



SYMPHONY LIFE BERHAD
(Company No. 5572-H)

[Incorporated in Malaysia under Companies Act 1965 and
deemed registered under the Companies Act 2016]

APPENDIX A

PROPOSED NEW CONSTITUTION

OF

SYMPHONY LIFE BERHAD

This is the Appendix A referred to in Agenda No. 10 of the Notice of 56th Annual General Meeting (“AGM”) of Symphony Life Berhad dated 29 July 2019.

Date and time of the 56 th AGM	: Wednesday, 28 August 2019 at 9.30 a.m.
Venue of the 56 th AGM	: The Auditorium, 3A Floor, Menara Symphony No. 5, Jalan Semangat, Seksyen 13, 46200 Petaling Jaya Selangor Darul Ehsan

THE COMPANIES ACT 2016
MALAYSIA
PUBLIC COMPANY LIMITED BY SHARES
CONSTITUTION
OF
SYMPHONY LIFE BERHAD

1. INTRODUCTION

1.1 Incorporation of Company

Symphony Life Berhad (“the Company”) was incorporated in Malaysia on 15 July 1964.

1.2 Registered Office

The Registered Office of the Company will be situated in Malaysia.

1.3 Objects of the Company

The Company has full capacity to carry on or undertake any business or activity that is in the best interest of the Company with full rights, powers and privileges for that purpose as provided by Section 21 of the Companies Act 2016.

1.4 Members’ Liabilities

The liability of the member is limited.

2. DEFINITIONS

2.1 The expressions in the first column of the following table shall where the context admits bear the meaning specified opposite to them respectively in the second column of the table:-

WORDS	MEANINGS
Act	The Company Act 2016, and every statutory modification, amendment or re-enactment thereof for the time being in force.
Articles	The Articles in this Constitution as originally framed or from time to time altered or added to by special resolution in accordance with the Act and “Article” means any one of them.
Board	Board of directors for the time being of the Company and where the context permits or requires, shall mean the Directors whose number shall not be less than the required quorum acting as a Board of Directors.
Bursa Malaysia or the Exchange	Bursa Malaysia Securities Berhad (Company No. 635998-W) and its successors-in-title.
Central Depositories Act	The Securities Industry (Central Depositories) Act 1991 and every statutory modification, amendment or re-enactment thereof.
Company	Symphony Life Berhad (Company No. 5572-H) or such other name as may be adopted in its place.
Constitution	The Constitution as originally framed or as altered from time to time by Special Resolution.

WORDS	MEANINGS
Depositor	A holder of a Securities Account established by the Depository.
Deposited Security	Shall have the meaning given in Section 2 of the Central Depositories Act.
Depository	Bursa Malaysian Depository Sdn. Bhd. (Company No. 165570-W) and its successors-in-title.
Directors	The directors or their alternates for the time being of the Company.
Electronic Address	Any electronic mail address or mobile or contact number used for the purpose of sending or receiving documents or information by electronic means.
Electronic Form	Document or information sent or supplied by electronic means or by any other means while in an electronic form; such as by email, text message or fax; whereby a recipient of such document or information would be able to retain a copy.
Listing Requirements	The Main Market Listing Requirements of Bursa Malaysia as may be amended from time to time.
Market Day	Any day between Mondays and Fridays (both days inclusive) which is not a public holiday and on which on the stock market of Bursa Malaysia is open for trading in Securities.
Member	Any person for the time being holding shares in the Company and whose name appears in the Register of Members (except Bursa Malaysia Depository Nominees Sdn. Bhd.) including a Depositor who shall be treated as if he was a member pursuant to Section 35 of the Central Depositories Act but excludes the Depository in its capacity as a bare trustee.
Month or month	Calendar month.
Non-Deposited Security	A Security of the Company which is not a Deposited Security.
Office	The Registered Office of the Company for the time being.
Prescribed Security(ies)	A security which has been prescribed by the Exchange to be deposited with the Depository in accordance with Section 14 of the Central Depositories Act.
Record of Depositors	A record provided by Depository to the Company under Chapter 24.0 of the Rules.
Register	The Register of Members of the Company to be kept pursuant to the Act.
Registrar	The Registrar of Companies under the Act and includes any Regional, Deputy or Assistant Registrar of Companies.
Regulations	The Securities Industry (Central Depositories) (Foreign Ownership) Regulations, 1996.
RM and Sen	Ringgit Malaysia and Sen, the lawful currency of Malaysia.
Rules	Shall have the meaning given in Section 2 of the Central Depositories Act including any amendment thereto that may be made from time to time.
Seal	The common seal of the Company.
Secretary(ies)	The Secretary or Joint Secretaries of the Company appointed by the Directors.
Securities	Include shares, debentures, stocks or bonds issued or proposed to be issued and include any right, option or interest in respect thereof and include any securities which fall within the definition of/meaning assigned to "securities" in the Capital Markets and Services Act 2007.

WORDS	MEANINGS
Securities Account	An account established by the Depository for Depositor for the recording of deposit of Securities and for dealing in such Securities by Depositor.

Share Registrar The person for the time being keeping the Register.

Expressions defined in the Act and used in the Articles shall bear the meanings so defined.

3. INTERPRETATION

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| 3.1. | Words importing the singular shall include the plural and vice versa. | Plural etc. |
| 3.2. | Words importing the masculine gender include the feminine and neuter gender and vice versa. | Gender |
| 3.3 | The words persons shall include firms, partnership, companies and corporations. | Persons |
| 3.4 | The expressions 'debenture' and 'debenture holder' include (without limitation), debenture stock and debenture stockholder. | Debenture |
| 3.5 | Any matter required or expressed to be obtained or carried out in writing shall, unless the contrary intention appears, be in printing and lithography and any other mode or modes of representing or reproducing words in a visible form legible and non-transitory form and documents and information sent or supplied in electronic form or made available on a website shall be deemed to be "in writing" for the purposes of this Constitution. | In writing |
| 3.6 | References to address in relation to any electronic communication shall include any mobile number or electronic mail address used for sending or receiving documents or information by electronic mean. | Electronic Address |
| 3.7 | References to a document or information sent or supplied in electronic form shall include a document or information sent by electronic means (for example, by email or facsimile) or by any other means while in an electronic form (for example, sending a CD-ROM). | Electronic Form |
| 3.8 | References to a document or information sent or supplied by electronic means shall include a document or information:-

(i) sent initially and received at its destination by means of electronic equipment for processing (which expression includes digital compression) or storage of data; and

(ii) entirely transmitted, conveyed and received by electronic mode of communication developed from time to time, and shall include provision of any information or document on a website. | Electronic means |
| 3.9 | Subject as aforesaid words or expressions contained in this Constitution shall bear the same meaning as in the Act or any statutory modification thereof be interpreted in accordance with the provisions of the Interpretation Act 1948 and 1967 as amended, modified and supplemented from time to time and any re-enactment thereof and of the Act as in force at the date which this Constitution become binding on the Company. | Interpretation |
| 3.10 | References to the registered address of a Member or person entitled to a share means the registered address of such Member or person entitled as it appears in the Register or the Record of Depositors (as the case may be). | Registered address |
| 3.11 | The headings and marginal notes are inserted for convenience and shall not be taken into account in the construction or interpretation of this Constitution. | Heading and marginal notes |

4. VARIATION OF RIGHTS

- 4.1 If at any time the share capital is divided into different classes, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may subject to the provisions of the Act, whether or not the Company is being wound up, be varied or abrogated with the sanction of a Special Resolution passed at a separate general meeting of the holders of shares of the class and to every such Special Resolution the provisions of Section 292 of the Act shall with such adaptations as are necessary apply. To every such separate general meeting, the provisions of this Constitution relating to general meeting shall *mutatis mutandis* apply; but so that the necessary quorum shall be two (2) persons at least holding or representing by proxy or by attorney one-third (1/3) of the issued shares of the class and that any holder of shares of the class present in person or by proxy or by attorney may demand a poll except that where there is only one (1) holder of the shares of that class, that sole holder shall constitute the quorum for the meeting of the holders of that class of shares. Variation of Rights
- 4.2 The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall, unless otherwise expressly provided by the terms of issue of the shares of that class or by this Constitution as are in force at the time of such issue, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith. Creation or issue of further shares with special rights

5. SHARE CAPITAL

- 5.1 The share capital of the Company is its issued share capital which may be divided into several classes and there may be attached thereto respectively such deferred, preferred, qualified or other special rights as set out in this Constitution. Class of shares
- 5.2 The Company shall have power to increase or reduce the capital to consolidate or sub-divide the shares into shares of larger or smaller amounts and to issue fully paid, and with any special or preferential rights or privileges, or subject to any special terms or conditions and either with or without any special designation, 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 the provisions of the Constitution for the time being of the Company. Alteration of share capital
- 5.3 Subject to the Act, the Listing Requirements and this Constitution, any unissued Shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Directors who may offer, issue, allot (with or without conferring a right renunciation), grant options over, grant any right or rights to subscribe for such shares or any right or rights to convert any security into such shares, or otherwise deal with or dispose of them to such persons at such times and on such terms and conditions as they may determine. Power of Directors to issue shares
- 5.4 Article 5.3 shall be subject to the following provisions:- Restriction on issue
- (1) The Company shall not offer, issue, allot, grant options over shares, grant any right or rights to subscribe for shares or any rights to convert any security into share or otherwise deal with or dispose of shares which will or may have the effect of transferring a controlling interest in of the Company without the prior approval of the Members in general meeting.
 - (2) No Director shall participate in a Share Issuance Scheme for employees unless the Members in general meeting have approved the specific allotment to be made to such Director; and
 - (3) The rights attaching to shares of a class other than ordinary shares shall be expressed in this Constitution.

- 5.5 Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible Securities for the time being unissued and not allotted and any new shares or Securities from time to time be created shall before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, the amount of the existing share or Securities to which they are entitled. The offer should be made by notice specifying the number of shares or Securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or Securities offered, the Directors may dispose of those shares or Securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares or Securities which (by reason of the ratio which the new shares or Securities bear to the shares or Securities held by persons entitled to an offer of new shares or Securities) cannot, in the opinion of the Directors be conveniently offered under this Article. Pre-emption
- 5.6 Notwithstanding Article 5.4 (but subject to the Act), the Company may (if required) apply to Bursa Malaysia for a waiver from convening an extraordinary general meeting to obtain Members' approval for further issues or issues of shares (other than bonus or rights issues) where:- Waiver for issues
- (1) The aggregate issues of shares (other than bonus and rights issues and other issues of shares which have been specifically approved by the Members in an extraordinary general meeting) in any one financial year in which such further issue or issues are made do not exceed ten per cent (10%) (or such higher percentage as Bursa Malaysia may from time to time allow either in respect of a particular financial year, generally or otherwise) of the total number of issued shares (excluding treasury shares) of the Company; and
- (2) There is in force at the time of the application for such waiver, a resolution of the Company in general meeting authorising the Directors to make such further issue or issues as stated above.
- 5.7 The Company may exercise the powers of paying commission conferred by the Act, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the commission shall not exceed the rate of ten per centum (10%) of the price at which the shares in respect whereof the same is paid are issued or an amount equal to ten per centum (10%) of that price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful. Power to pay commission and brokerage
- 5.8 Except as authorised or required by law or the Rules or this Constitution or pursuant to any order of the court, no person shall be recognised by the Company as holding any Security upon trust, and the Company shall not be bound by or be required in any way to recognise (even when having notice of it) any equitable, contingent, future or partial interest in any Security or any interest in any fractional part of a Security or (except only as provided by law) any other rights in respect of any Security except an absolute right to the entirety of the Security in the registered holder. Trust not to be recognised
- 5.9 (1) In the case of Non-Deposited Securities, the Company shall not be bound to register more than two (2) persons as the holder of any such securities except in the case of executors or administrators of the estate of a deceased Member. Joints holders
- (2) If two (2) persons are registered as joint holders of any Non-Deposited Security any one (1) of such persons may give effectual receipts for any dividend payable in respect of such Non-Deposited Security and the joint holders of a Non-Deposited Security shall, subject to the provisions of the Act, be severally as well as jointly liable for the payment of all instalments and calls and interest due in respect of such Non-Deposited Securities. Such joint holders shall be deemed to be one (1) Member and only the person whose name stands first in the Register of Members as one (1) of the joint holders of such Non-Deposited

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Security shall be entitled to receive the certificate relating to such Non-Deposited Security or to receive notices from the Company and delivery of such certificate or such notices to such person shall be sufficient delivery to all such holders.

- 5.10 The Directors may at any time after the allotment of any Security but before any person has been entered in the Register as the holder recognise a renunciation of such Security by the allottee in favour of some other person and may accord to any allottee of a Security a right to effect such renunciation on such terms and conditions as the Directors may determine. Renunciation
- 5.11 Unless the rules permit otherwise, not more than one (1) person can be entered as the holder of a Security in the Record of Depositors. Restriction on number of joint names

6. PREFERENCE SHARES

- 6.1 Subject to Applicable Laws and any other requirements of the Securities Commission, any preference shares may with the sanction of an Ordinary Resolution be issued on the terms that they are or at the option of the Company are liable to be redeemed and the Company shall not issue preference shares ranking in priority over preference shares already issued but may issue preference shares ranking equally therewith. Rights of preference shareholders

(a) A holder of preference shares shall have no right to vote except only in each of the following circumstances:-

- (i) when the dividend on the preference shares is in arrears for more than six (6) months;
- (ii) on a proposal to reduce the Company's share capital;
- (iii) on a proposal for the disposal of the whole of the Company's property, business and undertaking;
- (iv) on a proposal that affects the rights attached to the preference shares;
- (v) on a proposal to wind up the Company; and
- (vi) during the winding up of the Company.

(b) A holder of preference shares shall be entitled to the same rights as a holder of ordinary shares in relation to receiving notices, reports, audited financial statements and attending meetings.

- 6.2 Notwithstanding Article 6.1 hereof, the repayment of preference share capital other than redeemable preference share capital, or any other alteration of preference shareholders' rights shall only be made pursuant to a Special Resolution of the preference shareholders concerned PROVIDED ALWAYS THAT where the necessary majority for such a Special Resolution is not obtained at the meeting, consent in writing if obtained from the holders representing not less than seventy-five per centum (75%) of the total voting rights of the preference capital concerned within two (2) months of the meeting, shall be as valid and effectual as a Special Resolution carried at the meeting. Repayment of preference capital

7. CERTIFICATES/NOTICE OF ALLOTMENT

- 7.1 Subject to the Act, the Central Depositories Act, the Rules and Regulations, the Company shall allot/issue Securities, dispatch notice of allotment to successful allottees and make an application for the quotation of such Securities in accordance with the period prescribed or allowed by Bursa Malaysia. Despatch notice of allotment

- 7.2 (1) The Company may issue jumbo certificates in respect of shares or securities in favour of the Central Depository as may be directed by the Securities Commission or the Central Depository pending the crediting of shares or securities into the securities account of the person entitled to such shares or securities or as may be prescribed by the Securities Industry (Central Depositories) Act 1991 and the Rules of the Central Depository PROVIDED ALWAYS THAT any such certificate may be issued under the Share Seal or Seal in such form as the Board shall from time to time prescribe and shall bear the facsimile signature of at least one Director and a second Director or the Secretary or some other person appointed by the Board, and shall specify the number and class of shares or securities to which it relates and the issue price of the shares or securities. Share certificates
- (2) Subject to the provisions of the Act, the Central Depositories Act and the Rules in relation to Non-Deposited Securities, if any shares certificate shall be defaced, worn out, destroyed, lost or stolen, it may be renewed on such evidence being produced and a letter of indemnity (if required) being given by the Member, transferee, person entitled or purchaser or by a member company of the Exchange, whether on its own account or on behalf of its client, as the Directors of the Company shall require, and (in the case of defacement or wearing out) on delivery of the old certificate and in any case on payment of such sum not exceeding RM50.00 or such sum as shall from time to time be fixed by the Exchange. In case of destruction, loss or theft, a Member or person entitled to such renewed certificate shall also bear the loss and pay to the Company all expenses incidental to the investigation by the Company of the evidence of such destruction or loss. New certificates may be issued
- (3) Every Member shall be entitled to receive shares certificate (in respect of shares that are Non Deposited Securities) in reasonable denominations for his holding. If any such Member shall require more than one certificate in respect of the share registered in his name, he shall pay such fee as the Directors may from time to time determine and which the Company may be permitted to change by law and the Exchange plus any stamp duty levied by the Government from time to time. Additional share certificate
- 7.3 Nothing in this Constitution shall require the Company to issue under the Seal, its duplicate common seal or its official seal for use outside Malaysia, any certificate or other instrument, (other than a share certificate), which is not required to be issued by law. No obligation to issue certificate
- 8. LIEN**
- 8.1 The Company shall have a first and paramount lien on every share and dividend from time to time declared in respect of such share for all unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid, and to such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of the member or deceased member and the Company shall be entitled to charge interest thereon, not exceeding eight per cent (8%) per annum or such other rate as the Directors may determine. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. Company's lien on shares and dividend
- 8.2 The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen (14) days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy. Lien may be enforced by sale of shares

- 8.3 To give effect to any such sale, the Directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and he shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale. Directors may effect transfer
- 8.4 The proceeds of the sale after payment of the amount of interest and costs relating to the sale, shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall be paid to the person entitled to the shares at the date of the sale or his executors, administrators or assignees or as he directs. Application of proceeds of sale
- 9. CALLS ON SHARES**
- 9.1 Subject to the terms of allotment, the Directors may from time to time make such calls on the Members in respect of any amount unpaid on their shares as they think fit, and each member shall (subject to receiving at least fourteen (14) clear days' notice) specifying the time or times and the place or places so specified the amount called on his shares. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed. Directors may make calls
- 9.2 If the sum called is not paid before or on the day appointed for payment, the person from whom the amount is due shall pay interest on the amount unpaid at the rate of eight per cent (8%) per annum or such other rate as the Directors may determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part. Interest on unpaid calls
- 9.3 The provisions of this Constitution as to payment of interest shall apply in the case of non-repayment of any amount which by the terms of issue of a share becomes payable at a fixed time, as if it had become payable by virtue of a call duly made and notified. Application of interest provisions
- 9.4 Capital paid on shares in advance of calls shall not, while carrying interest, confer a right to participate in profits. Except in liquidation, sums paid in advance of calls, shall not, until the same would but for such advance have become payable, be treated as paid up in the shares in respect of which they have been paid. Capital paid in advance
- 9.5 Subject to the terms of allotment, the Directors may make arrangements on the issue of shares for a difference between the holders in the amount and times of payment of calls on their shares. Difference in amounts and times of payment
- 9.6 The Directors may (if they think fit) receive from any Member all or any part of the amounts for the time being uncalled and unpaid on any of his shares, and may pay interest on the amounts so advanced (until such amounts would but for such advance become presently payable) at such rate not exceeding eight per cent (8%) per year (or such other rate as may be fixed by the Company in general meeting) as may be agreed between the Directors and the Member. Payments of uncalled amounts
- 10. TRANSFER OF SHARES**
- 10.1 Subject to the Act, this Constitution, the Central Depositories Act, the Rules and the Regulations, the transfer of any Deposited Securities or class of Deposited Securities of the Company which have been deposited with the Depository shall be made 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 such Deposited Securities. Transfer of securities

- 10.2 Subject to the Act, the Central Depositories Act and the Rules, the instrument of transfer of a Non-Deposited Security lodged with the Company shall be signed by or on behalf of the transferor and the transferee and by the witness or witnesses thereto and the transferor shall be deemed to remain the holder of the Non-Deposited Security until the name of the transferee is entered in the Register of Members in respect thereof. Execution Requirements
- 10.3 Subject to Article 10.1 the Directors may in their absolute discretion, decline to register any instrument of transfer of Non-Deposited Securities which are not fully paid and may also refuse to register any transfer of Non-Deposited Securities on which the Company has a lien. The registration of any transfer shall be suspended when the register of depositors is closed under Article 10.5. If the Directors decline to register any transfer they shall pass a resolution to refuse the registration within thirty (30) days from the receipt of the instrument of transfer and the resolution sets out in full the reasons for refusing the registration of the transfer and the notice of the resolution is to be sent to the transferor and the transferee within seven (7) days of the resolution being passed. Directors' right to decline registration
- 10.4 The Depository, in its absolute discretion, may decline to register any transfer of Deposited Securities that does not comply with the Central Depositories Act and the Rules. Depository's right to refuse transfer
- 10.5 The Register and the Record of Depositors shall be closed at such time for such periods as the Directors may from time to time determine provided always that the Register or the Record of Depositors shall not be closed for more than thirty (30) days in any calendar year. The Company shall before it closes the Register and the Record Depositors:- Closure of register
- (1) In the case of the Register, give notice of such intended closure in accordance with Section 55 of the Act;
 - (2) In the case of Record of Depositors, give notice of such intended closure to Bursa Malaysia at least ten (10) Market Days before the intended date of such closure or such number of Market Days which Bursa Malaysia may stipulate from time to time including in such notice, such date, the reason for such closure and the address of the share registry at which documents will be accepted for registration; and
 - (3) In the case of the Record of Depositors, publish in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper, a notice of such intended closure including the information to be included in the notice referred in Article 10.5 (2).
- The Company shall give written notice in accordance with the Rules to prepare the appropriate Record of Depositors. At least three (3) Market Days prior notice shall be given to the Depository to prepare the appropriate Record of Depositors Provided that where the Record of Depositors is required in respect of corporate actions at least seven (7) Market Days prior notice shall be given to the Depository or such other notice period in accordance with the Rules to enable the Depository to issue the appropriate Record of Depositors.
- 10.6 Nothing in this Constitution shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person. Renunciation of allotment
- 10.7 Subject to the Act, every entry in the Register, purporting to have been made on the basis of an instrument of transfer or other document in good faith by the Company shall be conclusively deemed to have been duly and properly made including (without limitation) where:- No liability of Directors etc.
- (1) the instrument of transfer or other document is obtained or created fraudulently or is otherwise void, voidable or otherwise unenforceable; and

- (2) the Company or any of its Directors or officers may have notice that such instrument of transfer was signed, executed and/or delivered by the transferor or other authorised person in blank as to the name of the transferee or the particulars of the Securities transferred or otherwise made defectively;

and any person who becomes the registered holder of any Securities by reason of any such entry shall be entitled to be recognised as the registered holder of such Securities, and the Company, its Directors and/or other officers shall not be liable to any person by reason of any such entry being made.

- 10.8 Neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of shares apparently made by sufficient parties, although the same may by reason of any fraud or other cause not known to the Company or its Directors or other officers be legally inoperative or insufficient to pass the property in the shares proposed or professed to be transferred, and although the transfer may, as between the transferor and transferee, be liable to be set aside and in every such case, the person registered as transferee, his executors, administrators and assignees alone shall be entitled to be recognised as the holder of such shares and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto, PROVIDED ALWAYS that where the share is a Deposited Security, subject to the Rules, a transfer or withdrawal of the share may be carried out by the person becoming so entitled.
- Non-liability for the Company's Directors and Office in respect of transfer

11. INFORMATION OF SHAREHOLDING

- 11.1 (1) The Company may by written notice require any Member within such reasonable time specified in such notice:-
- (a) to state to the Company whether he holds any Securities in the Company beneficially or as trustee or nominee; and
- (b) if such Member holds such Securities as trustee or nominee, to give the Company (to the extent that he knows) particulars of the persons for whom he holds such Securities including (without limitation), such persons' names, addresses and other particulars of such persons which are sufficient to enable such persons to be identified and the nature of their interest.
- (2) The Company may at any time after it has received information under Article 11.1(1) require by written notice any person (whom any Member in reply to the notice referred to in such Article has stated or given to the Company as having an interest in any Securities):-
- (a) to state to the Company whether he holds such interest beneficially or as trustee or nominee; and
- (b) if he holds such interest as trustee or nominee, to give the Company (to the extent that he knows) particulars of the persons for whom he holds such interest including (without limitation), such persons' names, addresses and other particulars of such persons which are sufficient to enable such persons to be identified and the nature of their interest.
- (3) The Company may also by written notice require such persons identified under Article 11.1(2) as persons for whom an interest in a security is being held to make the statements and give the particulars which the Company is entitled to require a person to give under Article 11.1(2).
- (4) The Company may by notice in writing require a Member of the Company to inform it, within such reasonable time as is specified in the notice, whether any of the voting rights carried by any voting shares in the Company held by him, are subject to any agreement or arrangement under which another person is entitled to control his exercise of those rights and, if so, to give particulars of the agreement and the parties to it.
- Request for information on beneficial ownership of securities
- Request for information on interest
- Request for information from interested
- Request for information on voting rights

12. TRANSMISSION OF SHARES

- 12.1 Where:- Transmission of shares
- (1) the Securities of the Company are listed on another stock exchange; and
 - (2) such Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29 of the Securities Industry (Central Depositories) (Amendments) Act 1998, as the case may be, under the Rules in respect of such Securities,
- such 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.
- 12.2 A personal representative of a deceased holder of Deposited Securities shall not be recognised except by the Company and/or Depository in accordance with the Rules and the Regulations or as the Company and/or Depository may determine. In the case of the death of a member, the survivor or survivors, where the deceased was a joint holder of Non-Deposited Securities, and the executors or administrators of the deceased, where he was a sole or only surviving holder shall be the only persons recognised by the Company as having any title to interest in his shares; but nothing herein contained shall release the estate of the deceased (whether sole or joint holder) from any liability in respect of any share which had been held by him alone or jointly with some other person. Recognition of persons on death
- 12.3 The entitlement of a person becoming entitled to a Security in consequence of the death, bankruptcy or mental disorder of a Member to elect either to have his name entered as the holder of such Security in the Record of Depositors or to have the name of some person nominated by him entered in the Record of Depositors as a holder of such Securities shall be subject to and in accordance with the Rules and the Regulations or as the Depository may determine. A person becoming entitled to a Security by reason of the death, bankruptcy or mental disorder of the holder or by operation of law shall, subject to and in accordance with the Rules, the Regulations or as the Depository may determine, be entitled to the rights to which he would be entitled as the holder of the Security. Entitlement to a security in consequence of the death, bankruptcy or mental disorder of a Member and rights to a person entitled
- 12.4 In respect of shares which are Non-Deposited Securities:- Transmission of non-deposited securities
- (a) any person becoming entitled to such share in consequence of the death or bankruptcy of any member or, in the case of a body corporate, the insolvency or liquidation of a body corporate, the insolvent or liquidation of a members may, upon such evidence of title being produced as may from time to time be required by the Directors (but subject to the provisions hereinafter contained) elect either to be registered himself as a member in respect of such shares or to have some person nominated by him registered as transferee thereof but the Directors shall in either case have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy or, in the case of a body corporate, the insolvency or liquidation as the case may be. Before recognising any executor or administrator, the Directors may require him to produce a grant of probate or letters of administration as evidence;
 - (b) if the person so becoming entitled elects to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. All the limitations, restrictions and provisions of this Constitution relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice of transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice of transfer were a transfer signed by that member; and

- (c) a person entitled to shares in consequence of the death or bankruptcy of a member shall be entitled upon the production of such evidence as may from time to time be properly required by the Directors in that behalf to receive and may give a discharge for all dividends and other moneys payable in respect of the shares, but he shall not be entitled to receive notice of or to attend or vote at any meeting, or, save as aforesaid, to exercise any of the rights and privileges of a member, unless and until he shall have become a member in respect of the shares. Where two or more persons are jointly entitled to any share in consequence of the death of the registered holder they shall, for the purposes of this Constitution, be deemed to be the joint holders of the share.

13. FORFEITURE OF SHARES

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| 13.1 | If a call remains unpaid after it has become due and payable, the Directors may give to the person from whom it is due at least fourteen (14) clear days' notice requiring payment of the amount unpaid together with any interest which may have accrued. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with, the shares in respect of which the call was made will be liable to be forfeited. | Forfeiture notice |
| 13.2 | If the notice is not complied with, any share in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the Directors and the forfeiture shall include, all dividends or other moneys payable in respect of the forfeited shares and not paid before the forfeiture notwithstanding that they shall have been declared. | Non-compliance with notice |
| 13.3 | Subject to the Act, the Central Depositories Act, the Rules and the Regulations, shares forfeited may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the Directors may determine either to the person who was before the forfeiture the holder or to any other person, and at any time before a sale, re-allotment or other disposition, the forfeiture may be cancelled on such terms as the Directors think fit. Where for the purposes of its disposal, a forfeited share is to be transferred to any person, the Directors may authorise some person (including the Depository) to execute an instrument of transfer of the share to that person as aforesaid. | Right to sell forfeited shares |
| 13.4 | A person whose shares have been forfeited shall cease to be a Member in respect of them and shall surrender to the Company for cancellation, the certificate for the shares forfeited (if any) but shall remain liable to the Company for all moneys which at the date of forfeiture were presently payable by him to the Company in respect of those shares with interest at the rate at which interest was payable on those moneys before the forfeiture from the date of forfeiture until payment but the Directors may waive payment wholly or in part or enforce payment without any allowance for the value of the shares at the time of the forfeiture or for any consideration received on the disposal. | Liability to remain |
| 13.5 | Subject to any lien for amounts not presently payable (if any), any residue of the proceeds of forfeited shares sold, re-allotted or otherwise disposed of, after the satisfaction of the unpaid calls and accrued interest and expenses, shall be paid to the person whose shares have been forfeited, or his executors, administrators, assignees, guardians or receivers or the committee of his estate or as he directs. | Residue of proceeds |
| 13.6 | A statutory declaration in writing by a Director or the Secretary that a share has been forfeited on a specified date shall be conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the share and the person to whom the share is disposed of shall not be bound to see to the application of the consideration (if any), nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings in reference to the forfeiture or disposal of the share. | Statutory declaration |

14. SHARE BUYBACK

- 14.1 Subject to the provision of the Act, and the requirements of the Bursa Malaysia and/or any other relevant authorities, from time to time, the Company is allowed and shall have power, to the fullest extent permitted, to purchase its own shares. Any shares in the Company so purchased by the Company shall be dealt with as provided by the Act, the Listing Requirements and any other relevant authorities. Share buyback

15. STOCK

- 15.1 The Company in general meeting may by ordinary resolution, convert any paid-up shares into stock, and reconvert any stock into paid-up shares of any denomination. Conversion to stock
- 15.2 The holders of any stock may transfer all or any part of their holdings in the same manner and subject to the same provisions as and subject to which the shares from which the stock arose might before conversion have been transferred, or as near to that manner and those provisions as circumstances admit, and the Directors may fix the minimum amount of stock transferable and restrict or forbid the transfer or fractions of that minimum but the minimum shall not exceed the nominal amount of the shares from which the stock arose. Transfer of stock
- 15.3 The holders of stock shall, according to the amount of stock held by them, have the same rights as regards dividends, participation in assets on a winding up, voting at meetings and other matters as if they held the shares from which the stock arose, but no such right (except participation in the dividends and profits of the Company and in assets on a winding up or otherwise) shall be conferred by an amount of stock which would not, in the form of shares, have conferred that right. Rights of stock
- 15.4 Such of this Constitution as are applicable to paid-up shares shall apply to stock, and the words 'share' and 'shareholder' shall include 'stock' and 'stockholder'. Application of Articles to stock

16. INCREASE OF CAPITAL

- 16.1 The Company may from time to time, by ordinary resolution in general meeting, whether all the shares for the time being issued shall have been fully called up or not, increase its share capital, such new capital to be of such amount and to be divided into shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company by the resolution authorising such increase directs. Power to increase capital
- 16.2 Subject to any special rights for the time being attached to any existing class of shares, the new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the general meeting resolving upon the creation thereof shall direct and, in default of such direction, as the Directors may determine and in particular such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a special or without any right of voting. Rights and privileges of new shares
- 16.3 All new shares shall be subject to the same provisions as to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the shares in the existing share capital. Application of provision to new shares

17. ALTERATION OF CAPITAL

- 17.1 The Company may from time to time in general meeting by ordinary resolution:- Power to alter capital
- (1) 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; or

- (2) subdivide its Shares or any of the Shares, whatever is in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided Share shall be the same as it was in the case of the Share from which the subdivided share is derived.
- 17.2 Subject to any direction by the Company in general meeting, if any consolidation or subdivision and consolidation of shares results in Members being entitled to any issued shares of the Company in fractions, the Directors may deal with such fractions as they may determine including (without limitation), selling the shares to which Members are so entitled for such price as the Directors may determine and paying and distributing to the Members entitled to such shares in due proportions the net proceeds of such sale. Fractions
- 17.3. The Directors may (to give effect to such sale referred to in Article 17.2):- Nomination of person to execute transfer
- (1) nominate any person to receive and/or to execute a sale and/or transfer of the shares sold on behalf of the Members so entitled to or in accordance with the directions of the purchaser; or
- (2) enter or have entered the name of the transferee in the Register as the holder of the shares to which such transfer relates,
- and the purchaser shall not be concerned to ensure that the purchase consideration is properly applied nor shall title to the shares be affected by any irregularity or invalidity in the proceedings in relation to the sale.
- 17.4 The Company may from time to time by special resolution reduce its share capital in any manner and with, and subject to, any authorisation, and consent required by the provisions of the Act. Power to reduce capital
- 18. GENERAL MEETINGS**
- 18.1 All general meetings other than annual general meetings shall be called extraordinary general meetings. All general meetings shall be held at such time and place as the Directors shall determine. Extraordinary general meetings
- 18.2 The Directors may call general meetings and, on the requisition of Members who hold at the date of the deposit of the requisition at least ten per centum (10%) of the paid-up capital of the Company which as at the date of the deposit carries the right to vote at general meetings, excluding any paid up capital held as treasury shares pursuant to Section 311 of the Act, forthwith proceed to convene an extraordinary general meeting on a date not later than twenty eight (28) days after receipt of the requisition. If the Company makes default in convening a meeting in compliance with a requisition received pursuant to Section 311, a meeting may be convened by the requisitionists themselves in the manner provided in Section 313 of the Act. Calling of meetings
- 19. NOTICE OF GENERAL MEETING**
- 19.1 In accordance with the Rules and the Regulations, the Company shall request the Depository in writing to issue a Record of Depositors to whom notices of general meetings shall be given by the Company. The Company shall also request the Depository in writing in accordance with the Rules and the Regulations 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) clear Market Days before the general meeting ('General Meeting Record of Depositors'). Subject to the Regulations (where applicable) and notwithstanding any provisions in the Act, the General Meeting Record of Depositors shall be the final record of all Depositors who shall be deemed to be the registered holders of the shares of the Company eligible to be present and vote at such meetings. A Depositor shall not be regarded as a Member entitled to attend any general meeting and speak and vote thereat unless his name appears in the General Meeting Records of Depositors. Record of Depositors

- 19.2 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. Notice of such meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to Bursa Malaysia and any other stock exchange upon which the Company is listed. Specifications on notice
- 19.3 Subject to this Constitution and to any restrictions imposed on any shares, every notice calling a general meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to Bursa Malaysia, all the Members, the Directors of the Company, to all persons entitled to a share (who have produced such evidence as may from time to time be required by the Depository in accordance with the Rules or as the Depository may determine) in consequence of the death, bankruptcy or mental disorder of a Member or by operation of law and to the Directors and auditors of the Company. A notice by advertisement under this Article shall be deemed given on the day on which the advertisement appears in the daily newspaper through which such advertisement is made. Manner of notice
- 19.4 In every notice calling a general meeting, there shall appear with reasonable prominence a statement that a Member is entitled to appoint up to two (2) proxies to attend and vote in his place, that a proxy may but need not be a Member but must be of full age and that if a Member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. A member holding one thousand (1,000) ordinary shares or less may appoint one (1) proxy to attend and vote at the general meeting who shall represent all the shares held by such member. Proxy statement
- 19.5 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting. Accidental omission
- 20. PROCEEDINGS AT GENERAL MEETINGS**
- 20.1 All business that is transacted at:- Special business
- (1) an extraordinary general meeting; or
- (2) an annual general meeting (except for declaring a dividend, laying before the meeting the financial statements, the report of the Directors and auditors, the Directors' fees and benefits, election of Directors in place of those retiring, and the appointment and fixing of the remuneration of the auditors), shall be special.
- 20.2 No business shall be transacted at any general meeting unless a quorum is present. Save as herein otherwise provided, two (2) Members present in person and entitled to vote thereat shall form a quorum. For the purpose of this Paragraph, "Member" includes a person attending by proxy or by attorney or as duly authorised representative of a corporation which is a Member. Quorum at general meeting
- 20.3 If such a quorum is not present within half (1/2) an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week (or if that day is a public holiday, then to the next business day following such public holiday) at the same time and place or to such time and place as the Directors may determine, but if a quorum is not present within half (1/2) an hour from the time appointed for holding the adjourned meeting, the Members present at an adjourned meeting shall form a quorum. Adjournment

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| 20.4 | The Chairman of the Board of Directors shall preside as Chairman of the meeting, but if the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting or unwilling to act (or if there is no Chairman), the Directors present shall elect one of their number to be Chairman of the meeting and, if there is only one (1) Director present and willing to act, he shall be Chairman of the meeting. | Directors as Chairman |
| 20.5 | If no Director is willing to act as Chairman of the meeting, or if no Director is present within fifteen (15) minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be Chairman of the meeting. The election of the Chairman shall be by a show of hands. | Election of Chairman |
| 20.6 | A Director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the Company. | Directors' entitlement |
| 20.7 | The Chairman of the meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for thirty (30) days or more, at least fourteen (14) clear days' notice shall be given specifying the time and place of the adjourned meeting. Any such notice shall be given (except for the period of notice) as in the case of the original meeting. Otherwise, it shall not be necessary to give any such notice. | Chairman's power to adjourn |
| 20.8 | If the Chairman of the meeting in good faith rules out of order an amendment proposed to a resolution under consideration by a meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. | No invalidation by error |
| 20.9 | Subject to the Listing Requirements, any resolution set out in the notice of any meeting of Members, or in any notice of resolution which may properly be moved and is intended to be moved at any such meeting shall be voted by poll. | Voting on resolutions |
- Notwithstanding the above, poll may be demanded:-
- (1) by the Chairman of the meeting; or
 - (2) by at least three (3) Members having the right to vote at the meeting; or
 - (3) by a Member or Members representing at not less than ten per centum (10%) of the total voting rights of all the Members having the right to vote at the meeting; or
 - (4) 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 not less than ten per centum (10%) of the total paid up shares conferring that right;
- Unless a poll is so demanded, a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried unanimously 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 or the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
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| 20.10 | The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman of the meeting and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made. | Withdrawal of demand |
| 20.11 | A poll shall be taken as the Chairman of the meeting directs including without limitation the use of ballot or voting papers and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. | Manner of poll |

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- 20.12 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have. Chairman's casting vote
- 20.13 A poll demanded on the election of a Chairman of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chairman of the meeting directs. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made. Time for poll
- 20.14 No notice need to be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case, at least seven (7) clear days' notice shall be given specifying the time and place at which the poll is to be taken. Such notice shall be given (except for the period of notice) as in the case of the meeting at which the poll was demanded or (if such meeting was an adjourned meeting) as in the case of the original meeting. Notice of poll

21. VOTES OF MEMBERS

- 21.1 Subject to any special rights or restrictions for the time being attached to any class or classes of shares, at meetings of Members or classes of Members, on a resolution to be decided on a show of hands, every Member who:- Vote
- (1) being an individual, is present in person or by proxy or attorney; or
- (2) being a corporation, is present by a duly authorised representative or by proxy or attorney;
- shall have one (1) vote and on a poll every Member shall have one (1) vote for every share of which he is the holder. On a poll, votes may be given either personally or by proxy or by attorney or by a duly authorised representative of a corporate Member. A proxy shall be entitled to vote on a show of hands on any question at any general meeting.
- 21.2 Subject to Article 19.1, a Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote, whether on a show of hands or on a poll, by his committee or by such other person as properly has the management of his estate, and any such committee or other person may vote by proxy or attorney. Evidence to the Directors' satisfaction of the person claiming to exercise the right to vote shall be deposited at the Office, at least forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised. If this is not done, the right to vote shall not be exercisable. Unsound mind etc.
- 21.3 No Member shall vote at any general meeting or at any separate meeting of the holders of any class of shares in the Company, either in person or by proxy or attorney, in respect of any share held by him unless all calls and other moneys presently payable by him in respect of that share have been paid. No vote unless calls paid
- 21.4 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive. Restriction on objections

- 21.5 (1) Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ('Omnibus Account'), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. Where an exempt authorised nominee appoints two or more proxies, it shall specify the proportion of his shareholdings to be represented by each proxy. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of Central Depositories Act. Appointment of proxies
- (2) 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.
- 21.6 An instrument appointing a proxy shall be in the form as determined by the Directors from time to time. Proxy instrument
- An instrument appointing a proxy shall, unless the contrary is stated thereon, be valid as well for any adjournment or adjournments of the meeting to which it relates and need not be witnessed.
- 21.7 The original signed instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be left at the Office or such other place (if any) as is specified for the purpose in the notice convening the meeting not less than forty-eight (48) hours before the time appointed for the holding of the meeting or adjourned meeting or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll to which it is to be used and in default shall not be treated as valid. Deposit or delivery of proxy etc.
- 21.8 A vote given or poll demanded by proxy or attorney or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting the time appointed for taking the poll. Vote etc. valid despite previous determination
- 22. REPRESENTATIVES OF CORPORATIONS**
- 22.1 Any corporation which is a Member may by resolution of its board of directors or other governing body authorise such person as it thinks fit to act as its representative at a particular meeting or at all meetings of the Company or of any class of Members. Appointment representative
- 22.2 A person so authorised shall in accordance with his authority and until his authority is revoked by such corporation be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual Member and references to 'duly authorised representative' in this Constitution shall refer to such person so authorised. Authority of representative
- 23. DIRECTORS**
- 23.1 The number of Directors (disregarding alternate Directors) shall be at least two (2) and (unless otherwise determined by ordinary resolution) not more than fifteen (15). A majority number of the Directors (disregarding alternate Directors) shall be citizens of Malaysia. Number of Directors
- 23.2 The Company may from time to time by ordinary resolution passed at a meeting of Members increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to retire from office. Increase or reduction of number of Directors

24. ALTERNATE DIRECTORS

- 24.1 Any Director (other than an alternate Director) may appoint any person approved by a majority of his co-Directors and willing to act, to be an alternate Director and may remove from office an alternate Director so appointed by him PROVIDED ALWAYS that:- Appointment
- (a) such person is not a director of the company; and
 - (b) such person does not act as an alternate for more than one director of the company.
- 24.2 An alternate Director shall be entitled:- Entitlement
- (1) to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his appointor is a member;
 - (2) to attend and vote at any such meeting at which the Director appointing him is not personally present;
 - (3) (in his appointor's absence) to sign any resolution in writing under Article 31.9 and documents to be or which may be signed by him and to sign on his appointor's behalf, documents to be signed by his appointor as a Director; and
 - (4) to generally perform all the functions of his appointor as a Director in his appointor's absence.
- 24.3 An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director, but, if a Director retires by rotation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate Director made by him which was in force immediately before his retirement shall continue after his reappointment. When appointment ceases
- 24.4 Any appointment or removal of an alternate Director shall be by notice to the Company (deposited at the Office) signed by the Director making or revoking the appointment or in any other manner approved by the Directors. Appointment or removal to be by notice

25. POWERS OF THE DIRECTORS

- 25.1 Subject to the Act and this Constitution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of this Constitution shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Directors by this Constitution and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors. General power
- 25.2 The Directors may by power of attorney or otherwise, appoint any corporation, firm, individual, or any fluctuating body of persons, to be the attorney or attorneys or agent of the Company for such purposes and with such powers, authorities and discretions (not exceeding those exercisable by the Directors) and for such period and on such terms as to remuneration and otherwise as they may think fit, with or without power to sub-delegate. Power to appoint attorneys etc.
- 25.3 The Directors may delegate any of their powers to any committee consisting of one (1) or more Directors and (if the Directors think fit) one (1) or more other persons co-opted. Such other persons may be given voting rights by the Directors as members of the committee. A committee may consist of a majority of persons who are not Directors. Notwithstanding that a committee may include persons whether majority or otherwise) who are not Directors, references in this Constitution to a 'committee of Directors' or words to similar effect include a committee, which includes members who are not Directors. The Directors may also delegate to any Director or such other person as the Directors may think fit such of their powers as they consider desirable to Power to delegate

be exercised by him. Any such delegation may be with or without the power to sub-delegate as the Directors may think fit and may be subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two (2) or more members shall be governed by this Constitution regulating the proceedings of Directors so far as they are capable of applying.

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| 25.4 | Subject to the Act and the Listing Requirements, any sale or disposal by the Directors of a substantial portion of the Company's main undertaking or property shall be subject to approval by Members in general meeting. | Disposal of substantial portion of undertaking etc. |
| 26. BORROWING POWERS OF DIRECTORS | | |
| 26.1 | The Directors may exercise all the powers of the Company to borrow or raise money from time to time for the Company or secure the payment of such sums as they think fit and may secure the repayment or payment of such sums by mortgage or charge upon all or any part of the undertaking, property or assets of the Company (both present and future) including its uncalled capital for the time being or by the issue of bonds, notes, debentures, debenture stock and other securities or otherwise as they may think fit. | General borrowing powers |
| 27. APPOINTMENT AND RETIREMENT OF DIRECTORS | | |
| 27.1 | At the first annual general meeting of the Company, all the Directors shall retire from office, and at the annual general meeting in every subsequent year, one-third of the Directors for the time being or, if their number is not three or a multiple of three, then the number nearest to one-third shall retire from office and be eligible for re-election PROVIDED ALWAYS that all Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires. | Retirement |
| 27.2 | Subject to the Act, the Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election. | Who to retire |
| 27.3 | The Company at the meeting at which a Director so retires may fill the vacated office by electing a person thereto. Unless at that meeting it is expressly resolved not to fill the vacated office or a resolution for the re-election of the Director retiring at that meeting is put to the meeting and lost or some other person is elected a Director in place of the retiring Director, the retiring Director shall, if offering himself for re-election and not being disqualified under the Act from holding office as a Director, be deemed to have been re-elected. | Retirement
Director deemed to be reappointed |
| 27.4 | No person, not being a retiring Director, shall be eligible for election as a 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 signed by the nominee, giving his consent to the nomination and signifying his candidature for the office or the intention of such Member to propose him for election, provided that in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary, and notice of each and every candidate for election to the Board of Directors shall be served on all Members at least seven (7) days prior to the meeting at which the election is to take place. | Notice of intention to appoint Director |
| 27.5 | 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. | Directors' power to fill vacancy etc. |

27.6 A Director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain in office until the meeting appoints someone in his place, or if it does not do so, until the conclusion of that meeting. Where retirement at annual general meeting

27.7 The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the minimum number fixed by or pursuant to this Constitution, the continuing Directors may, except in an emergency, act only for the purpose of increasing the number of Directors to such minimum number, or to summon a general meeting of the Company. Power to act despite vacancy

28. DISQUALIFICATION AND REMOVAL OF DIRECTORS

28.1 The Company may by ordinary resolution of which special notice has been given (or as may be otherwise provided by the Act) remove any Director before his period of office expires, and may by ordinary resolution appoint another in his place. The person so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election, and shall not be taken into account in determining the Directors who are to retire by rotation at the meeting. Removal of Director

28.2 The office of a Director shall be vacated in any one of the following events namely:- Vacation of office

- (1) if he becomes disqualified from being a Director under section 198 or 199 of the Act;
- (2) if he has retired in accordance with the Act or this Constitution but is not re-elected;
- (3) if he resigns by giving notice in writing under his hand left at the Office;
- (4) if he dies;
- (5) if he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Mental Health Act 2001;
- (6) if he removed from office in accordance with the Act or this Constitution;
- (7) if he absents from more than 50% of the total meetings of the Board of Directors held during a financial year subject to the Listing Requirements; or
- (8) if he is convicted by a court of law, whether within Malaysia or elsewhere, in relation to the offences set out in Paragraph 15.05(1) of Chapter 15 of the Listing Requirements.

29. REMUNERATION OF DIRECTORS

29.1 The Directors shall be paid by way of fees for their services, such fixed sum (if any) as shall from time to time be determined by the Company in general meeting and such fees shall be divided among the Directors in such proportions and manner as the Directors may determine. PROVIDED ALWAYS that:- Directors' Remuneration

- (a) fee payable to Directors who hold no executive office in the Company shall be paid by a fixed sum and not by a commission on or percentage of profits or turnover.
- (b) salaries and other emoluments payable to Directors who hold an executive office in the Company pursuant to a contract of service need not be determined by the Company in general meeting but such salaries and emoluments may not include a commission on or percentage of turnover.
- (c) fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting where notice of the proposed increase has been given in the notice convening the meeting.

- (d) any fee paid to an alternate Director shall be such as shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter.
- 29.2 (1) The Directors shall be paid all their travelling, hotel and other expenses properly and necessarily expended by them in and about the business of the Company including their travelling and other expenses incurred in attending meetings of the Directors or any committee of the Directors of the Company. Reimbursement of expenses
- (2) If any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of Directors, the Company may remunerate the Director so doing either by a fixed sum or otherwise (other than by a sum to include a commission on or percentage of turnover) as may be determined by the Board provided that in the case of non-executive Directors of the Company, the said remuneration shall not include a commission on or percentage of profits or turnover. In the case of an Executive Director, such fee may be either in addition to or in substitution for his share in the fee from time to time provided for the Directors.
- 30. CHIEF EXECUTIVE OFFICER AND/OR EXECUTIVE DIRECTOR**
- 30.1 The Board may from time to time appoint one of their body or any other person to perform the functions of a chief executive who shall carry the designation of Chief Executive Officer or such other designation for such period and on such terms as the Board thinks fit and subject to the terms of any agreement entered into in any particular case, may revoke any such appointment. The Chief Executive Officer shall be subject to the control of the Board. Appointment
- 30.2 A Chief Executive Officer who is also appointed as a Director shall, subject to the terms of any agreement entered into in any particular case, receive such remuneration by way of salary or commission or participation in profits, or by any or all these modes or otherwise as may be thought expedient provided that no remuneration shall be by way of commission on or percentage of turnover as the Board may determine. Remuneration
- 30.3 A Chief Executive Officer who is also appointed as a Director shall, notwithstanding the provisions of any contract between him and the Company, be subject to the same provisions as to retirement by rotation in accordance with Article 27.1 hereof, resignation and removal applicable to the other Directors of the Company. Chief Executive Officer subject to provisions of the contract and this Constitution
- 31. PROCEEDINGS OF DIRECTORS**
- 31.1 Subject to this Constitution, the Directors may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman of the meeting shall (subject to Article 31.4) have a casting vote. Right to regulate proceedings
- 31.2 The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be two (2). A person who holds office only as an alternate Director shall, if his appointor is not present, be counted in the quorum. Quorum at Directors' meeting
- 31.3 The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office but if no such Chairman is elected, or if at any meeting the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be Chairman of the meeting. Chairman of Directors' meeting

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- 31.4 When two (2) Directors form a quorum, the Chairman of a meeting at which only such a quorum is present, or at which only two (2) Directors are competent to vote in the question at issue, the Chairman shall not have a casting vote. Where no casting vote
- 31.5 The Directors may delegate any of their powers to a committee consisting of such member or members of their body or any other person or persons as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors. Power to appoint committees
- 31.6 A Committee may elect a Chairman of its meetings. If no such Chairman is elected or if at any meeting the Chairman is not present within fifteen (15) minutes after the time appointed for holding the same, the members present may choose one (1) of their number to be Chairman of the meeting. Chairman of committees
- 31.7 A Committee may meet and adjourn its meetings as its members think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present. Proceedings at Committee meetings
- 31.8 Directors or members of a committee of Directors (as the case may be) may participate in a meeting of Directors or a committee of Directors (as the case may be) by means of conference telephone, conference videophone or any similar or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Such participation in a meeting shall constitute presence in person at such meeting. Meetings by telephone, videophone etc.
- 31.9 A resolution in writing signed by a majority of the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or a committee of Directors (as the case may be) duly convened and held and may consist of several documents in a like form each signed by one (1) or more Directors; but a resolution signed by an alternate Director need not also be signed by his appointor and, if it is signed by a Director who has appointed an alternate Director it need not be signed by the alternate Director in that capacity. A signed Directors' Circular Resolution transmitted by facsimile (fax) or any other electronic means shall be acceptable and deemed equal to the original document signed by him for the purposes of the foregoing provisions. The expressions "in writing" or "signed" include approval by legible transmission by letter, facsimile, electronic mail or any other forms of electronic communications or technology purporting to include a signature and/or electronic or digital signature or electronic vote of the Director or his alternate. All such resolution shall be forwarded or otherwise delivered to the Secretary without delay and shall be recorded by him/her in the Company's minutes book. Directors' resolution in writing
- 31.10 A Director shall not vote at a meeting of Directors or of a committee of Directors on any resolution concerning any contract, proposed contract, arrangement or other matter in which he has, directly or indirectly, an interest. Disqualification from voting
- A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 31.11 Where proposals are under consideration concerning or relating to the terms of employment, consultancy or other services of or to be provided by Directors to or with the Company or any body corporate in which the Company is interested or other related matters, the proposals may be divided and considered in relation to each Director separately and (provided he is not for another reason precluded from voting) each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own. Separation of Resolutions
- 31.12 If a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive. Questions on right to vote

32. SECRETARY

- 32.1 The Secretary or Secretaries shall in accordance with the Act be appointed by the Directors for such term and at such remuneration and upon such conditions as they think fit. Appointment of secretary

33. MINUTES

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

- (1) of all appointments of officers;
- (2) of all resolutions and proceedings at all meetings of the Company, of the holders of any class of shares in the Company, and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting; and
- (3) of all orders made by the Directors and any committee of Directors or agency.

- 33.2 Subject to the Act, any register, index, minute book, book of account or other book required to be kept by this Constitution or the Act may be kept by making entries in bound books or by recording them in any other manner including (without limitation) by electronic means. In any case in which bound books are not used, the Directors shall take reasonable precautions for protection against falsification and for facilitating its discovery, protection or reproduction. The minutes of meetings shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and shall be accepted as prima facie evidence without further proof of the facts stated therein. Manner of recording

- 33.3 The Directors shall comply with the Act in regard to keeping a register of Directors and Secretaries, a register of substantial shareholdings, a register of Directors' share and debenture holdings and such other registers (other than any which the Directors are already obliged to keep under this Constitution) as the Act may require the Company to keep. Miscellaneous

34. AUTHENTICATION OF DOCUMENTS

- 34.1 Any Director or the Secretary of the Company or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company including (without limitation):- Power to authenticate

- (1) the Constitution;
- (2) any minutes of or resolutions passed by the Company, the Directors, any committee of Directors or any local board;
- (3) any books, records, documents and accounts relating to the Company's business,

and to certify copies of or extracts from them as true copies or extracts.

- 34.2 Any authentication or certification of such Constitution, minutes, resolutions, books, records, documents, accounts or any other documents affecting the constitution of the Company in accordance with Article 34.1 shall be conclusive evidence to the extent of the authentication or certification in favour of all persons dealing with the Company in reliance on it. Conclusive evidence

35. THE SEAL

- 35.1 (1) The Directors shall provide for the safe custody of the Seal which shall only be used by the authority of a resolution of the Directors or a committee of Directors authorised by the Directors in that behalf, and every instrument to which the Seal is affixed shall (subject to the provisions of this Constitution as to certificates for securities) be affixed in the presence of and signed by two (2) Directors or by a Director and by the Secretary or some other person appointed by the Directors in place of the Secretary for the purpose. The Directors may by resolution determine that such signatures may be fixed by some mechanical electronic facsimile signatures or such other means to be specified by the Directors from time to time in such resolution. Authority for use of Seal
- (2) The Company may exercise the powers conferred by the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.
- (3) The Company may have an official seal as referred to in Section 63 of the Act with the addition on its face of the word "Securities" for use on any securities certificates issued by the Company.

36. DIVIDENDS AND RESERVES

- 36.1 The Company in general meeting may by ordinary resolution declare dividends payable to the Members in accordance with their respective rights and priorities out of any lawfully distributable profits, but no dividend shall exceed the amount recommended by the Directors. Declaration of dividends
- 36.2 Subject to the Act, the Directors may pay interim dividends if it appears to them that they are justified by the profits of the Company available for distribution. If the share capital is divided into different classes, the Directors may pay interim dividends on shares which confer deferred or non-preferred rights with regard to dividend as well as on shares which confer preferential rights with regard to dividend, but no interim dividend shall be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrears. The Directors may also pay at intervals settled by them any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment. The Directors shall act in good faith and shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on any shares having deferred or non-preferred rights. Interim dividends
- 36.3 Unless otherwise provided by the rights attached to shares or the terms of their issue, all dividends shall be declared and paid proportionately to the capital paid up on the shares on which the dividend is paid, but if any shares are issued on terms providing that they shall rank for dividend as from a specified date or to a specified extent, they shall rank for dividend accordingly. Any dividend or interim dividend may be expressed to be payable on a specified date to persons registered on some earlier date as the holders of the shares in respect of which the dividend is declared, notwithstanding that such persons may not be so registered on the date of the declaration or payment. Proportionality
- 36.4 A general meeting declaring a dividend may, on the recommendation of the Directors, direct that it shall be satisfied wholly or partly by the distribution of assets (including (without limitation), paid up shares or debentures of any other company or in any one (1) or more of such ways) and, where any difficulty arises with regard to the distribution, the Directors may settle the same as they think fit and in particular may issue fractional shares and fix the value for distribution of any assets and may determine that cash shall be paid to any Member on the footing of the value so fixed in order to adjust the rights of Members and may vest any assets in trustees. Satisfaction by distribution of assets
- 36.5 Any dividend, interest, or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the last known address of the holder or paid via electronic or other methods of funds transfer to such account as designated by such holder. Every such cheque or warrant or electronic transfer shall Payment of dividends etc.

be made payable to the order of the person to whom it is sent. Every such cheque or warrant or electronic transfer shall be sent at the risk of the person entitled to the money represented thereby.

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| 36.6 | No dividend or other moneys payable in respect of a share shall bear interest against the Company unless otherwise provided by the rights attached to the share. | No interest on Dividends |
| 36.7 | All dividend unclaimed for more than one (1) year after having been declared may be dealt with in accordance with the provisions of the Unclaimed Moneys Act 1965, the Directors may invest or otherwise make use of any dividend unclaimed for one (1) year after having been declared for the benefit of the Company until claimed. | Investment of powers |
| 36.8 | The Directors may deduct from any dividend payable to any Member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company. | Right to deduct |
| 36.9 | The Directors may set aside out of the profits of the Company and carry to any reserves such amounts as they think fit and the sums represented by such amounts may be applied at the Directors' discretion for any purpose to which the profits of the Company may be properly applied, and pending any such application may be either employed in the business of the Company, deposited with any financial institution or invested in such investments or other assets as the Directors may from time to time determine. The Directors may also without placing them to reserve carry forward any profits which they may think prudent not to divide. | Power to carry reserves |

37. CAPITALISATION OF PROFITS

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| 37.1 | <p>(1) The Company in general meeting may on the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account otherwise available for distribution, and accordingly that such sum be set free for distribution among the Members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by those Members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and among the Members in the proportion aforesaid, or partly in one way and partly in the other, and the Directors shall give effect to such resolution.</p> <p>(2) Whenever such a resolution as aforesaid is passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional shares or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorize any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled on the capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such Members.</p> | Power to capitalise etc. |
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38. ACCOUNTS

- 38.1 The Directors shall cause accounting records to be kept in accordance with the Act. Accounting records
- 38.2 The accounting records shall be kept at the Office or (subject to the Act) at such other place or places within Malaysia as the Directors think fit and shall always be open to the inspection of any Directors and any other officers of the Company authorised by the Directors. Place for storage
- 38.3 The Directors may from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Company or any of them will be open to inspection by Members (not being a Director or officer (authorised by the Directors) of the Company) or any other person. No Member (not being a Director or such officer) or any other person shall have any right to inspect any accounting records or other book or document of the Company except:- Regulations for inspection
- (1) if conferred by the Act or other applicable law; or
- (2) if ordered by a court of competent jurisdiction; or
- (3) if authorised by the Directors.
- 38.4 The Directors shall from time to time in accordance with the Act and the Listing Requirements (if applicable) cause to be prepared and laid before the Company in general meeting such financial statements (if any) and reports as are referred to in the Act and/or such Listing Requirements (if applicable). Preparation of accounts etc.
- 38.5 A copy of the audited financial statements, the Directors' and Auditors' Reports which is to be laid before the Company in the Annual General Meeting (including every document required by the Act and Listing Requirements to be annexed thereto), whether in printed form, or in such other Electronic Form shall, at least twenty-one (21) days before the date of the Annual General Meeting be sent to the last known address provided to the Company, every Member of, and every holder of debentures (if any) of the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or of this Constitution provided that this Constitution shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one (1) of the joint holders of a share in the Company or the several persons entitled thereto in consequence of the death or bankruptcy of the holder or otherwise but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office. Copy of reports to Members
- 38.6 The Directors shall not be bound, unless expressly instructed to do so by a special resolution of the Company in general meeting, to publish any list or particulars of the Securities or investments held by the Company or to give any information in relation to such Securities or investments to any Member. No obligation to publish

39. AUDITORS

- 39.1 (1) The Company shall at each annual general meeting appoint/re-appoint an auditor or auditors to hold office until the next annual general meeting in accordance with Section 271 of the Act. Appointment of auditor
- (2) The auditors of the Company shall be entitled to attend any general meeting of the Company and to receive all notices of and other communications relating to any general meeting of the Company to which any Member is entitled and be heard at the meeting on any part of the business of the meeting as concerns them as auditors of the Company.

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- 39.2 No person may be appointed as auditor of the Company if no consent is obtained from the person to be appointed under Section 264(1) of the Act. The duties of the auditor or auditors shall be regulated by the Act. Restriction on appointment
- 39.3 Subject to the Act, all acts done by any person acting as 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. Acts, valid though defect
- 40. LANGUAGE**
- 40.1 Where any financial statements, minute books or other records required to be kept by the Act are not kept in Bahasa Malaysia or English language, the Directors shall cause a true translation of such accounts, minute books and other records to be made in either English or Bahasa Malaysia, from time to time at intervals of not more than seven (7) days and shall cause such translation to be kept with the original accounts, minute books and other records for so long as the original accounts, minute books and other records are required by the Act to be kept. Translation
- 41. NOTICES AND OTHER DOCUMENTS**
- 41.1 Subject to the Act, the Central Depositories Act, the Listing Requirements, the Rules and any other laws, any notice or document to be served by the Company or the Secretary on any Member may either:- Service of Notices and/or documents
- (a) in hard copy, either personally, by fax or by sending it through the post in a prepaid letter addressed to such Member at his last known address entered in the Register of Members or the Record of Depositors;
 - (b) in Electronic Form, and sent by the following electronic means:-
 - (i) transmitting to his last known Electronic Address provided by the Member to the Company for such purpose or via electronic mail service: or
 - (ii) publishing the notice or other documents on the Company's website provided that a notification of publication of the notice or documents on the website is given via hard copy or Electronic Form by way of electronic mail service 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 secure manner for access by Members, Directors and auditors provided that a notification of publication or availability of the notice or documents on the electronic platform via hard copy or Electronic Form by way of electronic mail service by way of electronic mail service has been given to them accordingly; or
 - (c) partly in hardcopy and partly in Electronic Form which is deemed effected or valid in accordance with Article 41.2; or
 - (d) such other manner as permitted under the Act.
- 41.2 Notwithstanding Article 41.1, in respect of notices or documents to be issued by the Company to Members whose last known address as appearing in the Register of Members and the Record of Depositors is outside Malaysia and where such notices or documents are required by the laws of such jurisdictions in which the Members' last known address is situated, to be lodged or registered with any competent governmental or statutory authority of such jurisdictions, all of such Members shall provide an address in Malaysia for service of such notices or documents by the Company. Any such Member who has not supplied an address within Malaysia for service of such notices or documents shall not be entitled to receive any such notices Address of Member outside Malaysia

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or documents from the Company and service of such notices or documents to Members who have furnished an address in Malaysia shall be deemed good and effectual service of the same on such Members.

- 41.3 Any notice or document shall be deemed to have been served by the Company to a Member:- When notice deemed served
- (a) if sent by post and whether by airmail or not shall be deemed to have been served on the day on which the envelope or wrapper containing the same is posted, and in proving such service by post it shall be sufficient to prove that the letter or wrapper containing the same was properly addressed and put into the post office as a prepaid letter.
- (b) if sent by the following electronic means:-
- (i) via electronic mail, at the time of transmission to a Member's last known Electronic Address pursuant to Article 41.1(b)(i), provided that the Company has record of the Electronic Address 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 Article 41.1(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 Article 41.1(b)(iii).
- In the event that service of a notice or document pursuant to Article 41.1(b) is unsuccessful, the Company must, within two (2) Market Days from discovery of delivery failure, make alternative arrangements for service by serving the notice or document in hard copy in accordance with Paragraph 41.1(a) hereof.
- 41.4 A Member's address, Electronic Address and any other contact details provided by Depository shall be deemed as the last known address, Electronic Address and contact details respectively for purposes of communication including but not limited to service of notices and/or documents to the Member. Last known address for service
- 41.5 With respect to any Non-Deposited Security that is held in joint names, all notices or documents to such joint holders shall be given to whichever of such persons named first in the register and any notice or document so given shall be sufficient notice or document to all the holders of such security. Service of notice in respect of joint holders
- 41.6 Subject to Article 41.2, if a Member's last known address is outside Malaysia, a notice or document may be sent to him by airmail or ordinary mail to his last known address appearing in the Register of Members or the Record of Depositors. Service of notice on Members abroad
- 41.7 A person entitled to a share in consequence of the death or bankruptcy of a Member or otherwise 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 for the service of notice, 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 or otherwise 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. Save as aforesaid any notice or document delivered or sent by post to or left at the last known address of any Member in pursuance of this Constitution shall (notwithstanding that such Member be then dead or bankrupt or otherwise not entitled to such share and whether or not the Company have notice of the same) be deemed to have been duly served in respect of any share registered in the name of such Member as sole or joint holder. Service of notice after death etc. of a Member

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- 41.8 When a given number of days' notice or notices extending over any other period is required to be given the day of service shall, unless it is otherwise provided or required by this Constitution or by the Act, be not counted in such number of days or period. Day of service not counted
- 41.9 Notice of every general meeting shall be given in manner hereinbefore authorised to:- Person entitled to receive notice of general meeting
- (a) every Member;
 - (b) every Director;
 - (c) every person entitled to a share in consequence of the death or bankruptcy of a Member who but for the same would be entitled to receive notice of the meeting and the Company has been notified of the person's entitlement in writing; and
 - (d) the auditor for the time being of the Company.
- 41.10 All notices served for and on behalf of the Company or the Board shall only be effectual if it bears the name of a Director or the Secretary or a duly authorised officer of the Company and which are issued by order of the Board pursuant to a resolution duly passed by the Board. Notice bears name of Director or Secretary
- 41.11 Any notice or document required by a court of law or otherwise required or allowed to be given by the Company to the Members or any of them, and not expressly provided for by this Constitution or which cannot for any reason be served in the manner referred to in Articles 41.2 and 41.3 hereof, shall be sufficiently given if given by advertisement, and any notice or document required to be or which may be given by advertisement, shall be deemed to be duly advertised once advertised in a widely circulated newspaper in Malaysia in the national language and in a widely circulated newspaper in Malaysia in the English language. Notice and/or document given by advertisement
- 42. WINDING UP**
- 42.1 If the Company is wound up and the liquidator may, with the sanction of a special resolution of the Company, divide amongst the Members in kind the whole or any part of the assets of the Company (whether they consist of property of the same kind or not) and may for that purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how the division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of any such assets in trustees upon such trusts for the benefit of the contributor as the liquidator, with the like sanction, think fit, but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability. Distribution of assets in specie
- 42.2 Save that this Article shall be without prejudice to the rights of holders of shares issued upon special terms and conditions the following provisions shall apply:- Sharing of loss and excess
- (a) if the Company shall be wound up and the assets available for distribution among the Members as such, shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the Members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding-up, on the shares held by them respectively; and
 - (b) if in a winding-up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding-up, the excess shall be distributed among the Members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding-up, on the shares held by them respectively.

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

43. INDEMNITY AND INSURANCE

43.1 Subject to the 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. Indemnity

44. SECRECY

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

45. EFFECT OF THE LISTING REQUIREMENTS

45.1 (1) 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

(2) Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done.

(3) 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).

(4) 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.

(5) 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.

(6) 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 inconsistency.

(7) Notwithstanding the above, nothing herein shall prevent the Company from applying to the Exchange for any waiver of any of the Listing Requirements and in the event the compliance or observance of any of the Listing Requirements is waived by the Exchange, the Company shall be exempted from such compliance.

46. COMPLIANCE

46.1 Notwithstanding this Constitution, the Company shall comply with the Act, the Central Depositories Act, the Rules, the Regulations and Listing Requirements in respect of all matters, where applicable. Compliance with Statutes, Rules and Regulations