SEAL	
131. Authority for Use of Common Seal	28
132. Common Seal for Abroad Use	28
133. Share Seal	29
 DIVIDENDS AND CAPITALISATION OF PROFITS	
134. Distribution of Dividends Out of Profit	29
135. Declaration of Dividends	29
136. Setting Aside Profits for Reserved Fund	29
137. Payment of Dividend in Specie	29
138. Dividend Reinvestment Scheme	29
139. Payment Method for Dividends	29-30
140. Discharge to Company in respect of Dividends	30
141. Unpaid Dividends	30
142. Transfer of Shares Before Declaration of Dividends	30
143. Unclaimed Dividends	31
144. Payment of Dividends to Members on the Register of Members/the Record of Depositors	31
145. Capitalisation of Profits	31
 MINUTES OF BOOKS	
146. Minutes To Be Made in Books	31-32
147. Manners of Keeping of Books	32
 ACCOUNTS	
148. Records on Account Transactions	32
149. Place for Keeping of Books of Account	32
150. Annual Financial Statements and Reports	32
151. Interval Between the Close of Financial Year and Annual Audited Financial Statements, Directors' and Auditors' Reports	32
152. Reports May Be in Printed Form or in CD-ROM or Other Electronic Form	32
 AUDITORS	
153. Appointment of Auditors	33
154. Resignation of Auditors	33
155. Validity of Acts Done by Auditors	33
156. Attendance of Auditors at Annual General Meeting	33

Company No.

636117	K
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	<u>PAGE NO.</u>
<u>TABLE OF CONTENTS</u>	
157. Rights of Auditors in respect of Annual General Meeting	33
AUTHENTICATION OF DOCUMENTS	
158. Authentication of Documents	33
159. Conclusive Evidence of Resolutions and Extract of Minutes of Meetings	33
NOTICES	
160. Service of Notices or Documents to Members	33-34
161. When Service Deemed Effected	34
162. Service of Notice or Documents by Company or Secretary	34
163. Notice in Case of Death or Bankruptcy	35
164. Address for Service	35
165. Who Shall Receive Notice	35
166. Signatory of Company for Notice	35
WINDING UP	
167. Winding Up	35-36
INDEMNITY	
168. Indemnity for Company's Officers	36
SECRECY CLAUSE	
169. Discovery of Confidential Information of Company	36
EFFECT OF THE LISTING REQUIREMENTS	
170. Effect of the Listing Requirements	36-37
RECONSTRUCTION	
171. Power of the Directors and Liquidators to Accept Shares, as Consideration for Sale	37

THE COMPANIES ACT, 2016
PUBLIC COMPANY LIMITED BY SHARES
THE CONSTITUTION OF
OSK VENTURES INTERNATIONAL BERHAD
(636117-K)

INTRODUCTION

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| 1. | The name of the company is OSK VENTURES INTERNATIONAL BERHAD (“the Company”). The Company was incorporated in Malaysia on 5 December 2003. | Company
Incorporation |
| 2. | The registered office of the Company will be situated in Malaysia. | Registered Office |
| 3. | The Company shall have full capacity to carry on or undertake any business or activity including:

(a) to sue and be sued;

(b) to acquire, own, hold, develop or dispose of any property; and

(c) to do any act or enter into any transactions;

and for these purposes, the Company shall have the full rights, powers and privileges as contained in Section 21 of the Act. | Capacity of
Company |
| 4. | The liability of the Members is limited. | Members’
Liabilities |

DEFINITION AND INTERPRETATION

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| 5. | In this Constitution the words standing in the first column of the table will bear the meanings set opposite to them respectively in the second column, unless otherwise specified. | Definition and
Interpretation |
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WORDS

MEANINGS

“Act”	:	means the Companies Act 2016 or any statutory modifications, amendments or re-enactment thereof for the time being in force;
“Auditor”	:	means any person or persons appointed to be an auditor of the Company;
“Authorised Nominee”	:	means a who is authorised to act as nominee as specified under the Rules;
“Board”	:	means the board of Directors for the time being of the Company;
“Clause”	:	means a clause in this Constitution;
“Company”	:	means OSK Ventures International Berhad (636117-K);

“Convertible Securities”	:	means Securities which are convertible or exercisable by their terms of issue, into Shares which may be listed and quoted on the Exchange;
“Deposited Security”	:	means a Security standing to the credit of a Securities Account and includes a Security in a Securities Account that is in suspense;
“Depositories Act”	:	means the Securities Industry (Central Depositories) Act, 1991 and any statutory modifications, amendments or re-enactment thereof for the time being in force;
“Depositor”	:	means a holder of Securities Account;
“Depository”	:	means Bursa Malaysia Depository Sdn Bhd (165570-W) and includes its successors-in-title and legal assigns;
“Directors”	:	means the directors for the time being of the Company and “Director” shall mean any one of them;
“Dividend Reinvestment Scheme”	:	a scheme which enables Members to reinvest cash dividend into new Shares;
“Exchange”	:	means Bursa Malaysia Securities Berhad (635998-W) including any further change to its name and such other stock exchange if any upon which the Shares may be listed and quoted;
“Exempt Authorised Nominee”	:	means an authorised nominee defined under the Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Depositories Act;
“Foreign Ownership Regulations”	:	means the Securities Industry (Central Depositories) (Foreign Ownership) Regulation 1996 and any statutory modifications, amendments or re-enactment thereof for the time being in force;
“General Meeting Record of Depositors”	:	shall have the meaning ascribed thereto in Clause 61 of this Constitution;
“Listing Requirements”	:	means Bursa Malaysia Securities Berhad ACE Market Listing Requirements including any amendments thereto that may be made from time to time;
“Market Day”	:	means any day on which there is official trading on the Exchange;
“Member”	:	means any person for the time being holding Shares and (a) whose names appears in the Register; or (b) whose name appears in the Record of Depositors and includes a Depositor who shall be treated as if he were a Member

- pursuant to Section 35 of the Depositories Act but excludes the Depository in its capacity as a bare trustee;
- “Office” : means the registered office for the time being of the Company;
- “Omnibus Account” : shall have the meaning ascribed thereto in Clause 85 of this Constitution;
- “Personal Representatives” : shall have the same meaning given in Section 2 of the Probate and Administration Act 1959;
- “Record Depositors” of : means a record provided by the Depository to the Company under the Rules;
- “Register” : means the register of Members to be kept pursuant to the Act;
- “Rules” : means the Rules of the Depository including any amendments that may be made from time to time;
- “Seal” : means the common seal of the Company;
- “Secretary” : means any person or persons appointed to perform the duties of a secretary of the Company;
- “Securities” : shall have the meaning given in Section 2(1) of the Capital Markets and Services Act, 2007;
- “Securities Account” : means an account established by Depository for a Depositor for the recording or deposit or withdrawal of Securities and for dealing in such Securities by the Depositor;
- “Shares” : means shares in the Company;
- “Share Seal” : means the duplicate Seal pursuant to Section 63 of the Act which shall be a facsimile of the Seal with the addition on its face the words “Securities”; and
- “this Constitution” : means the Constitution of the Company including any amendments made from time to time by special resolution.

References to “writing” shall include printing, photography and lithography and any other mode or modes of representing or reproducing words in a visible or readable form.

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

Words importing persons shall include corporations.

Subject as aforesaid, any word or expression defined in the Act shall, except where the subject or context forbids, bear the same meaning in this Constitution.

Words or expressions contained in this Constitution shall be interpreted in accordance with provisions of the Interpretation Act, 1967 as amended from time to time and any re-enactment thereof.

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

In the event the provisions of the Act and any other relevant governing statutes or regulations are amended, modified or varied, such amendments, modifications or variations shall be deemed inserted herein whereupon this Constitution shall be read and construed accordingly.

The provisions set out in the Act which may be modified or substituted by the provisions of these Clauses shall not apply to the Company, except in so far as the same are repeated or contained in this Constitution.

SHARES

6. The Shares issued by the Company shall constitute the Share capital of the Company. Subject always to the respective rights, terms and conditions as may be attached to the Shares, the Company shall have power to issue all or any part of the original or additional capital as fully paid or partly paid Shares. The Shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise, and also from time to time to alter, modify, commute, abrogate or deal with any such rights, privileges, terms, conditions or designations in accordance with this Constitution. Classes of Shares
7. (a) Subject always to the provisions of the Act and Clause 46 hereof and to the provisions of any resolution of the Company, the Shares shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons and on such terms and conditions with such preference, deferred or other special rights or such restrictions whether in regard to dividend, voting or return of share capital and at such time or times as the Directors may think fit. Unless otherwise expressly stated in this Constitution there shall be no special rights attached to shares of a class other than ordinary shares. Allotment of Shares
- (b) The Directors' power under Clause 7(a) above shall be subject to the following restrictions:
- (i) No Director shall participate in an issue of Shares or options to employees of the Company unless the Members in general meetings have approved of the specific allotment to be made to such Director.
 - (ii) No Shares shall be issued at a discount except in compliance with the provisions of the Act.
- (c) All new issue of Securities for which listing on the Exchange is sought shall be made by way of crediting the Securities Account of the allottees with such Securities save and except where it is specifically exempted from compliance with Section 38 of the Depositories Act, in which event it shall so similarly be exempted from compliance with this Clause. For this purpose, the Company shall notify the Depository of the names of the allottees and all such particulars required by the Depository, to enable the Depository to make the appropriate entries in the Securities Accounts of such allottees.

Subject to the provisions of the Act, the Depositories Act and the Rules, the Company shall allot and/or issue Securities, despatch notices of allotment to the successful allottees and make an application for the quotation of such Securities within such period as may be prescribed by the Listing Requirements from time to time.

- (d) The certificate of title to Share, stock, debenture, debenture stock, notes and other Securities shall be issued under the Share Seal with security features and of such size as prescribed by the Exchange and all such certificates shall be signed by at least one (1) Director and the Secretary or in lieu of the Secretary by such other person as the Directors may appoint for the purpose. It shall be sufficient evidence that the Share Seal has been duly affixed to any such certificate and signed as aforesaid if a facsimile of the signature of a Director and of the Secretary appears thereon.
8. The Company shall comply with the provisions of the Depositories Act and the Rules in respect of all matters relating to the Securities, and the Company shall not allot or issue Securities until after it has filed with the Exchange a listing application for such new issue of Securities and has been notified by the Exchange that such new issue of Securities has been approved or approved in principle for listing, as the case may be. Compliance with Securities Industry (Central Depositories) Act 1991
9. (a) The Company shall have power to issue preference Shares carrying a right to redemption out of profits or liable to be redeemed at the option of the Company or to issue preference capital ranking equally with or in priority to preference Shares already issued and the Directors may, subject to the provisions of the Act, redeem such Shares on such terms and in such manner as they may think fit. Rights of Preference Shareholders
- (b) Preference shareholders shall have the same rights as ordinary shareholders as regards the receiving of notices, reports and audited accounts and attending general meetings of the Company. Preference shareholders shall also have the right to vote at any meeting convened for the purpose of or in connection with reducing the capital or winding up or the disposal of the whole of the Company's property, business and undertaking or where the proposition to be submitted to the meeting directly affects their rights and privileges or when the dividend or any part thereof on the preference shares is more than six (6) months in arrears. In particular, preference shareholders shall have the right to vote at any meeting convened during the course of winding up of the company.
10. None of the funds of the Company shall be employed in the purchase of Shares except as provided in Section 127 of the Act and in accordance with the Listing Requirements. Where the Company has purchased its own Shares, the Directors may resolve to deal with the Shares that have been so purchased and extinguish all rights attaching thereto in accordance with the Act and the Listing Requirements. Purchase of Own Shares
11. The Company (or the Board on behalf of the Company) may exercise the powers of paying commissions conferred by Section 80 of the Act to apply any of its Shares or cash to persons subscribing or procuring subscriptions for Shares, or agreeing so to do whether absolutely or conditionally, provided that the rate of the commission paid or agreed to be paid shall not exceed ten per cent (10%) of the price at which the Shares are issued or an amount equivalent to such percentage of that price and provided further that such payment of commissions shall be disclosed in the manner required by Section 80 of the Act. The Company may also on any issue of Shares pay such brokerage as may be lawful and permitted under the Act. Commission on Subscription of Shares

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| 12. | Where any Shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings, or the provision of any plant which cannot be made profitable for a long period, the Company may pay interest or returns on the amount of such Share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in Section 130 of the Act, and may charge such interest or returns paid to Share capital as part of the cost of the construction of the works, buildings or the provision of the plant. | Interest on Share Capital During Construction of Works or Building |
| 13. | <p>(a) Except as required by law, the Depositories Act and as provided under the Rules, no person shall be recognised by the Company as holding any Share upon trust, and the Company shall not be bound by or required in any way to recognise (even when having notice thereof) any equitable, contingent, future or having partial interest in any Share, or any interest in any fractional part of a Share, or (except only as this Constitution or by law otherwise provided or the Rules) any other right in respect of any Share, except an absolute right to the entirety thereof in the registered holder.</p> <p>(b) Unless the contrary intention appears, and subject to the Rules and any written laws to the contrary, a Depositor is entitled to all rights, benefits, powers and privileges and subject to all liabilities, duties and obligations in respect of, or arising from any such Security as if he were a Member registered in the Register, instead of the Depository, or its nominee company, in whose name the Security is registered but nothing in this sub-Clause shall be construed so as to deem the Record of Depositors to be a Register kept by the Company under the Act.</p> <p>(c) Notwithstanding sub-Clause 13(b), the Company shall not be liable in the event of disputes between persons whose name appears in the Record of Depositors but not in the Register.</p> | Trusts Not To Be Recognised |

LIEN ON SHARES

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| 14. | <p>The Company shall have a first and paramount lien on every Share (not being a fully paid up Share) and all dividends from time to time declared in respect of such Shares:</p> <p>(a) where there are unpaid calls and instalments upon the specific Shares in respect of which such moneys are due and unpaid;</p> <p>(b) if such Shares were acquired under an employee share option scheme, amounts which are owed to the Company for acquiring them; and</p> <p>(c) such amounts as the Company is required by law to pay, and has paid, in respect of the Shares of a holder or deceased former holder.</p> <p>In each case, the lien extends to reasonable interest and expenses incurred because the amount has not been paid.</p> | Company's Lien on Shares |
| 15. | The Company may sell or dispose of, in such manner as the Directors think fit, any Shares on which the Company has a lien and any sale or disposition thereto shall be in accordance with Section 111 of the Act. | Enforcement of Lien by Sale of Shares |

CALLS ON SHARES

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| 16. | (a) The Directors may, subject to the provisions of this Constitution and subject to the terms of the issue and allotment, from time to time make such calls upon the Members in respect of all moneys unpaid on their respective Shares as they think fit provided that at | Call on Shares by the Directors |
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least fourteen (14) days' notice is given for each call. Each Member shall be liable to pay the amount of every call so made upon him to the Company to the person at the times and places appointed so specified in the notice. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed.

- (b) A call may:
- (i) exceed one-fourth (1/4) of the issue price of the Share;
 - (ii) be made payable either in one sum or by instalments and within such time frame(s) as may be prescribed by the Directors;
 - (iii) be revoked or postponed as the Directors think fit.
- (c) If by the terms of the issue of any Shares or otherwise any amount is made payable at any fixed time or by instalments at any fixed times such amount or instalment shall be payable as if it were a call duly made by the Directors and of which due notice had been given, and all provisions with respect of the payment of calls and interests or to the forfeiture of Shares of non-payment of calls shall apply to such amount or instalments and the Shares in respect of which they are payable.
- (d) At the trial or hearing of any action or other proceeding for the recovery of any money due from any call it shall be sufficient to prove that the name of the Member sued is entered in the Register as the holder or one (1) of the holders of the Shares in respect of which such call was made, that the resolution making such call is duly recorded in the minute book of the Company and that notice of such call was duly given to the Member sued according to the provisions of this Constitution and it shall not be necessary to prove the appointment of the Directors who made such call nor any other matter whatsoever but the proof of the matters aforesaid shall be conclusive evidence of a debt due from the Member sued by the Company.
17. If before or on the day appointed for payment thereof, any sum for a call or instalment payable in respect of a Share is not paid, the holder or allottee of the Share shall pay interest on said sum at such rate not exceeding eight per cent (8%) per annum as the Directors shall fix from the day appointed for payment thereof to the time of actual payment, but the Directors may waive payment of such interest wholly or in part. Interest on Unpaid Calls
18. Any sum which by the terms of allotment of a Share is made payable upon allotment or at any fixed date, shall, for all purposes of this Constitution be deemed to be a call duly made and payable on the date fixed for payment and in the case of non-payment, the provisions of this Constitution as to payment of interest and expenses, forfeiture and all other relevant provisions of this Constitution shall apply as if such sum had become payable by virtue of a call duly made and notified as provided under this Constitution. When Call Deemed Made
19. The Directors may, if they think fit, receive from any Member willing to advance payment of all or any part of the moneys uncalled and unpaid upon his Shares and upon the receipt and clearance of the moneys so paid in advance, the Company may pay interest at such rate not exceeding eight per cent (8%) per annum as may be agreed between the Member paying the sum in advance and the Directors. Calls Paid in Advance

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| 20. | Capital paid on Shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. | No Right to Participate in Profits |
| 21. | Except in liquidation, sums paid in advance of calls shall not, until the same would but for such advance have become payable, be treated as paid up on the Shares in respect of which they have been paid. | Sums Paid in Advance of Calls |

TRANSFER OF SHARES

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| 22. | Subject to the provisions of the Depositories Act and the Rules, the transfer of any listed Security or class of listed Security of the Company, shall be by way of book entry by the Depository in accordance with the Rules, and, notwithstanding Sections 105, 106 or 110 of the Act but subject to subsection 148(2) of the Act and any exemption that may be made from compliance with subsection 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the listed Securities. Subject to this Constitution, there shall be no restriction on the transfer of fully paid Shares except where required by law. | Transfer of Securities To and From Bursa Depository |
| 23. | The instrument of transfer for any Shares (not being a Deposited Security) shall be executed both by or on behalf of the transferor and the transferee, and the transferor shall be deemed to remain the holder of the Shares until the name of the transferee is entered in the Register in respect thereof. | Transfer of Shares |
| 24. | No Share shall in any circumstances be transferred to any minor, bankrupt or person of unsound mind or company which is insolvent. | Prohibited Transfer |
| 25. | <p>(a) Subject to Section 106 of the Act, the Directors may refuse or delay to register the transfer of any Shares (not being Deposited Securities) for the following reasons:</p> <ul style="list-style-type: none"> (i) where the Shares are not fully paid; (ii) where the Company has a lien over the Shares; (iii) where the registration would lead to the infringement of any written law (whether principal or subordinate legislation) or rules or regulations, made by any authority in Malaysia; (iv) where there is a failure to furnish such evidence as the Directors may require to ascertain the right of the transferor to make the transfer and the transferee to accept the same for the purpose of Clause 25(a)(iii); (v) where the Directors are of the view such refusal or delay to register the Shares is in the best interest of the Company. <p>(b) If the Directors shall refuse or delay to register the transfer of any Shares (not being Deposited Securities) they shall send to the transferee a notice of the refusal within seven (7) days after the date on which the resolution to refuse or delay the registration was passed including the reasons for said refusal.</p> | Refusal or Delay on Registration of Shares by Directors |
| 26. | <p>(a) The register of debenture holders, the Register and/or Record of Depositors may be closed at such times and for such period as the Directors may from time to time determine provided that it shall not be closed for more than thirty (30) days in aggregate in any calendar year.</p> <p>(b) Any notice of intention to close the Register and/or Record of Depositors shall be given in accordance with the Act and the Listing Requirements, and the Company shall further comply with the requirements prescribed therein.</p> | Closure of Registers |

(c) At the latest date which is reasonably practicable which shall in any event be not less than three (3) Market Days prior notice shall be given to the Depository to enable the Depository to prepare the appropriate Record of Depositors or such other timeframe as may be prescribed by the Listing Requirements or the Rules.

27. Neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of Shares presented to it for registration, notwithstanding that the transfer may, as between the transferor and transferee, be liable to be set aside. Upon registration, the person registered as transferee and his Personal Representatives shall be entitled to be recognised as the holder of such Shares and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole beneficial interest and legal title thereto provided always that where the Share is a Deposited Security, subject to the Rules, a transfer or withdrawal of the Share may be carried out by the person becoming so entitled.

Non-liability on
Transfer of
Shares

28. The Company shall be entitled to destroy all instruments of transfer which shall have been registered at any time after a reasonable time from the date of registration thereof, and all Share certificates and dividend mandates which have been cancelled or have ceased to have effect at any time after the expiration of one (1) year from the date of cancellation or cessation thereof, and all notifications of change of name or address after the expiration of one (1) year from the date they were recorded, and in favour of the Company it shall conclusively be presumed that every entry in the Register which purports to have been made on the basis of an instrument of transfer or other document so destroyed was duly and properly made and every Share certificate so destroyed was a valid certificate duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company provided that:

Destruction of
Documents

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

(b) nothing contained in this Clause shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any other circumstances which would not attach to the Company but for the provisions of this Clause; and

(c) reference in this Clause to the destruction of any document include references to its disposal in any manner.

TRANSMISSION OF SHARES

29. In the case of the death of a Member, his Personal Representative shall be the only persons recognised by the Company as having any title to his interest in the Securities.

Death of Member

30. Any person becoming entitled to a Securities in consequence of the death or bankruptcy of a Member may, such evidence being produced as may from time to time properly be required by the Directors shall be entitled:

Share of
Deceased or
Bankrupt Member

(a) to elect either to be registered as a Member himself or to have some person nominated by him to be registered as the transferee thereof subject to this Constitution, the Rules and the rights of the Depository to decline or suspend the said registration as it would have had in the case of a transfer of the Securities by that holder of such Securities before his death or bankruptcy; and

(b) to exercise all rights or privileges of a Member provided he has become a Member in accordance with this Constitution, the Act and the Rules.

31. 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 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,

Transmission of Securities Listed on Another Stock Exchange

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.

FORFEITURE OF SHARES

32. If any Member fails to pay the whole or any part of any call or instalment of a call on or before the day appointed for the payment thereof, the Directors may at any time thereafter, during such time as the call or instalment or any part thereof remains unpaid, serve a notice on him or on the person entitled to the share by transmission requiring him to pay such call or instalment, or such part thereof as shall then be unpaid together with interest which has accrued in accordance with this Constitution and any expenses that may have accrued by reason of such non-payment.

Notice Requiring Payment

33. The notice shall name a further day on or before which such call or instalment or such part as aforesaid and all interest and expenses that have accrued by reason of such non-payment is to be paid. It shall also name the place where the payment is to be made and shall state that in the event of non-payment on or before the time and at the place appointed, the Share in respect of which such call was made will be liable to be forfeited.

Particulars in Notice

34. If the requisitions of any such notice as aforesaid are not complied with, any Share in respect of which such notice has been given shall be forfeited by a resolution of the Directors to that effect unless payment as required by such notice has been made before such resolution. A forfeiture of Shares shall include all dividend in respect of the Share not actually paid before the forfeiture notwithstanding that they shall have been declared.

Forfeiture

35. When any Share has been forfeited in accordance with this Constitution, notice of the forfeiture shall be given to the holder of the Share or to the person entitled to the Share by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof shall forthwith be made in the Register opposite to the Share but no forfeiture shall in any manner be invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

Notice of Forfeiture

36. Notwithstanding any such forfeiture as aforesaid, the Directors may at any time before the forfeited Share has been otherwise disposed of, cancel the forfeiture upon the terms of payment of all calls and interest due upon and expenses incurred in respect of the Share and upon such further terms (if any) as they shall see fit.

Cancellation of Forfeiture by Directors

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| 37. | Every Share which shall be forfeited shall thereupon become the property of the Company, and may either be cancelled or sold or re-allotted or otherwise disposed of, either to the person who was before forfeiture the holder thereof or entitled thereto or to any other person, upon such terms and in such manner as the Directors shall think fit. If any Shares are forfeited and sold, any residue after the satisfaction of the unpaid calls and accrued interest and expenses, shall be paid to the person whose Shares have been forfeited or his Personal Representatives or assignees or as he directs. | Forfeited Shares |
| 38. | A Member whose Shares have been forfeited shall, notwithstanding the forfeiture be liable to pay to the Company all money which at the date of forfeiture was payable by him to the Company in respect of such forfeited Shares together with interest at the rate of eight per cent (8%) per annum from the date of the forfeiture on all moneys remaining unpaid as if the Shares had not been forfeited, and shall further be liable to satisfy all (if any) the claims, and demands which the Company might have enforced in respect of the share at the time of forfeiture without any deduction or allowance for the value of the Shares at the time of forfeiture. | Liability of Member in respect of Forfeited Shares |
| 39. | The forfeiture of a Share shall involve the extinction 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 Shares as between the shareholder whose Share is forfeited and the Company except only such of those rights and liabilities as are by this Constitution expressly save or as are by the Act given or imposed in the case of past Members. | Termination of Interest in respect of Forfeited Shares |
| 40. | Any sale or disposition of the forfeited or surrendered Shares shall be in accordance with Section 83 of the Act, and the person to whom the Share is sold or disposed of shall not be bound to see the application of the purchase money. | Procedure for Sale of Forfeited Shares |

CONVERSION OF SHARES INTO STOCK

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| 41. | The Company may by ordinary resolution to convert any paid-up Shares into stock, and may reconvert any stock into paid-up Shares of any denomination. | Conversion and Re-conversion of Shares |
| 42. | The holders of stocks may transfer the Shares or any part thereof in the same manner as the transfer of Shares from which the stock arose may, before the conversion, have been transferred or be transferred in the closest manner as the circumstances allow. | Transfer of Stocks |
| 43. | The Directors may fix the minimum amount of stock transferable and may restrict or forbid the transfer of fractions of that minimum, with power nevertheless, at their discretion to waive such stipulations in any particular case and provided further that the minimum amount of stock transferable shall not exceed the amount of the Shares from which the stock arose. | Fixing on Minimum Amount of Stock Transferable |
| 44. | The stock shall confer on the holders thereof the same privileges and advantages as regards dividend, voting at meetings of the Company and other matters as would have been conferred by the Shares from which the stock arose, but so that none of such privilege or advantage, (except participation in the dividend and profits of the Company and in the assets on winding up) shall be conferred by an amount of the stock which would not if existing in Shares have conferred such privilege or advantage. | Participation of stockholders |
| 45. | For the purposes of this Constitution, any reference to paid-up Shares shall apply to stock and the words "Share" shall include "stock" and the words "shareholder" and "Member" shall include "stockholder". | Definition |

INCREASE OF CAPITAL

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| 46. | The Company in general meeting may from time to time whether all the Shares for the time being issued shall have been fully called up or not, increase its Share capital by the creation and issue of new Shares, such increase to be of such amount and to be divided into Shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company may, by the resolution authorising such increase directs. | Power to Increase Capital |
| 47. | Subject to any direction to the contrary that may be given by the Company in general meeting, all new Shares or other Convertible Securities shall, before issue, be offered to such persons as at the date of 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 Convertible Securities to which they are entitled. The offer shall be made by notice specifying the number of Shares or Convertible Securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the Shares or Convertible Securities offered, the Directors may dispose of those Shares or Convertible Securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new Share or Convertible Security which (by reason of the ratio which the new Shares or Convertible Securities bear to the Shares or Convertible Securities held by persons entitled to an offer of new Shares or Convertible Securities) cannot in the opinion of the Directors, be conveniently offered under this Constitution. | Offer of New Shares |
| 48. | Except so far as otherwise provided by the conditions of issue, any capital raised by the creation of new Shares shall be considered as part of the original Share capital of the Company and all new Shares shall be subject to the same provisions herein contained with reference to the payment of calls and instalments, lien, transfer, transmissions, forfeiture and otherwise. | Ranking of New Shares |

ALTERATIONS OF SHARE CAPITAL

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| 49. | Subject to the Act and any consents or approvals required by the law, the Company may alter its Share capital by passing an ordinary resolution to: | Power to Alter 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) cancel any Shares which at the date of the passing of the resolution have not been taken, or agreed to be taken, by any person or which have been forfeited and diminish the amount of its Share capital by the amount of Shares so cancelled. | |
| | (c) sub-divide its Shares, or any of them, 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 the Shares resulting from such subdivision, one (1) or more of the Shares may have such preference or other special rights over, or may have such deferred special rights, or be subject to any such restrictions as compared with the others as the Company has power to attached to new Shares. | |

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| 50. | The Company may by special resolution reduce its Share capital in any manner authorised by the Act and subject to any consent or approvals required by the law. | Power to Reduce Share Capital |
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VARIATION OF CLASS RIGHTS

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| 51. | If at any time the Share capital is divided into different classes of Shares, the rights attached to any class of such Shares (unless otherwise provided by the terms of issue of the Shares of that class) may whether or not the Company is being wound up, be varied or abrogated with the written consent of the holders of at least seventy-five per cent (75%) of the total voting rights of the holders of the Shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting the provisions of this Constitution relating to general meetings shall <i>mutatis mutandis</i> apply except that the quorum hereto shall be in accordance with Section 339 of the Act. To every such special resolution the provisions of Section 292 of the Act shall with such adaptations as are necessary, apply. Any variation of class rights of any Shares shall take effect in accordance with Section 91 of the Act. | Modification of Class Rights |
| 52. | Notwithstanding Clause 51 above, the repayment of preference Share capital (other than redeemable preference Share capital) or any alteration of preference shareholder rights shall only be made pursuant to a special resolution of the preference shareholders concerned provided that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing if obtained from the holders of at least seventy-five per cent (75%) of the preference Share capital concerned within two (2) months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting. | Alteration of Preference Shareholder Rights |
| 53. | The rights conferred upon the holders of the Shares of any class with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that class, be deemed to be varied by the creation or issue of further Shares ranking as regards participation in the profits or assets of the Company in any respect <i>pari passu</i> therewith but in no respect in priority thereto. | Creation of New Shares with Same Rights |

GENERAL MEETINGS

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| 54. | The Company shall hold an annual general meeting in every calendar year in addition to any other meetings held during that period, which shall be held once within six (6) months of the Company's financial year end and not more than fifteen (15) months after the last preceding annual general meeting. | Annual General Meeting |
| 55. | The main venue of all meetings of Members and annual general meetings shall be within Malaysia at such time and place as the Board shall determine. The chairman (appointed in accordance with this Constitution) shall be present at that main venue of the meeting. | Main Venue of Meeting |
| 56. | All general meetings other than annual general meetings shall be called extraordinary general meetings. | Extraordinary General Meeting |
| 57. | The Directors may whenever they think fit, convene an extraordinary general meeting. In addition, an extraordinary general meeting may be convened on requisition by the Members in accordance with the Act. All business that is transacted at any extraordinary general meeting shall be deemed to special business. | Calling/
Requisition of
General Meeting |

NOTICES OF GENERAL MEETING

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| 58. | The notices convening meetings shall specify the place, day and hour of the meeting, and shall be given to all Members at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least fourteen (14) days' notice, or twenty-one (21) days' notice in the case where any special resolution is to be proposed or where it is an annual general meeting, of every such meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed. | Requirements for Notice |
| 59. | <p>(a) In every notice of general meetings, there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him, and that a proxy need not also be a Member.</p> <p>(b) In the case of an annual general meeting, the notice shall also specify the meeting as such.</p> <p>(c) Notices convening general meetings called to consider special business must comply with the Listing Requirements.</p> <p>(d) Subject always to the provisions of the Act, no business shall be transacted at an extraordinary general meeting except business of which notice has been given in the notice convening the meeting and no business shall be transacted at an annual general meeting, other than business of which notice has been given as aforesaid, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the report of the Directors and Auditors, the election and fee of Directors including any benefits, and the appointment and fixing of the remuneration of the Auditors.</p> | Business at General Meetings |
| 60. | The Company shall request Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company. | Request for Record of Depositors |
| 61. | The Company shall also request Depository in accordance with the Rules, to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than three (3) Market Days before the general meeting (hereinafter referred to as " General Meeting Record of Depositors "). | Request for Record of Depositors |
| 62. | Subject to the Foreign Ownership Regulations (where applicable), a Depositor shall not be regarded as a Member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors. | Record of Depositors |

PROCEEDINGS AT GENERAL MEETING

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| 63. | Notice of every general meeting shall be given in any manner authorised by this Constitution to: | Service of Notice |
| | <p>(a) every Member set out in the Record of Depositors (as requested by the Company pursuant to Clause 61) holding Shares conferring the right to attend and vote at the meeting who at the time of convening of the meeting shall have paid all calls or other sums presently payable by him in respect of any such Shares;</p> | |

- (b) every person entitled to a Share in consequence of the death of bankruptcy of a Member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting; and
 - (c) the Directors and Auditors.
64. The Company may convene a meeting of Members at more than one (1) venue using any technology or method that enables the Members to participate and to exercise the Members' right to speak and vote at the meeting. Meeting at More than One (1) Venue
65. If the Company decides to proceed with the general meeting in accordance with Clause 64 above, a Member present at the separate meeting venue is taken to be present at the general meeting and entitled to exercise all rights as if he was present at the main venue if a separate meeting venue is linked to the main venue of a meeting of Members by an instantaneous audio-visual communication device facilities which, by itself or in conjunction with other arrangements: Proceedings for Meeting at More than One (1) Venue
- (a) gives the Members who present in the separate meeting place a reasonable opportunity to speak, vote and to be heard;
 - (b) enables the chairman to be aware of proceedings in the other venue(s); and
 - (c) enables the Members in the separate meeting venue to vote on a poll.
66. If, before or during the meeting of Members, any technical difficulty occurs whereby one (1) or more of the matters set out in Clause 65 is not satisfied, the chairman may, without the consent of the meeting: Technical Difficulty
- (a) adjourn the meeting of Members until the difficulty is remedied; or
 - (b) continue to hold the meeting of Members in the main venue (and any other place in accordance with Clause 65) and transact business, and no Member present in person or by proxy, attorney or representative may object to the meeting of Members being held or continuing.
67. Under no circumstances will the fact that the audio-visual communication facilities referred to in Clause 65 were not operational (whether in whole or in part) either at the start of or during a meeting of Members affect the validity of the meeting of Members or any business conducted at the meeting of Members. Non-Operational of Audio-Visual Communication Facilities
68. No business shall be transacted at any meeting of Members unless a quorum is present in accordance with Section 328 of the Act at the commencement of the business. For all purposes, two (2) Members present in person or by proxy, or in the case of corporations which are Members, present by their representatives appointed pursuant to the provisions of this Constitution and entitled to vote shall be a quorum. Quorum
69. If within half an hour from the time appointed for the meeting of Members a quorum is not present, the meeting of Members if convened by or upon the requisition of Members shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week (or if that day be a public holiday, then to the next business day following such public holiday) at the same time and place, or to such other day and at such other time and place as the Directors may determine, but if a quorum is not present within half an hour from the time appointed for holding such adjourned meeting, the Member or Members present at the adjourned meeting shall form a quorum. Adjournment

70. (a) The chairman of the Board shall preside as chairman at every annual general meeting and meeting of Members. Chairman of Meeting
- (b) If there is no such chairman, or if at any meeting he is not present within fifteen (15) minutes after the time appointed for holding the same or he is unwilling to act as chairman, the Members present shall choose any other Director to act as chairman of the meeting.
- (c) If no Directors are present or if all the Directors present decline to act as chairman, the Members present in person or by proxy and entitled to vote shall choose one of their own to be the chairman of the meeting.
71. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) or the chairman may at his discretion in the event of disorder making the ascertainment of the wishes of the meeting impossible or for the purpose of ascertaining or resolving any point of law bearing on the validity of the meeting itself or the legality of any business of the meeting, adjourn any meeting from time to time and from place to place. Whenever a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given in the same manner as in the case of any original meeting. Save as aforesaid, it shall not be necessary to give to any Member any notice of any adjournment or of the business to be transacted at an adjourned meeting. Except as provided by the Act, no business shall be transacted at any adjourned meeting other than the business, which might have been transacted at the meeting from which the adjournment took place. Adjournment Pursuant To Issues on Legality/Point of Law
72. (a) If required under the applicable laws, all resolutions put to vote at any meeting of Members shall be determined by poll unless such requirement is waived under the applicable laws. A poll shall be taken in such manner and either forthwith or after an interval or adjournment or otherwise as the chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was taken, but a poll demanded on the election of the chairman or on a question of adjournment shall be taken immediately. The Company shall appoint at least one (1) scrutineer for the purposes of a poll in accordance with the applicable laws, and may, in addition to the power of adjourning meetings contained in Clause 71 hereof adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll. Voting by Poll
- (b) The poll may be conducted manually using polling slips or electronically using various forms of electronic voting devices and/or means as determined by the Board. Such votes shall be counted by the poll administrator, and verified by the scrutineer(s), as may be appointed by the Company for the purpose of determining the outcome of the resolution(s) to be decided on poll.
- (c) A declaration by the chairman of the meeting whether a resolution has, on a poll, been carried or lost, based on the poll results obtained, shall be conclusive evidence of that fact.
73. Subject to Clause 72, where a requirement to determine a resolution put to vote at the meetings of Members by poll is waived under the applicable law, a resolution put to the vote of the meeting shall be determined by a show of hands of persons present and entitled to vote thereat unless before or upon the declaration of the result of the show of hands a poll is demanded: Voting by Show of Hands
- (a) by the chairman of the meeting; or

- (b) by at least three (3) Members present in person or by proxy or by attorney or in the case of a corporation, by a representative duly authorised in that behalf, or
- (c) by any Member or Members present in person or by proxy or by attorney or in the case of a corporation, by a representative duly authorised in that behalf and representing at least ten per cent (10%) of the total voting rights of all Members having the right to vote at the meeting, or
- (d) by a Member or Members holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to at least ten per cent (10%) of the total paid up Shares held by all Members present in person or by proxy or by attorney or in the case of a corporation, by a representative duly authorised in that behalf conferring that right; provided that a poll may be demanded prior to or on the declaration of the result of the show of hands.

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| 74. | Unless mandatory polling is required under the applicable laws or a poll is so demanded in accordance with Clause 72, a declaration by the chairman of the meeting 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 resolutions. | Evidence of Passing of Resolutions by Show of Hands |
| 75. | The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business, other than the question of which a poll has been demanded. The demand for a poll may be withdrawn and notice must be given of a poll not taken immediately. | Demand for Poll |
| 76. | The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to demand, or join in demanding a poll; and a demand for a poll by a person as proxy for a Member shall be the same as a demand by the Member. | Right of Proxy to Demand Poll |
| 77. | If any votes shall have been counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting or at any adjournment thereof and unless in the opinion of the chairman at the meeting or any adjournment thereof as the case may be, it shall be of sufficient importance to vitiate the result of the voting. | Error in Count of Votes |

VOTES OF MEMBERS

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| 78. | In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, as the case may be shall have a second or casting vote. | Second or Casting Vote by Chairman |
| 79. | On a resolution to be decided on a show of hands, each holder of an ordinary Share, and each holder of a preference Share who has a right to vote, must be entitled to one (1) vote. A proxy shall be entitled to vote on a show of hands on question at any general meeting. In case of a poll, every Member holding ordinary Shares who is present in person or by proxy shall have one (1) vote for every ordinary Share held by him. | Voting Entitlement |
| 80. | If any Member becomes of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder, he may vote by his committee, receiver or other legal curator or legal guardian, and such committee, receiver or other legal curator or legal guardian may give | Vote of Member of Unsound Mind |

his or their votes either personally or by proxy or by attorney provided such evidence as the Directors may require of the authority of the person claiming to vote shall be deposited at the Office not less than forty-eight (48) hours before the time appointed for holding the meeting.

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| 81. | Where the Share capital of the Company consists of Shares of different monetary denominations, voting rights shall be prescribed in such manner that a unit of capital in each class, when reduced to a common denominator shall carry the same voting power when such right is exercisable. | Shares of Different Monetary Denominations |
| 82. | A Member shall be entitled to be present and to vote on any question either personally or by proxy, or as proxy for another Member at any general meeting, or upon a poll and to be reckoned in a quorum in respect of any fully paid-up Shares and any Share upon which call due and payable to the Company shall have been paid. A Member entitled to attend and vote at a meeting of the Company, or at a meeting of any class of Members, shall be entitled to appoint any person as his proxy to attend and vote instead of the Member at the meeting. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting. No Member shall be entitled to vote or be recognised in a quorum in respect of any Shares upon which any call or other sum so due and payable shall be unpaid. | Voting Rights |
| 83. | A Member may appoint more than one (1) proxy to attend the same meeting provided that the Member specifies the proportion of his shareholding to be represented by each proxy. | Appointment of Proxy |
| 84. | Where a Member of the Company is an Authorised Nominee, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary Shares standing in credit of the said Securities Account. | Appointment of Proxy by Authorised Nominee |
| 85. | Where a Member of the Company is an Exempt Authorised Nominee which holds ordinary Shares for multiple beneficial owners in one (1) Securities Account (hereinafter referred to as " 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. | Appointment of Proxy by Exempt Authorised Nominee |
| 86. | The instrument appointing a proxy shall be in writing under the hands of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation under its common seal, or the hand of its 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. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand a poll or join in demanding a poll on behalf of the appointer. | Instrument for Appointment of Proxy |
| 87. | (a) Any corporation or statutory corporation which is a Member may by resolution of its directors or other governing body authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company, and the person so authorised shall be entitled to exercise the same power on behalf of the corporation as that corporation could exercise if it were an individual Member. If the corporation authorises more than one (1) person as its representative, every one (1) of the representative is entitled to exercise the same powers on behalf of the corporation as that corporation could exercise if every one of the representative was an individual Member. | Appointment of Proxy by Corporation or Statutory Corporation |

- (b) If the corporation authorises more than one (1) person and more than one (1) of the representatives purport to exercise the power under Clause 87(a) above:
 - (i) if the representatives purport to exercise the power in the same way, the power is treated as exercised in that way; or
 - (ii) if the representatives do not purport to exercise the power in the same way, the power is treated as not exercised.
- (c) A certificate of authorisation by the corporation shall be prima facie evidence of the appointment or the revocation of the appointment of a representative.

88. The instrument appointing a proxy together with the power of the attorney or other authority (if any), under which it is signed or a notarially certified copy of that power of authority shall be left at the Office or such other place as may be specified for that purpose in the notice convening the meeting of Members, at least forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting, as the case may be, at which the person named in the instrument proposes to vote, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for taking of the poll, and in the default, the instrument of proxy shall not be treated as valid and the person so named shall not be entitled to vote in respect thereof.

Delivery of Instrument for Appointment of Proxy

89. The instrument appointing a proxy shall be in a form set out by the Directors from time to time. Unless otherwise set out by the Directors, the instrument appointing a proxy shall be in the following form or as near thereto as circumstances admit:

Form of Proxy

(Company Name)

No. of Shares Held

I/We, _____ of _____ being a member(s) of (Company Name) hereby appoint _____ of _____ or failing him/her, _____ of _____ or failing him/her, the Chairman of the Meeting, as my/our proxy, to vote for me/us on my/our behalf at the (Annual or Extraordinary General Meeting, as the case may be) of the Company to be held at _____ on _____ at _____ and at any adjournment thereof, in the manner indicated below:

No.	Resolution	For	Against

(Please indicate with "X" how you wish to cast your vote. In the absence of specific directions, the proxy may vote or abstain as he/she thinks fit.)

Signed this _____ day of _____, _____.

.....
 Signature of Shareholder

90. Every power, right or privilege herein given in this Constitution to any Member of the Company to convene, attend and vote at any meeting of the Company may be exercised in the event of such Member being abroad by any attorney or attorneys duly appointed by such Member provided that the duly constituted power of attorney is produced at the Office during business hours at least forty-eight (48) hours before the same is acted on.

Deposit of Power of Attorney

91. Any vote given or things done by such attorney or attorneys shall be valid notwithstanding the previous death or unsoundness of mind of the Member giving such power of attorney or the revocation of such power of attorney provided that no intimation in writing of the death or unsoundness of mind or revocation shall have been received at the Office and before such vote is given or things done.
- Validity of Vote by Attorney

DIRECTORS

92. Until otherwise recommended by the Board and determined by the Company in general meeting, the number of Directors shall not be less than two (2) but in the event of any vacancy occurring that reduces the number of Directors below the aforesaid minimum number, the remaining Director or Directors may act only for the purpose of increasing the number of Directors to such minimum number, or to summon a general meeting of the Company save and except in an emergency.
- Number of Directors
93. The shareholding qualification for Directors may be fixed by the Company in general meeting and until so fixed no shareholding qualification for Director shall be required. All Directors shall be entitled to receive notice of and to attend and speak at all general meetings of the Company.
- Qualification and Rights of Directors
94. The office of a Director shall be vacated:
- Vacation of Office of a Director
- (a) if he resigns in accordance with the Act;
 - (b) if he has retired in accordance with the Act or this Constitution but is not re-elected;
 - (c) if he is removed from office in accordance with the Act or this Constitution;
 - (d) if he becomes disqualified from being a Director under Sections 198 or 199 of the Act;
 - (e) if he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder;
 - (f) if he dies;
 - (g) if he otherwise vacates his office in accordance with this Constitution;
 - (h) if he is removed from his office of Director by ordinary resolution of the Company in general meeting of which special notice has been given;
 - (i) if he has a receiving order in bankruptcy made against him or if he makes any arrangement or composition with his creditors generally;
 - (j) if he is absent from more than fifty per cent (50%) of the total Board meetings held during a financial year;
 - (k) if he is convicted by a court of law, whether within Malaysia or elsewhere in relation to the offences set out under Clause 95(a), (b) or (c) below.
95. The Company must ensure that no person is appointed and allowed to act as a Director or be involved whether directly or indirectly in the Company's management, including acting in an advisory capacity in relation to the Company, if he:
- Disqualification of Directors

- (a) has been convicted by a court of law, whether within Malaysia or elsewhere, of an offence in connection with the promotion, formation or management of a corporation;
- (b) has been convicted by a court of law, whether within Malaysia or elsewhere, of an offence, involving bribery, fraud or dishonesty or where the conviction involved a finding that he acted fraudulently or dishonestly; or
- (c) has been convicted by a court of law of an offence under the securities law or the corporations laws of Malaysia,

within five (5) years from the date of conviction or if sentenced to imprisonment, from the date of release from prison, as the case may be.

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| 96. | The fees of the Directors and any benefits payable to the Directors shall be subject to Members' approval at a general meeting. Unless otherwise directed by the resolution by which it is voted, any such fees shall be divided amongst the Directors as they may agree or failing agreement equally. Fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting where notice of proposed increase has been given in the notice convening the meeting; and fees payable to non-executive Directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover. Salaries payable to executive Directors may not include a commission on or percentage of turnover. | Remuneration for Directors |
| 97. | The Directors shall also be entitled to be repaid all travelling and hotel expenses properly incurred by them respectively in or about the performance of their duties as Directors, including their expenses of travelling to and from meetings of Directors or general meetings or which he may otherwise incur on or about the business of the Company. If by arrangement with the Directors, any Director shall perform or render any special duties or service outside his ordinary duties as a director, in particular without limiting to the generality of the foregoing if any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of Directors, the Company may pay him special remuneration, in addition to his Director's fees, and such special remuneration shall be determined by the Board and may be paid to such Director in any manner or method whatsoever but shall not include a commission on or a percentage of turnover where such special remuneration is paid by way of salary to an executive Director. | Reimbursements for Directors |

MANAGING DIRECTOR

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| 98. | The Directors may from time to time appoint any one (1) of or more of their body to be the managing Director. The Directors may entrust to and confer upon a managing Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may deem fit and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any or such powers and subject thereto, the managing Director shall always be subject to the control of the Board. The remuneration of a managing Director may be by way of salary or commission or participation in profits or by any or all of those modes but shall not include a commission on or a percentage of turnover. | Appointment of Managing Director |
| 99. | (a) A managing Director shall be subject to the provision of any contract between him and the Company, may be subject to the same provisions as to resignation and removal as the other Directors, and if he ceases to hold the office of Director, he shall ipso facto and immediately cease to be a managing Director whatever the case may | Office of Managing Director |

be save as far as otherwise expressly provided by the agreement (if any) under which he holds that office.

- (b) A managing Director shall, while he continues to hold such office be subject to retirement by rotation and be taken into account in determining the rotation of retirement of Directors pursuant to Clause 107 and if he is appointed as a Director pursuant to Clause 111 he shall not be required to resign or retire under Clause 111 while he continues to hold such office.

ALTERNATE DIRECTOR

100. (a) (i) A Director may at any time by writing under his hand and deposited at the Office appoint any person to be his alternate Director provided that: Appointment of Alternate Director

- (aa) such person is not a Director;
- (bb) such person does not act as an alternate for more than one (1) Director;
- (cc) the appointment is approved by a majority of the other members of the Board; and
- (dd) any fee paid by the Company to the alternate shall be deducted from that Director’s remuneration,

and he may at any time terminate such appointment.

- (ii) An alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed hereunder but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Directors attended by him at which he is entitled to vote.

(b) The appointment of an alternate Director shall ipso facto cease:

- (i) on the happening of any event which if he were a Director would render him legally disqualified from acting as a Director in accordance with this Constitution or the Act or the Listing Requirements;
- (ii) if he has a receiving order made against him or composition with his creditors generally;
- (iii) if he becomes of unsound mind; or
- (iv) if his appointer ceases for any reason to be a Director,

provided that if any Director retires by rotation but is re-elected by the meeting or is pursuant to the provisions of this Constitution deemed to be re-elected at the meeting at which such retirement took effect, any appointment made by him pursuant to this Clause 100 which was in force immediately prior to this retirement shall continue to operate after such re-election as if he had not so retired. Every person acting as an alternate Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults and he shall not be deemed to be the agent of or for the Director appointing him.

(c) All appointments and removals of an alternate Director made by any Director in pursuance of the provisions of this Constitution shall be in

writing under the hand of the Director making the same and left at the Office.

- (d) An alternate Director shall be entitled (subject to his giving to the Company an address within Malaysia at which notices may be served on him) to receive notice of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally in the absence of his appointer to perform all the functions of his appointer as a Director.
- (e) An alternate Director may be repaid by the Company such expenses as might properly be repaid to him if he were a Director which shall be deducted from his appointer's remuneration.

POWERS AND DUTIES OF DIRECTORS

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| 101. | The business and affairs of the Company shall be conducted and managed by the Directors who may pay all expenses incurred in promoting and registering the Company, and the Directors may and shall be entitled to do all such acts and exercise all such powers of the Company in accordance with the Act and this Constitution but no new Clauses or alteration made to the existing Clauses shall invalidate any prior act of the Directors which would have been valid if that new Clause or alteration had not been made. For the purposes of Clauses 101 to 105, "Director" shall include chief executive officer, chief financial officer, chief operating officer or any other person primarily responsible for the management of the Company. | General Powers and Duties of Directors |
| 102. | The Directors may establish any committees, local boards or agencies for managing any of the affairs of the Company, either in Malaysia or elsewhere, and may lay down, vary or annul such rules and regulations as they may think fit for the conduct of the business thereof, and may appoint any persons to be members of such committees, local boards, or agencies, and may fix their remuneration. The Directors may delegate to any such committees, local boards or agencies any of these powers, authorities and discretions vested in the Directors with power to sub-delegate and may authorise the members of any such committees, local boards or agencies to fill any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any persons 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 effected thereby. | Establishment of Committees, Local Boards or Agencies |
| 103. | The Directors may from time to time and any time by power of attorney under the Seal appoint any company, firm or person or any body or persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions, (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney or attorneys as the Directors may think fit and may also authorise any such attorney or attorneys to sub-delegate all or any of the powers, authorities and discretion vested in him. | Power to Appoint Attorney |
| 104. | All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be in such manner as the Directors shall from time to time by resolution determine. | Power on Negotiable or Transferable Instruments |

105. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or pension, provident or superannuating fund for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to 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 other officers of the Company or of any such other Company as aforesaid and holding or have held any salaried employment or office in the Company or such predecessors or other Company and the wives, widows, families and dependents 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 aforesaid. Subject always, if the Act shall so require, to particulars with respect thereto being disclosed to the Members and 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 Member 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 or former employee or servants (including Directors or other officers) and/or their respective wives, widows, families and dependents.

Power on Establishment and Maintenance of any Non-Contributory or Pension, Provident or Superannuating Fund

BORROWING POWERS

106. (a) The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertakings, property and uncalled capital, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company subject to the Act and/or the Listing Requirements.
- (b) If the Directors or any of them, or any other person, shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.

Borrowing Powers of the Company

APPOINTMENT OF DIRECTORS

107. Subject to this Constitution at each annual general meeting, one-third (1/3) of the Directors for the time being, or, if their number is not a multiple of three (3), the number nearest to one-third (1/3) with minimum of one (1), shall retire from office and an election of Directors shall take place, provided always that each Director shall retire once in every three (3) years but shall be eligible for re-election. A Director retiring at a meeting shall retain office until the close of the meeting whether adjourned or not.
108. The Directors to retire in each year shall be those who have been longest in office since their last election or appointment, but as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Retirement of Directors at Annual General Meeting

Manner of Retirement of Directors at Annual General Meeting

109. No person, not being a retiring Director shall be eligible for election to the office of Director at any general meeting unless a Member intending to propose him for election has, at least eleven (11) clear days before the meeting, left at the Office 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 and every candidature of election to the Board shall be served on the registered holders of Shares at least seven (7) days prior to the meeting at which the election is to take place.
110. The Company at the meeting at which a Director retires may fill up the vacated office by electing a person thereto in accordance with this Constitution. In default the retiring Director shall be deemed to have been re-elected, unless:
- (a) at such meeting it is expressly resolved not to fill up such vacated office, or a resolution for the re-election of such Director is put to the meeting and lost; or
- (b) such Director has given notice in writing to the company that he is unwilling to be re-elected.
111. The Company may by ordinary resolution of which special notice has been given remove any Director before the expiration of his period of office notwithstanding this Constitution or any agreement between the Company and such Director, but without prejudice to any claim he may have for damages for breach of any such agreement. The Company may by ordinary resolution of which special notice has been given appoint another person in place of a Director so removed from office and any person so appointed shall be subject to retirement by rotation at the same time as if he had become a Director on the day on which the Director whose place he is appointed was last elected a Director. In default of such appointment the vacancy so arising may be filled by the Directors as a casual vacancy.
112. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an additional Director, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with this Constitution. Any Director so appointed shall hold office only until the next annual general meeting and shall then be eligible for re-election, but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting.

Notice of candidate as a Director

Retiring Director Deemed to be Re-Appointed

Removal of Directors

Power to add Directors

PROCEEDINGS OF DIRECTORS

113. The regulations as set out in Third Schedule of the Act shall not apply to the Company except insofar as the same are repeated or contained in this Constitution.
114. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. Subject to this Constitution, questions arising at any meeting shall be determined by a majority of votes. In the case of any equality of votes the chairman of the Board meeting shall have a second or casting vote save and except where:
- (a) two (2) Directors form a quorum and only such a quorum is present; or
- (b) only two (2) Directors are competent to vote on the question at issue.

Non-Applicability of Third Schedule of the Companies Act 2016

Meeting of Directors

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| 115. | A Director may at any time or the Secretary shall on the requisition of a Director summon a meeting of the Directors. | Requisition of Directors' Meeting |
| 116. | <p>Notice of any meeting of the Directors may be given by telephone, facsimile or other electronic communications/means and the contemporaneous linking together by telephone or such other electronic communications/means shall be deemed to constitute a meeting of the Directors wherever in the world they are, as long as:</p> <p>(a) the quorum of Directors is met;</p> <p>(b) at the commencement of the meeting each Director acknowledges the presence thereof to all Directors taking part and such participation shall be deemed to be presence in person;</p> <p>(c) each of the Director taking part is able to be heard and hear each of them subject as hereinafter mentioned throughout the meeting;</p> <p>(d) the Directors present at the commencement of the meeting do not leave the meeting by disconnecting the telephone or other electronic communications/means, but the meeting shall be deemed to have been conducted validly notwithstanding that the telephone or electronic communications/means is accidentally disconnected during the meeting and provided that no discussion or decisions should be made in respect of matters by the Directors during the disconnection and that if the telephone or electronic communications/means cannot be reconnected at all, the meeting shall then be adjourned;</p> <p>(e) all information and documents are made equally available to all participants prior to or at/during the meeting; and</p> <p>(f) a minutes of the proceedings shall be sufficient evidence thereof and of the observance of all necessary formalities if certified by the chairman of the meeting.</p> | Notice of Directors' Meeting |
| 117. | The quorum necessary for the transaction of the business of the Directors shall be two (2) Directors. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers, authorities and discretions by or under this Constitution vested in or exercisable by the Directors. | Quorum of Directors' Meeting |
| 118. | The Directors may from time to time elect and remove a chairman and one (1) or more deputy chairman of the Board from their number and the Directors may determine the period for which such officers shall respectively hold office respectively. The chairman or in the absence of the chairman, the deputy chairman (if any) or in the event that there are more than one (1) deputy chairman, the senior in appointment amongst them, shall preside at the meeting of Directors. If such officers have not been appointed, or if no such officers are present within thirty (30) minutes after the time appointed for holding of the meeting of the Directors, the Directors present shall choose one (1) of their number to be chairman of the meeting. | Chairman of Directors' Meeting |
| 119. | The Directors may delegate any of their powers to a committee consisting of members of their body as they think fit. Any committee so formed shall be at least two (2) in number and shall in the exercise of the powers so delegated shall conform to any regulations that may be imposed on them by the Directors. | Committees of Directors |

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| 120. | A committee may elect a chairman of its meetings. If no such chairman is elected or if at any meeting the chairman is not present within thirty (30) minutes after the time appointed for holding the same the committee members present may choose one (1) of their number to be chairman of the meetings. | Chairman of Committees |
| 121. | A committee may meet and adjourn its meeting, as its members think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present. The chairman shall have a casting vote in case of any equality of votes provided that there are more than two (2) Directors present or who are competent to vote on the question at issue. | Meeting of Committees |
| 122. | All acts done by any meeting of Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person acting aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director. | Validity of Directors' Act |
| 123. | The Directors shall cause proper minutes to be made of all general meetings of the Company and also of all appointments of officers and of the proceedings of all meetings of Directors and committees, and of the attendance thereat and all business transacted at such meetings and any records of proceedings of any meeting of Members, if purporting to be signed by the chairman of such meeting or by the chairman of the next succeeding meeting of Members shall be sufficient evidence, without any further proof, of the facts therein stated. | Minutes of Meeting and Resolutions |
| 124. | A resolution in writing signed or approved by letter, telegram, telex, digital signature or any other electronic means or facsimile by a majority of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted. All such resolutions shall be described as "Directors' Circular Resolution" and may consist of several documents in like form each signed by one (1) or more of the Directors or their alternates and shall be forwarded or otherwise delivered to the Secretary without delay and shall be recorded by him in the Company's minute book following the receipt thereof by him. A resolution shall be deemed to be passed in accordance with this Constitution upon the receipt of the confirmed facsimile or other written electronic communication by a Director of his approval to the resolution. | Directors' Circular Resolution |
| 125. | Every Director shall declare his interest in the Company and his interest in any contract or proposed contract or arrangement with the Company in accordance with Section 221 of the Act and any other relevant laws. Subject to Section 222 of the Act, a Director shall not participate in any discussion or vote in respect of any contract or proposed contract or arrangement in which he has a direct or indirect interest. A Director shall, notwithstanding his interest in any contract or proposed contract or arrangement, be counted only to make the quorum for any Board meeting where a decision is to be taken upon any such contract or proposed contract or arrangement. | Disclosure of Interest by Directors |
| 126. | A Director may be or become director or other officer of or otherwise be interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise or on any corporation, which is directly or indirectly interested in the Company as shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such corporation unless the Company otherwise directs at the time of his appointment. The Director may exercise the voting power conferred by the shares or other interest in any such other corporation held or owned by the Company, or exercisable by them as a director of such other corporation in such manner and in all respects as he | Directors May Become Directors of Other Corporation |

thinks fit (including the exercise thereof in favour of any resolution appointing himself or any of the directors or other officers of such corporation) and any Director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be or is about to be appointed, a director or other officer of such corporation and as such is or may become interested in the exercise of such voting rights in manner aforesaid provided always that he has complied with Section 221 and all other relevant provisions of the Act and of this Constitution.

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| 127. | A general notice that a Director, alternate Director or managing Director is a member of or interested in any specified firm or corporation with whom any contract is proposed to be entered into in relation to the affairs of the Company and is to be regarded as interested in all transactions with such firm or corporation shall be a sufficient disclosure under this Clause 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. | Interest Deemed Disclosed by Directors |
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SECRETARY

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| 128. | The Secretary or Secretaries shall, in accordance with the Act, be appointed by the Board for such term or terms at such remuneration and upon such conditions as they may think fit, and any Secretary or Secretaries so appointed may be removed by them, but without prejudice to any claim be or they may have for damages for any breach of contract of service against the Company. The Board may appoint an assistant or deputy Secretary or Secretaries by resolution. | Appointment or Removal of Secretary |
| 129. | The Board may from time to time by resolution appoint a temporary substitute for the Secretary, who shall be deemed to be the Secretary during the term of his appointment. | Appointment of Temporary Secretary |
| 130. | Subject to the terms of his appointment and in accordance with the Act, the Secretary may resign from his office by giving a written notice of his intention to the Board. | Resignation of Secretary |

COMMON SEAL

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| 131. | The Directors shall provide for the safe custody of the Seal, which shall only be used pursuant to a resolution of the Directors or a committee of the Directors authorising the use of the Seal. The Directors may from time to time make such regulations as they think fit determining the persons and the number of such persons in whose presence the Seal shall be affixed and, until otherwise so determined, the Seal shall be affixed in the presence of at least one (1) Director and countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose of signing every instrument to which the Seal is affixed, and the Directors may by resolution determine either generally or in any particular case that the signatures of any Director, the Secretary or such other person appointed as aforesaid may be affixed or reproduced by facsimile, autographic or other mechanical means provided that the use of such method or system of reproducing signatures is restricted to a certificate or other document of title in respect of any Share, stock, debenture or marketable Security created or issued by the Company required to be given under the Seal or Share Seal of the Company. | Authority for Use of Common Seal |
| 132. | The Company may exercise the power conferred by Section 62 of the Act with regard to having an official Seal for use abroad, and such powers shall be vested in the Directors. | Common Seal for Abroad Use |

133. The Company shall have a Share Seal for any Securities issued by the Company or documents creating or evidencing Securities so issued by the Company to which the Share Seal is affixed shall be signed by the persons mentioned in Clause 131 provided that the Directors may by an ordinary resolution determine, either generally or in any particular case, that the signatures of such persons or any of them may be dispensed with or may be affixed by some mechanical or electronic means to be specified in such resolution.

Share Seal

DIVIDENDS AND CAPITALISATION OF PROFITS

134. Subject to the provisions hereinafter contained and to the preferential or other special rights as to dividends for the time being attached to any preference Shares or any other special class of Shares in the Share capital of the Company, the profits of the Company available for dividends shall be applied in payment of dividends on the ordinary Shares in proportion to the amounts paid up or credited as paid up thereon respectively but no amount paid on a Share in advance of calls shall be treated as paid-up on the Share.
135. The Company may with the sanction of a general meeting from time to time declare dividends, but no such dividends shall be payable except out of profits of the Company, provided that the Directors may pay to the Members such interim dividends if they are satisfied that the Company will be solvent immediately after the distribution is made. No higher dividend shall be paid than is recommended by the Directors and the declaration of the Directors as to the amount of the net profits shall be conclusive.
136. The Directors may before recommending any dividend set aside out of the profits of the Company such sums as they think proper as a reserve fund or reserve funds which shall at the discretion of the Directors be applicable for meeting contingencies, for the gradual liquidation of any debt or liability of the Company, or for repairing or maintaining any works connected with the business of the Company for the time being on such terms and in such manner as the Company or shall with the sanction of the Company in general meeting be, as to the whole or in part, applicable for equalising dividends or for distribution by way of bonus among the Members in general meeting shall from time to time determine, and pending such application the Directors may employ the sums from time to time so set apart as aforesaid in the business of the Company or invest the same in such Securities (other than the Shares) as they may select. The Directors may also from time to time carry forward such sums as may be deemed expedient in the interest of the Company.
137. The Company may, upon the recommendation of the Directors, by general meeting direct payment of a dividend either in whole or in part 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 (1) or more of such way; and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and in particular may issue fractional certificates 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.
138. Subject to the Act, the Listing Requirements and any consents or approvals required by the law, the Company may undertake a Dividend Reinvestment Scheme and issue new Shares pursuant thereto.
139. (a) Any dividend, interest or other monies payable in cash in respect of Shares may be paid by direct debit, bank transfer, cheque or dividend warrant or such other electronics transfer methods, and all

Distribution of Dividends Out of Profit

Declaration of Dividends

Setting Aside Profits for Reserved Fund

Payment of Dividend in Specie

Dividend Reinvestment Scheme

Payment Method for Dividends

electronic payment of cash distributions must be done in accordance with the Listing Requirements.

- (b) Where applicable, every cheque or dividend warrant shall be sent:
 - (i) by post, by courier or by hand to the registered address of the person entitled as appearing in the Register and/or the Record of Depositors; or
 - (ii) by post, by courier or by hand to the registered address of the person becoming entitled to the Share by reason of the death, bankruptcy or mental disorder of the holder or by operation of law or if such address has not been supplied, to such address to which such cheque or warrant might have been posted if the death, bankruptcy, mental disorder or operation of law had not occurred; or
 - (iii) by post, by courier or by hand to such address as the person entitled may direct in writing but the Company shall be entitled to send such cheque or dividend warrant to such other address or by such other means stated herein notwithstanding such direction.
- (c) Where applicable, every cheque or warrant may be made payable:
 - (i) to the order of the person entitled; or
 - (ii) to the order of the person entitled by reason of the death, bankruptcy or mental disorder of the holder or by operation of law; or
 - (iii) to the order of such other person as the person entitled may in writing direct to be sent to,

but nothing herein shall prevent such cheque or warrant from being made payable in such other manner as the Company would be entitled to in respect of such cheque or warrant including (without limitation), in the case of the death of the holder of the Share in respect of which the dividend or other monies to be paid by the cheque or warrant are payable making such cheque or warrant payable to the estate of such holder if the Company thinks appropriate. Such cheque or warrant shall be a good discharge to the Company. The Company shall not be responsible for any loss of any such cheque or warrant (whether in the post, while being delivered by courier or by hand, after delivery to the relevant address of person or otherwise).

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| 140. | The receipt of the person whose name appears on the Register or the Record of Depositors to be the holder of any Shares shall be a good discharge to the Company for all dividends or other monies payable in respect of such Share. | Discharge to Company in respect of Dividends |
| 141. | No unpaid dividend or interest shall bear interest against the Company. The Directors may retain any dividend payable to a Member or any part thereof and set-off the same against the amount of any call made in respect of such Members' Shares and remaining unpaid and whether such call shall have been made before or after the declaration of the dividend in question. | Unpaid Dividends |
| 142. | A transfer of Shares shall not pass the right to any dividend declared thereon before the registration of the transfer. | Transfer of Shares Before Declaration of Dividends |

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| 143. | The payment by the Directors of any unclaimed dividend or other moneys payable on or in respect of a Share into a separate account shall not constitute the Company a trustee in respect thereof and any dividends unclaimed after one (1) year from the date of declaration of such dividend shall be dealt with in accordance with the Unclaimed Moneys Act, 1965. | Unclaimed Dividends |
| 144. | Every dividend shall belong and be paid (subject to the Company's lien) to those Members who shall be on the Register or the Record of Depositors at the date fixed for payment of such dividend, notwithstanding any subsequent transfer or transmission of share. | Payment of Dividends to Members on the Register of Members/the Record of Depositors |
| 145. | The Company in general meeting may at any time and from time to time pass a resolution that any sum not required for the payment or provision of any fixed preferential dividend; and (a) being any part of the undivided profits in the hands of the Company or (b) for the time being standing to the credit of any reserve fund or reserve account of the Company and/or accretion to capital accruing on sale or shown by a valuation or revaluation of any property or assets of the Company, be capitalised, and that such sum be appropriated as capital to and amongst the holders of ordinary Shares in the proportions in which they would have been entitled thereto if the same had been distributed by way of dividend on the ordinary Shares and in such manner as the resolution may direct and such resolution shall be effective and the Directors shall in accordance with such resolution apply such sum in paying up in full any unissued Shares or debentures of the Company on behalf of the holders of ordinary Shares aforesaid, and appropriate such Shares or debentures and distribute the same credited as fully paid up to and amongst such holders of ordinary Shares in the proportions aforesaid in satisfaction of the Shares and interests of such holders of ordinary Shares in the said capitalised sum or shall apply such sum or any part thereof on behalf of the holders of ordinary Shares as aforesaid in paying up the whole or part of any uncalled balance which shall for the time being be unpaid in respect of any issued ordinary Shares held by such Members or otherwise deal with such sum as directed by such resolution. Where any difficulty arises in respect of any such distribution, the Directors may settle the same as they think expedient, and in particular they may issue fractional certificates, fix the value for distribution of any fully paid-up Shares or debentures, make cash payments to any Members on the footing of the value so fixed in order to adjust the rights, and vest any such Shares or debentures in trustees upon such trusts for the persons entitled to share in the appropriation and distribution as may seem just and expedient to the Directors. When deemed requisite a proper contract for the allotment and acceptance of any Shares to be distributed as aforesaid shall be delivered to the Registrar of Companies for registration in accordance with the Act and the Directors may appoint any person to sign such contract on behalf of the persons entitled to share in the appropriation and distribution and such appointment shall be effective. | Capitalisation of Profits |

MINUTES AND BOOKS

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| 146. | The Directors shall cause minutes to be made in books to be provided for the purpose: | Minutes To Be Made in Books |
| | (a) of all appointments of officers made by the Directors. | |
| | (b) of the names of the Directors present at each meeting of the Directors and of any committee of Directors. | |
| | (c) of all resolutions and proceedings at all meetings of the Company and of any class of Members of the Company and of the Directors and of the committees of Directors. | |

- (d) of all resolutions or orders made by the Directors and any committee of Directors.

Such minutes shall be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting and if so signed, shall be conclusive evidence without any proof of the facts thereon. The books containing the minutes of proceedings of all general meetings of the Company shall be kept at the Office and shall be open to the inspection of Members without charge.

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| 147. | Any register, index, minute book, book of account or other book required by this Constitution or the Act to be kept by or on behalf of the Company may be kept either by making entries in bound books or by recording them in any other manner. In any case in which bound books are not used, the Directors shall take adequate precautions for guarding against falsification and for facilitating its discovery, production or reproduction. | Manners of Keeping of Books |
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ACCOUNTS

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| 148. | The Directors shall in accordance with the Act cause to be kept the 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. | Records on Account Transactions |
| 149. | Subject always to Section 245(5) of the Act, the books of account or records of operations shall be kept at the Office or at such other place as the Directors think fit and shall always be open to the inspections by the Directors. No Member (other than a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by the Act or authorised by the Directors. | Place for Keeping of Books of Account |
| 150. | The Directors shall from time to time in accordance with the provisions of the Act and the Listing Requirements cause to be prepared and to be laid before the Company in general meeting the annual financial statements including the reports attached thereto group accounts (if any) and reports as may be necessary. | Annual Financial Statements and Reports |
| 151. | The interval between the close of a financial year of a company and the issuance of the annual audited financial statements, the Directors' and Auditors' reports shall not exceed the duration as may be prescribed in the Act and/or the Listing Requirements. | Interval Between the Close of Financial Year and Annual Audited Financial Statements, Directors' and Auditors' Reports |
| 152. | A copy of each of such documents referred to in Clause 150 in printed form or in CD-ROM or other electronic form permitted under the Listing Requirements or any combination thereof shall not less than twenty-one (21) days before the date of the annual general meeting be sent to every Member, every holder of debentures of the Company who has requested for such documents and to every other person who is entitled to receive notices of general meetings from the Company under the provisions of the Act or of this Constitution provided that this Clause shall not require a copy of these documents to be sent to any person of whose address the Company is not aware of; but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application to the Office. The requisite number of copies of each such documents as may be required by the Exchange shall at the same time be sent to the Exchange. | Reports May Be in Printed Form or in CD-ROM or Other Electronic Form |

AUDITORS

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| 153. | Auditors shall be appointed for each financial year of the Company by way of an ordinary resolution in accordance with Section 271 of the Act and the Auditors may be removed by way of an ordinary resolution in accordance with Section 276 of the Act. The Auditors' duties shall be regulated in accordance with the provisions of the Act. | Appointment of Auditors |
| 154. | An Auditor may resign from his office by giving a notice in writing of his intention to do so to the Company at the Office. | Resignation of Auditors |
| 155. | Subject to the provisions of the Act, 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 Acts Done by Auditors |
| 156. | The Auditors shall attend every general meeting where the financial statements of the Company for a financial year are to be laid, so as to respond according to his knowledge and ability to any question relevant to the audit of the financial statement in accordance with Section 285 of the Act. | Attendance of Auditors at Annual General Meeting |
| 157. | The Auditors shall be entitled 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. | Rights of Auditors in respect of Annual General Meeting |

AUTHENTICATION OF DOCUMENTS

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| 158. | Any Director or the Secretary or any person appointed by the Directors for the purposes hereof shall have power to authenticate any documents or proceedings requiring authentication by the Company, and to certify copies or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are elsewhere than at the Office, the local manager and other officer of the Company having the custody shall be deemed to be a person appointed by the Directors as aforesaid. | Authentication of Documents |
| 159. | 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 Clause 158 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. | Conclusive Evidence of Resolutions and Extract of Minutes of Meetings |

NOTICES

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| 160. | Subject to the provisions of the written law, a notice or any other document under this Constitution may be served by the Company upon any Member: | Service of Notices or Documents to Members |
| | (a) in hard copy, either personally or by sending it through the post in prepaid letter addressed to such Member at his registered address as appearing in the Register or Record of Depositors; | |
| | (b) in electronic form, and sent by the following electronic means: | |
| | (i) transmitting to his last known electronic mail address; or | |

- (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 availability of the notice or document on the electronic platform via hard copy or electronic mail or short messaging service has been given to them accordingly.

161. (a) Any notice or other document, if served or sent by post, shall be deemed to have been served or delivered at the time when the letter containing the same is put into the post, and in proving such service or sending it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office as a prepaid letter. When Service Deemed Effected
- (b) Any notice or other document, if sent by electronic means shall be deemed to have been sent or delivered as follows:
- (i) via electronic mail, at the time of transmission to a Member's electronic mail address pursuant to Clause 160(b)(i), provided that the Company has record of the electronic mail being sent and that no written notification of delivery failure is received by the Company;
 - (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 160(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 that the notification on the publication or availability of the notice or document on the relevant electronic platform has been given pursuant to Clause 160(b)(iii).
- (c) In the event that service of a notice or document pursuant to Clause 160(b) is unsuccessful, the Company must, within four (4) 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 160(a) hereof.
162. A notice or other document may also be served by the Company or the Secretary on any Member or Director by transmitting it by telefax or by telex with confirmed telex answerback (with postages prepaid air mail confirmation) to such Member or Director at the telex number of such Member or Director appearing in the Register or Record of Depositors or the register of Directors or specified by such Member or Director to the Company or the Secretary as such Member's or Director's telex number for the time being in the case of telex messages and at the telefax number appearing in the Register or Record of Depositors or the register of Directors or specified by such Member or Director to the Company or the Secretary as such Member's or Director's telefax number for the time being in the case of telefax messages. Service of Notice or Documents by Company or Secretary

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| 163. | Every person who, by operation of law, transfer, transmission or other means whatsoever, shall become entitled to any Share, shall be bound by every notice in respect of such Share, which, previously to his name and address being entered in the Register or the Record of Depositors as the registered holder of such Share, shall have been duly given to the person from whom he derives the title to such Share provided always that a person entitled to a Share in consequence of the death or bankruptcy of a Member, upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the Share, and upon supplying also an address within Malaysia for the service of notices, shall be entitled to have served upon him at such address any notice or document to which the Member but for his death or bankruptcy would be entitled, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the Share. | Notice in Case of
Death or
Bankruptcy |
| 164. | Subject always to the provisions of Clause 160(a) and 161(a), any notice or document delivered or sent by post to, or left at, the registered address of any Member shall, if such Member be then deceased, and whether or not the Company has notice of his death, be deemed to have been duly served on his Personal Representatives. | Address for
Service |
| 165. | <p>(a) Notice of every general meeting shall be given in any manner hereinbefore authorised to:</p> <ul style="list-style-type: none"> (i) every Member and Director; (ii) every person entitled to a Share in consequence of the death or bankruptcy of a Member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting; (iii) the Auditors for the time being of the Company; and (iv) the Exchange. <p>(b) Save as otherwise provided in this Constitution or in the Act, no other person shall be entitled to receive notice of general meetings.</p> | Who Shall
Receive Notice |
| 166. | Any notice on behalf of the Company or of the Board shall be deemed effectual if it purports to bear the signature of the Secretary or other authorised officer of the Company. | Signatory of
Company for
Notice |

WINDING UP

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| 167. | (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. 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, at the commencement of the winding up, paid up or which ought to have been paid up on the Shares held by them respectively but this Clause shall be without prejudice to the rights of the holders of Shares issued upon special terms and conditions. | Winding Up |
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- (b) If the Company shall be wound up (whether the liquidation is voluntary, under supervision, or by the court) the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide among the Members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of the same kind or otherwise, and may for such purpose set such value as he deems fair upon any one (1) or more class or classes of property to be divided aforesaid and may determine how such division shall be carried out as between the Members or difference classes of Members. The liquidator may, with the like sanction, vest any part of the assets in trustees upon such trusts for the benefit of Members as the liquidator shall 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 in respect of which there is a liability.
- (c) On the voluntary liquidation of the Company, a liquidator shall be entitled to receive salary or remuneration in accordance with the Companies Act 2016.

INDEMNITY

- 168. Subject to any applicable laws, every Director, Auditor, Secretary and other officers (as defined in the Act) for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred or sustained by him in or about the execution of his duties of his office or otherwise in relation thereto, and the Company may effect insurance for such persons against such liability. The provisions of this Clause in relation to indemnifying and effecting insurance for Directors shall not apply to any civil or criminal liability arising out of a breach by a Director of his duties under Section 213 of the Act. Indemnity for Company's Officers

SECRECY CLAUSE

- 169. Save as may be expressly 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 or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which, in the opinion of the Directors, it would be inexpedient in the interest of the Members of the Company to communicate to the public. Discovery of Confidential Information of Company

EFFECT OF THE LISTING REQUIREMENTS

- 170. (a) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done. Effect of the Listing Requirements
- (b) Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done.
- (c) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
- (d) If the Listing Requirements require this Constitution to contain a provision and it does not contain such a provision, this Constitution is deemed to contain that provision.

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- (e) If the Listing Requirements require this Constitution not to contain a provision and it contains such a provision, this Constitution is deemed not to contain that provision.
- (f) If any provision of this Constitution is or becomes inconsistent with the Listing Requirements, this Constitution is deemed not to contain that provision to the extent of the inconsistency.

RECONSTRUCTION

171. On the sale of the undertaking of the Company, the Directors or the liquidators on a winding up may, if authorised by a special resolution, accept fully paid or partly paid-up shares, debentures or securities of any other company, either then existing or to be formed for the purchase in whole or in part of the property of the Company, and the Directors (if the profits of the Company permit), or the liquidators (on a winding up), may distribute such shares or securities, or any property of the Company amongst the Members without realisation, or vest the same in trust for them and any special resolution may provide for the distribution or appropriation of the cash, shares or other securities, benefits or property, otherwise than in accordance with the strict legal rights of the Members or contributories of the Company; and for valuation of any such securities or property at such price and in such manner as the meeting may approve, and all holders of Shares shall be bound to accept and shall be bound by any valuation or distribution so authorised and waive all rights in relation thereto.
- Power of the Directors and Liquidators to Accept Shares, as Consideration for Sale