

THE COMPANIES ACT 2016

MALAYSIA

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

ECO WORLD DEVELOPMENT GROUP BERHAD

(Company No. 17777-V)

Incorporated on the 8th day of March, 1974

THE COMPANIES ACT 2016
PUBLIC COMPANY LIMITED BY SHARES
CONSTITUTION
OF
ECO WORLD DEVELOPMENT GROUP BERHAD

1. The name of the Company is **ECO WORLD DEVELOPMENT GROUP BERHAD**.
2. The registered office of the Company will be situated in Malaysia.

POWERS AND OBJECTS

3. Subject to the provisions of the Act, the Company shall be capable of exercising all the functions of a body corporate and have the full capacity, rights and powers to carry on or undertake any business or activity the Directors considered advantageous to and is in the best interest of the Company and that are not prohibited under any law for the time being in force.
4. The objects for which the Company is established shall include but not limited to the following:-
 - (a) To carry on the business of an investment holding company and for that purpose to acquire and hold either in the name of the Company or in that of any nominee shares, lands, houses, buildings, stocks, debentures, bonds, notes, obligations and securities issued or guaranteed by any company, any government or other authority of whatever nature in any part of the world.
 - (b) To carry on the businesses of land developers, property developers, agriculture developers, and to develop and turn to account any land or property acquired by the Company or in which the Company is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing up and improving buildings.
 - (c) To undertake and carry on the business of contractors of every description and to erect and construct houses, buildings or works of every description on any land or property of the Company or upon any other lands or property and to pull down, enlarge, alter and improve existing houses, buildings or works thereon and to sell, let or lease or otherwise dispose of or grant rights over any real property belonging to the Company.
5. The liability of the Members is limited.

INTERPRETATION

6. In this constitution, unless the subject matter or context dictates otherwise, the following words and phrases shall have the meaning assigned to them herein:-

“**Act**” means the Companies Act 2016 and any statutory modification, amendment or re-enactment thereof and any other legislation for the time being in force made thereunder.

“**Applicable Laws**” means all laws, bye-laws, regulations, rules, orders and/or official directions for the time being in force and any statutory modification, amendment or re-enactment thereof affecting the Company and its subsidiaries, including but not limited to the Act, the Listing Requirements, Rules and every other law for the time being in force concerning companies or affecting the Company and any other directives or requirements imposed on the Company by the Companies Commission of Malaysia, Securities Commission Malaysia and/or other relevant regulatory bodies and/or authorities.

“**Article**” means any provisions in this Constitution as originally framed or as altered from time to time.

“**Auditors**” means the auditors for the time being of the Company.

“**Board**” or “**Director(s)**” means the Board of Directors or Director(s) of the Company who has/have been appointed in accordance with the provisions of the Act and this Constitution for the time being and, unless the context otherwise provides or requires, includes an alternate Director.

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

“**Company**” means ECO WORLD DEVELOPMENT GROUP BERHAD (Company No. 17777-V) or such other names to which it may be changed from time to time.

“**Constitution**” means this Constitution as originally framed or as altered from time to time.

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

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

“**Depository**” means Bursa Malaysia Depository Sdn. Bhd. (Company No. 165570-W) or such other name as may be adopted from time to time and/or its nominee and successors-in-title.

“**Electronic Form**” means any document or information sent, supplied, conveyed or transmitted initially and received at its destination by the intended recipient by means of electronic equipment in any form or modes for the processing (which expression includes digital compression) or storage of data received, conveyed or transmitted via wire, radio, optical, cloud, website means or any other electromagnetic means or equivalent and as permitted under Applicable Laws.

“**Exchange**” means Bursa Malaysia Securities Berhad (Company No. 635998-W) or such other name as may be adopted from time to time or its successors-in-title.

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

“**Listing Requirements**” means the Main Market Listing Requirements of the Exchange including any modifications or amendments to the Listing Requirements that may be made from time to time and such practice notes or circulars as may be issued by the Exchange from time to time.

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

“Member(s)” means any person or persons for the time being holding securities in the Company and whose name appears in the Register of Members or Record of Depositors but excludes the Depository or their nominees in their capacity as bare trustees. For the purposes of this Constitution with regards to meeting of Members, “Member” includes a person attending as a proxy or representing a corporation which is a Member.

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

“Omnibus Account” means the Securities Account in which ordinary shares of the Company are held for multiple beneficial owners and includes a Securities Account maintained by an Exempt Authorised Nominee.

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

“Register of Members” means the register of members to be kept by the Company pursuant to the Act.

“Rules” means the Rules of the Depository, including any modifications or amendments that may be made from time to time, and shall have the meaning given in Section 2 of the Central Depositories Act.

“Seal” means the Common Seal of the Company.

“Secretary” means any person or persons appointed under Section 236 of the Act to perform the duties of the secretary of the Company and shall include a joint, temporary, assistant or deputy secretary and any person appointed by the Board to perform any of the duties of the Secretary.

“security(ies)” shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and any statutory modification, amendment or re-enactment thereof for the time being in force.

“Securities Account” means an account established by the Depository for a Depositor for the recording of deposit of securities and for dealing in such securities by the Depositor as permitted under the Central Depositories Act and/or the Rules.

“share(s)” means the issued share capital of the Company and includes stock except where a distinction between stock and shares is expressed or implied.

“Share Seal” means the share seal of the Company.

“Unlisted Securities” means all securities other than Deposited Securities.

Reference to **“writing”** or **“written”** shall, unless the contrary intentions appears, be construed as including references to printing, typewriting, lithography, photography, electronic storage or transmission and any other modes of reading information or representing or reproducing words, letters, figures or marks in a visible or readable form or in any other form or manner, whether in hard copy or in electronic form sent by way of an electronic communication or otherwise in a form that allows the document and/or information to be easily assessable and reproduced into written, electronic or visible form.

Reference to **“electronic communication(s)”** shall include, but shall not be limited to, unless the contrary intention appears, reference to delivery of documents or information in electronic form by electronic means to the electronic mail address or any other address or number of the addressee, as permitted by the Applicable Laws.

Words denoting the singular number only shall include the plural number and vice versa and the masculine gender only shall include the feminine and neuter gender and the word "person" shall include individual, firms, partnership, joint ventures, corporations and companies.

Reference to a numbered Article in this Constitution shall be construed as a reference to the Article bearing that number in this Constitution.

Reference to a statute or a statutory provision shall be deemed to include modification, consolidation or re-enactment thereof for the time being in force, and all statutory instruments or orders made pursuant thereto.

Subject as aforesaid, any words or expressions defined in this Constitution shall be interpreted in accordance with the provisions of the Interpretation Acts, 1948 and 1967, the Interpretation and General Clauses Ordinance 1967 and the Act as in force at the date at which this Constitution becomes binding on the Company. Unless otherwise defined herein, any words, expressions or phrases defined in the Act, the Central Depositories Act, the Listing Requirements and the Rules shall, except where the subject or context forbids, bear the same meaning in this Constitution.

The headings, sub-headings in this Constitution are inserted for convenience of reference only and shall not affect the construction or interpretation of the Articles.

SHARE CAPITAL

Type of shares

7. The share capital of the Company is its issued share capital. The shares in the original or any increased capital or any alteration of capital may be divided into several classes and there may be attached thereto respectively any preferred, deferred, qualified or other special rights, privileges, conditions or restrictions as to dividend, voting, capital or otherwise.

Preference shares

8. Subject to the Applicable Laws and this Constitution, the Company shall with the sanction of an ordinary resolution, have power to issue preference shares on the terms and conditions that they are, or at the option of the Company are liable to be redeemed on such terms and in such manner as Directors may think fit, and the Company shall not issue further preference shares ranking in priority over preference shares already issued unless with the consent of the existing preference shareholders at a class meeting, but may issue further preference shares ranking equally therewith.

Rights of preference shareholders

9. Preference shareholders shall have the same rights as the ordinary shareholders as regards to receiving notices, reports and audited financial statements and attending general meetings of the Company. Preference shareholders shall also have the right to vote in each of the following circumstances:-
 - (a) when the dividend or part of the dividend on the preference shares is in arrears for more than six (6) months;
 - (b) on a proposal to reduce the Company's share capital;
 - (c) on a proposal for the disposal of the whole of the Company's property, business and undertaking;
 - (d) on a proposal that affects their rights and privileges attached to the preference share;
 - (e) on a proposal to wind up the Company; and

- (f) during the winding up of the Company.

Repayment of preference capital

10. 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 obtained from the holders representing not less than seventy-five per centum (75%) of the total voting rights of the preference shares concerned within two (2) months of the meeting shall be as valid and effectual as a special resolution carried at the meeting.

ALTERATION OF CAPITAL

Power to increase capital

11. Subject to Applicable Laws and this Constitution, the Company may from time to time, whether all the shares for the time being issued shall have been fully called up or not, by ordinary resolution increase its share capital by the creation and issuance of new shares, such new capital to be of such amount to be divided into shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company by the resolution authorising such increase may direct.

Power to alter capital

12. The Company may alter its share capital by passing an ordinary resolution to:-
- (a) consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived;
 - (b) convert all or any of its paid-up shares into stock and may reconvert that stock into paid-up shares or subject to the Act, reclassify any class of shares into other class of shares;
 - (c) 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. Any resolution whereby any share is sub-divided may determine that, as between the holders of shares resulting from such subdivision, one or more of such shares may have such preferred or other special rights over, or may be given any preference or advantage as regards dividends, return of capital, voting or otherwise over the other or others of such shares; and
 - (d) cancel any shares which at the date of the passing of the resolution which have been forfeited, have not been taken or agreed to be taken by any persons and diminish the amount of its share capital by the amount of the shares so cancelled.

Power to reduce capital

13. The Company may by special resolution reduce its share capital in any manner permitted or authorised under and in compliance with the Applicable Laws.

SHARE BUYBACK

14. Subject to and in accordance with Applicable Laws and to any rights previously conferred on the holders of any class of shares, the Company may at any time and from time to time and on any terms it deems fit, with the sanction of an ordinary resolution, purchase or enter into a contract under which it will or may purchase any of its shares of any class, including any redeemable shares from any party(ies) whatsoever. Any shares so purchased by the Company shall be dealt with in accordance with the Applicable Laws.

ALLOTMENT OF SHARES

Authority to allot and issue shares

15. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, and subject to the Applicable Laws and this Constitution and to the provisions of any resolution of the Company, shares in the Company may be issued by the Directors, who may issue, allot, grant options over or otherwise dispose of such shares to such persons at such price, on such terms and conditions, with such preferred, deferred or other special rights, and subject to such restrictions and at such times as the Directors may determine, but the Directors in making any issue of shares shall comply with the following conditions:-
 - (a) in the case of shares other than ordinary shares, no special rights shall be attached until the same have been expressed in this Constitution and in the resolution creating the same;
 - (b) no shares shall be issued which will have the effect of transferring a controlling interest in the Company to any person, company or syndicate without the prior approval of the Members at the meeting of Members; and
 - (c) every issue of shares or options to employees and/or Directors of the Company shall be approved by the Members in a meeting of Members and:-
 - (i) such approval shall specifically detail the amount of shares or options to be issued to such employees and/or Directors; and
 - (ii) a Director not holding office in an executive capacity may so participate in an issue of shares pursuant to a public offer or public issue.

Issue of new shares to Member

16. Subject to any direction to the contrary that may be given by the Company in a meeting of Members, all new shares or other convertible securities shall, before issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of meetings of Members in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares or securities which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution.

Ranking of new shares

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

Allotment and issuance of securities

18. The Company must ensure that all new issues of securities for which listing is sought on the Exchange are made by way of crediting the Securities Accounts of the allottees with such securities save and except where it is specifically exempted from compliance with Section 38 of the Central Depositories Act, in which event it shall so similarly be exempted from compliance with this requirement. For this purpose, the Company must notify the Depository of the names of the allottees and all such particulars required by the Depository, to enable the Depository to make the appropriate entries in the Securities Accounts of such allottees. Subject to the Applicable Laws, the Company must allot the securities and despatch notices of allotment to the allottees and make application for the quotation of such securities within the stipulated time frame as may be prescribed by the Exchange.

Crediting Securities Account

19. The Company must not allot or issue securities or cause or authorise its registrars to cause the Securities Accounts of the allottees to be credited with the additional securities until after it has filed with the Exchange an application for listing of such additional securities and has been notified by the Exchange that such new issue of securities has been approved in principle for listing.

CERTIFICATES

20. For new shares and securities which will be listed on the Exchange, the Company may issue jumbo certificates in respect of shares or securities in favour of the Depository as may be directed by the Securities Commission Malaysia or the 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 Central Depositories Act and the Rules PROVIDED ALWAYS that every certificate shall be issued under the Share Seal or Seal in such form as the Board shall from time to time prescribe and shall bear the signatories or the facsimile signature of at least one (1) 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.
21. Where certificates for any Unlisted Securities are required to be issued, every person whose name is entered as a Member in the Register of Members shall be entitled without payment to receive a certificate in accordance to the Applicable Laws and that every certificate shall be issued under the Share Seal or Seal in such form as the Board shall from time to time prescribe and shall bear the signatories or the facsimile signature of at least one (1) 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, nevertheless, in respect of a share(s) or security(ies) held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of such certificate to one of several joint holders shall be sufficient delivery to all such holders.

VARIATION OF RIGHTS

Modification of class rights

22. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the holders representing not less than seventy-five per centum (75%) of the total voting rights of the Members of that class or with the sanction of a special resolution passed at a separate meeting of the Members of that class. To every such separate meeting of Members, the provisions of this Constitution relating to meetings of Members shall *mutatis mutandis* apply, but so that the necessary quorum, shall be at least two (2) persons holding or representing by proxy not less than one tenth (1/10) of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll and shall be entitled on a poll to one (1) vote for every such share held by him. To every such special resolution the provisions of Section 292 of the Act shall apply with such adaptations as are necessary.

Alteration of rights by issuance of new shares

23. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking as regards to participation in the profits or assets of the Company in some or in all respects *pari passu* therewith.

COMMISSION AND INTEREST ON SHARES

Commission on subscription of shares

24. The Company may exercise the powers of paying commissions conferred by the Act, provided that the per centum or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the 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.

Interest on share capital during construction

25. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a long period, the Company may pay interest or returns on the amount of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in Section 130 of the Act and may charge the same to capital as part of the cost of construction of the works or buildings or the provision of the plant.

CALL ON SHARES

Directors may make calls

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

When call deemed made

27. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and such resolution may authorise the call to be paid by instalment.

Not entitled to dividend or to vote until calls paid

28. No Member shall be entitled to receive any dividend or to exercise any privilege as a Member until he shall have paid all calls for the time being due and payable on every share held by him together with interest and expenses (if any).

Interest on unpaid calls

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

Automatic calls

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

Difference in calls

31. The Directors may, on the issue of shares, differentiate between the holders as to the amount of calls or instalments to be paid and the times of payment of such calls or instalment.

Payment on calls in advance

32. The Directors may, if they think fit, receive from any Member willing to advance payment all or any part of the monies uncalled and unpaid upon any shares held by the Member, and upon all or any part of the monies so advanced may (until the same would, but for the advance, become payable) pay interest or return at such rate not exceeding (unless the Company in meeting of Members shall otherwise direct) eight per centum (8%) per annum as may be agreed upon between the Directors and the Member paying the sum in advance. Such capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. Except in liquidation, sums paid in advance of calls shall not, until the same would but for such advance have become payable, be treated as paid up on the shares in respect of which they have been paid.

FORFEITURE OF SHARES

Notice requiring payment

33. If a Member fails to pay the whole or any part of any call or instalment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest at such rate as the Directors may determine or compensation that may have accrued by reason of such non-payment.

34. The notice shall name a further day (not being less than fourteen (14) days from the date of the notice) on or before which, and the place where the payment required by the notice is to be made, and shall state that, in the event of non-payment at or before the time and at the place appointed, the shares in respect of which the call was made will be liable to be forfeited.

Forfeiture

35. If the requirements of any such notices as aforesaid are not complied with any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. And such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the date of forfeiture.

Notice of forfeiture to be given and entered into the Record of Depositors

36. When any share has been forfeited in accordance with this Constitution, notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by reason of his death or bankruptcy, as the case may be, within fourteen (14) days of the date of forfeiture and an entry of such notice having been given and the forfeiture with the date thereof shall forthwith be made in the Register of Members or Record of Depositors but no forfeiture shall be in any manner invalidated by any omission or neglect to give any such notice or to make such entry as aforesaid.

Liability of Member in respect of forfeited shares

37. A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all money which, at the date of forfeiture, was payable by him to the Company in respect of the shares (together with interest or compensation at the rate of eight per centum (8%) per annum from the date of forfeiture on the money for the time being unpaid if the Directors think fit to enforce payment of such interest or compensation), but his liability shall cease if and when the Company receives payment in full of all such money in respect of the shares.

Results of forfeiture

38. The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the share, and all other rights and liabilities incidental to the share as between the shareholder whose share is forfeited and the Company, except only such of those rights and liabilities as are by this Constitution expressly saved, or as are by the Act given or imposed in the case of past Member.

Evidence of forfeiture

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

Application of forfeiture provision

40. The provisions of this Constitution as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed date, as if the shares had been payable by virtue of a call duly made and notified.

Redemption of forfeited share

41. Notwithstanding any such forfeiture as aforesaid, the Directors may at any time before the forfeited share has been otherwise disposed of, permit the share so forfeited to be redeemed upon the terms of payment of all calls and interest due upon and expenses incurred in respect of the share, and upon any further or other terms they may think fit.

Cancellation and sale of forfeited share

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

Procedure for sale of forfeited shares

43. The Company may receive the consideration, if any, given for a forfeited share on any sale or disposition thereof and the Directors may authorise some person to execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall be registered as the shareholder or in the case of Deposited Security, to authorise its registrar to cause the Depository to credit the Securities Account of the person to whom the share is sold or disposed of with the forfeited share or otherwise in accordance with the directions of such person as aforesaid, and he shall not have his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, or disposal of share. Subject to any lien for sums not presently payable, if any, any residue of the proceeds of sale of shares which are forfeited and sold or disposed of, after the satisfaction of the unpaid calls or instalments payable at fixed times and accrued interest and expenses, shall be paid to the person entitled to the shares immediately before the forfeiture thereof or his executors, administrators, or assignees or as he directs.

TRANSFER OF SECURITIES

Transfer of Deposited Securities

44. Subject to the Applicable Laws and this Constitution, the transfer of any Deposited Securities of the Company, 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 Section 148(2) of the Act and any exemption that may be made from compliance with Section 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the Deposited Securities.

Transfer of Unlisted Securities

45. Subject to the restrictions of this Constitution, all Unlisted Securities shall be transferable but every transfer shall be in writing in the usual common form pursuant to the Act or in such other forms as the Board shall from time to time approve, duly executed and stamped, and shall be submitted to the Office or its agent accompanied by the certificate of the Unlisted Securities to be transferred and such other evidence (if any) as the Board may reasonably require to show the right of the transferor to make the transfer.

Instrument of transfer

46. The instrument of transfer of any securities in the Company shall be executed by or on behalf of the transferor and the transferee provided that subject to compliance with the Central Depositories Act and the Rules, an instrument of transfer in respect of which the transferee is Depository shall be effective although not signed by or on behalf of the Depository if it has been certified by an authorised depository agent pursuant to Section 18 of the Central Depositories Act. Subject to the Applicable Laws, the transferor shall remain the holder of the shares transferred until the transfer is registered and the name of the transferee is entered in the Register of Members or Record of Depositors in respect thereof.
47. All duly executed and stamped instruments of transfer in respect of Unlisted Securities which shall be registered shall be retained by the Company but any such instrument of transfer which the Directors may decline to register shall on demand be returned to the person depositing the same.

Restriction of transfer

48. There shall be no restriction on the transfer of fully paid-up Deposited Securities except where required by law.
49. The Depository may, in its absolute discretion, refuse to register any transfer of Deposited Security that does not comply with the Central Depositories Act and the Rules or where the reason for the transfer does not fall within any of the approved reasons provided in the Rules.
50. Subject to the Act, the Directors may decline to register a transfer of Unlisted Securities in the Company to any person of whom they do not approve or to decline to register any instrument of transfer of securities which are not fully paid or on which the Company has a lien to any person of whom they do not approve.
51. Subject to the Applicable Laws, no securities shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind.

Suspension of registration

52. The registration of transfer of any securities may be suspended for the purpose of determining persons entitled to dividends, interest or new securities, or rights to a priority of application for issues of securities, at such times and for such periods as the Directors may from time to time determine, PROVIDED ALWAYS that such registration shall not be suspended for more than thirty (30) days in any calendar year or such number of days as may be prescribed by the Exchange. The Company shall before it suspends such Register of Members/Record of Depositors give notices in accordance with the Listing Requirements and the Rules.

Renunciation

53. Subject to the provision of this Constitution, the Directors may recognise a renunciation of the allotment of any share by the allottee thereof in favour of some other persons or otherwise.

Fee relating to title to securities

54. The Directors may from time to time require or prescribe a fee payable by the requisitioner to the Company in respect of the registration of any probate, letters of administration, certificate of marriage or death, power of attorney or other document relating to or affecting the title to any securities.

Limitation of liability

55. Neither the Company nor the Directors nor any of its officers shall incur any liability for authorising or causing the registering or acting upon a transfer of securities apparently made by sufficient parties, although the same may by reason of any fraud or other cause not known to the Company or the Directors or other officers be legally inoperative or insufficient to pass the property in the securities proposed or professed to be transferred, and although transferred, the transfer may, as between the transferor and the transferee, be liable to be set aside and notwithstanding that the Company or the Directors or other officers may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the securities transferred, or otherwise in defective manner. And in every such case, the person registered as the transferee, his executors, administrators and assignees alone shall be entitled to be recognised as the holder of such securities and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto.

TRANSMISSION OF SECURITIES

Death of Member

56. In case of a death of a Member, the survival(s) where the deceased was a joint-holder, and the legal personal representative(s) of the deceased where he was a sole holder shall be the only persons recognised by the Depository and/or Company as having any title to his interest in the securities but nothing herein contained shall release the estate of a deceased Member from any liability in respect of any securities which had been held by him alone or jointly with some other person.

Security of deceased or bankrupt Member

57. Any person becoming entitled to a security in consequence of the death or bankruptcy of a Member may, upon such evidence of title being produced as may from time to time properly be required by the Directors or the Depository and, subject as hereinafter provided, elect either to be registered himself as holder of the security or to have some person nominated by him registered as the transferee thereof, but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the security by that Member before his death or bankruptcy. Before recognising any executor or administrator, the Directors may require him to take out grant of probate or letters of administration as evidence PROVIDED ALWAYS that where the security is a Deposited Security, subject to the Applicable Laws, a transfer or withdrawal of the security may be carried out by the person becoming so entitled.

Notice of election

58. The Directors may at any time give notice requiring any such person referred to in Article 57 to elect either to be registered himself or to transfer the share and, if the notice is not complied with within sixty (60) days, the Directors may thereafter withhold payment of all dividends or other monies payable in respect of the securities until compliance has been made with the requirements of such notice.
59. Subject to Applicable Laws, if the person so becoming entitled to shares in consequence of the death or bankruptcy of any Member elects to be registered himself, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects provided always that where the security is a Deposited Security and the person so becoming entitled elects to have the security transferred to him, the aforesaid notice must be served by him on the Depository. If he elects to have another person registered, he shall testify his election by executing to that person a transfer of the security. All the limitations, restrictions and provision of this Constitution relating to the rights to transfers and the registration of transfer of security shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer signed by that Member.

Rights on death or bankruptcy

60. Where the registered holder of any security dies or becomes bankrupt, his personal representative or the assignee of his estate, as the case may be, shall, subject to the registration of transmission of security, upon the production of such evidence as may from time to time, be properly required by the Directors and the Depository in that behalf, be entitled to the same dividends and other advantages and to the same rights (whether in relation to meetings of the Members or to voting or otherwise) as the registered holder would have been entitled to if he had not died or become bankrupt. Where two (2) or more persons are jointly held to any security in consequence of the death of the holder of the security they shall, for the purposes of this Constitution, be deemed to be the joint holders of the security.

Transmission of Securities from foreign register

61. Where:-
- (a) the securities of the Company are listed on another stock exchange; and
 - (b) the Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29 of the Securities Industry (Central Depositories) (Amendment) (No. 2) Act 1998, as the case may be, under the Rules in respect of such securities,
- the Company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of 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.
62. The procedures for the transmission of the securities between the respective depositories for the deposition and withdrawal of any securities held under scripless system shall be determined by the Directors from time to time subject to and in accordance with the Applicable Laws.

CONVERSION OF SHARES INTO STOCK

Conversion of shares into stock and reconversion

63. The Company may by ordinary resolution convert any paid-up shares into stock and reconvert any stock into paid-up shares of any number.

Transfer of Stock

64. The holder of stock may transfer the same or any part thereof in the same manner and subject to the same in this Constitution and subject to which the transfer of shares from which the stock arose may, before the conversion, have been transferred or be transferred in the closest manner as circumstances allow; provided however that the Directors may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum.

Participation of holder of stock

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

Application of this Constitution

66. All such provisions of this Constitution as are applicable to paid-up shares shall apply to stock, and the words "share" and "Member" shall include "stock" and "holder of stock" respectively.

LIEN

Company's lien on shares and dividends

67. Subject to Applicable Laws, the Company shall have a first and paramount lien on every share (not being a fully paid share) registered in the name of a Member for all money (whether presently payable or not) called or payable at a fixed time in respect of that share, by him or his estate, to the Company including all unpaid instalment and interest thereon but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon.
68. The Company's lien on shares and dividends from time to time declared in respect of such shares, if any, shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such monies 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.

Lien may be enforced by sale of shares

69. The Company may sell, in such manner as the Directors thinks 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 from 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 of the shares for the time being or the person entitled thereto by reason of his death or bankruptcy.

Directors may effect transfer

70. To give effect to any such sale as referred under Article 69, the Directors may authorise some person to transfer the shares sold to the purchaser whom shall be registered as the holder of the shares comprised in any such transfer and the Directors shall not be bound to see to the application of the purchase money, nor shall the purchaser's title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale and the remedy of the holders of such share or of any person claiming under or through the purchaser in respect of any alleged irregularity or invalidity against the Company.

Application of proceeds of sale

71. The proceeds of the sale after payment of the amount of all costs of such sale and of any attempted sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to a similar lien for sums not presently payable which exists over the shares before the sale) be paid to the person entitled to the shares at the date of the sale or his executors, administrators or assignees or as he directs.

Imposition of liability by law

72. Whenever any law for the time being of any country, state or place imposes or purports to impose any immediate or future or possible liability upon the Company to make any payment or empowers any government or taxing authority or government official to require the Company to make any payment in respect of any securities registered in the Register of Members and/or the Record of Depositors as held either jointly or solely by any Member or in respect of any dividends, bonuses or other monies due or payable or accruing due or which may become due or payable to such Member by the Company or in respect of any securities registered as aforesaid or for or on account or in respect of any Member and whether in consequence of:-
- (a) the death of such Member;
 - (b) the non-payment of any income tax or other tax by such Member; or
 - (c) any other act or thing,
- the Company in every such case:-
- (i) shall be fully indemnified by such Member or his executor or administrator from all liability;
 - (ii) shall have a lien upon all dividends, bonuses and other monies payable in respect of the securities registered in the Register of Members and/or the Record of Depositors as held either jointly or solely by such Member for all monies paid or payable by the Company in respect of the same securities or in respect of any dividend, bonus or other monies as aforesaid thereon or for or on account or in respect of such Member under or in consequence of any such law together with interest at the rate of not exceeding eight per centum (8%) per annum thereon from date of payment to date of repayment and may deduct or set off against any such dividend, bonus or any monies paid or payable by the Company as aforesaid together with interest as aforesaid; and
 - (iii) may recover as a debt due from such Member or his executor or administrator wherever constituted any monies paid by the Company under or in consequence of any such law and interest thereon at the rate and for the period aforesaid in excess of any dividend, bonus or other money as aforesaid then due or payable by the Company to such Member.

TRUST

Trust not to be recognised

73. Except as required by Applicable Laws and subject to this Constitution, no person shall be recognised by the Company as holding any securities upon any trust, and the Company shall not, even when having notice thereof, be bound by or be compelled in any way to recognise any equitable, contingent, future or partial interest in any securities, or any interest in any fractional part of a share, or any other rights in respect of any securities except in an absolute right to the entirety thereof in the registered holder.

INFORMATION ON SHAREHOLDING

Company may require information of a Member

74. The Company may by notice in writing require any Member within such reasonable time as specified in the notice:-
- (a) to inform the Company whether he holds any voting shares in the Company as beneficial owner or as trustee or nominee; and

- (b) if he holds the voting shares as trustee or nominee, to indicate so far as he can, the persons for whom he holds the voting shares by name and by other particulars sufficient to enable those persons to be identified and the nature of their interest.

Company may require any information of beneficial interest

- 75. Where the Company is informed in pursuance of a notice given to any person under Article 74 hereof or this Article that any other person has an interest in any of the voting shares in the Company, the Company may by notice in writing require that other person within such reasonable time as is specified in the notice:-
 - (a) to inform the Company whether he holds that interest as beneficial owner or as trustee or nominee; and
 - (b) if he holds the interest as trustee or nominee, to indicate so far as he can, the persons for whom he holds the interest by name and by other particulars sufficient to enable them to be identified and the nature of their interest.

Member to inform Company

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

MEETINGS OF MEMBERS

Annual General Meeting

- 77. The Company shall in every calendar year hold an annual general meeting within six (6) months of the Company's financial year end and not more than fifteen (15) months after holding the last preceding annual general meeting, at such time and place as may be determined by the Directors.

Extraordinary General Meeting

- 78. All other meetings of Members other than the annual general meeting shall be called extraordinary general meetings.

Requisition of meetings

- 79. The Directors may whenever they so decide by resolution, convene a meeting of Members other than annual general meeting, at such time and place as may be determined by the Directors.
- 80. In addition, a meeting of Members shall also be convened on any requisition made in accordance with the provisions of the Act, or if the Company makes default in convening a meeting in compliance with a requisition received pursuant to Section 311 of the Act, a meeting may be convened by the requisitionists themselves in the manner provided in Section 313 of the Act. Any meeting convened by the requisitionist shall be convened in the same manner, as nearly as possible, as that in which meetings are requisitioned to be convened by the Directors.

Meeting venue

81. All meetings of Members shall be held at such time and place as the Board shall determine. The main venue of all meetings of Members shall be in Malaysia at such place as the Directors shall determine. The Chairman of the meeting of Members shall be present at the main venue of the meeting.
82. The meeting of Members may be held at more than one (1) venue using any technology or method that enables the Members to participate and to exercise the Members' rights to speak and vote at the meeting.

Notice of meeting

83. Subject to Applicable Laws and any agreements for shorter notice by Member entitled to attend and vote at the meeting, the notice convening meeting of Members shall be given to all Members, Directors and Auditors of the Company as well as to each stock exchange upon which the Company is listed, 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, in any manner prescribed under Article 209.
84. Such notice shall specify the place, date and time of the meeting and the general nature of the business of the 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 every such meeting for which the Company is listed must be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper.
85. All notices served for and on behalf of the Company or the Directors shall only be effectual if it bears the name of a Director or the Secretary or a duly authorised officer of the Company and which are issued by order of the Board pursuant to a resolution duly passed by the Directors.
86. The accidental omission to give notice of any meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate any resolution passed or the proceedings at any such meeting.

Business at meetings

87. Subject always to the provisions of the Act, no business shall be transacted at a meeting of Members except business of which notice has been given in the notice convening the meeting.
88. An annual general meeting shall be held to transact the business in accordance with the Act which include the laying of the audited financial statements and the reports of the Directors and Auditors, the election of Directors in place of those retiring by rotation or otherwise, the fixing of fees and benefits payable to Directors, and the appointment and fixing of the remuneration of the Auditors in accordance with the Act.

Record of Depositors

89. (a) The Company shall request the Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of meetings of Members shall be given by the Company.
- (b) The Company shall also request the Depository in accordance with the Rules, to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than three (3) market days before the meeting of Members (hereinafter referred to as "**General Meeting Record of Depositors**"). The General Meeting Record of Depositors shall be the final record of all Depositors who shall be deemed to be the registered holders of securities of the Company eligible to be present and vote at such meeting.

- (c) Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable), a Depositor shall not be regarded as a Member entitled to attend any meeting of Members and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.

PROCEEDINGS AT MEETING OF MEMBERS

Quorum

90. No business shall be transacted at any meeting of Members unless a quorum is present at the time when the meeting proceeds to business. For all purposes, two (2) Members present in person or by proxy(ies), or in the case of corporations, by their representative duly appointed in that behalf, shall be a quorum.

Adjournment

91. If within half (1/2) an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week (or if that day be a public holiday, then to the next business day following that public holiday) at the same time and place or to such other day and at such other time and place as the Directors may determine, but if a quorum is not present at an adjourned meeting within fifteen (15) minutes from the time appointed for holding the adjourned meeting, the Members present at such adjourned meeting shall form a quorum.

Chairman of meeting of Members

92. The Chairman of the Board, (if any) or in his absence, the deputy Chairman of the Board, shall preside as Chairman at every meeting of Members of the Company. If there is no such Chairman or deputy Chairman, or if neither of them be present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling to chair, the Directors present shall choose one (1) of their number to act as Chairman of such meeting and if one (1) Director only is present he shall preside as the Chairman if he is willing to act. If no Director is present or if all the Directors present decline to take the chair, the Members present in person or by proxy(ies) and entitled to vote shall elect one (1) of their Member(s) to act as Chairman at such meeting. The election of the Chairman shall be by a show of hands. No business except the election of the Chairman or the adjournment of the meeting shall be transacted or discussed at any meeting of Members which the chair is vacant.

Adjournment with consent of meeting

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

Voting on resolutions

94. (a) 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 on by poll. Notwithstanding the above, poll may be demanded:-
- (i) by the Chairman of the meeting;
 - (ii) by at least three (3) Members present in person or by proxy or by attorney or in the case of a corporation by a representative and entitled to vote thereat;

- (iii) by any Member or Members present in person or by proxy or attorney or in the case of a corporation by a representative and representing not less than one tenth (1/10) of the total voting rights of all the Members having the right to vote at the meeting, excluding any voting rights attached to shares in the Company held as treasury shares; or
- (iv) by a Member or Members present in person or by proxy or by attorney or in the case of a corporation by a representative holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one tenth (1/10) of the total sum paid up on all the shares conferring that right excluding any voting rights attached to shares in the Company held as treasury shares.

No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment. A demand for a poll may be withdrawn and notice must be given of a poll not taken immediately.

- (b) Subject to Article 94(a), a declaration by the Chairman of the meeting that a resolution has been carried or lost or has not been carried by any particular majority, and an entry to that effect in the minutes of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number, proportion or validity of the votes, recorded in favour of or against such resolution.

Time for taking of poll demanded

- 95. A poll demanded on any resolution shall be taken either forthwith or at such time and place as the Chairman of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. 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. A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

Error in vote count

- 96. If any votes shall have been counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting or at any adjournment thereof and unless in the opinion of the Chairman (whose decision should be final and conclusive) at the meeting or any adjournment thereof as the case may be, it shall be of sufficient importance to vitiate the result of the voting.

Voting of resolutions by polls

- 97. A poll shall be taken in such manner and either forthwith or after an interval or adjournment or otherwise as the chairman directs. The poll may be conducted manually using voting slips or electronically using various forms of electronic voting devices. Such votes shall be counted by the poll administrator, and verified by the scrutineer(s), as may be appointed by the Company for the purpose of determining the outcome of the resolution(s) to be decided on poll. The Company shall appoint at least one (1) scrutineer to validate the votes cast at the meeting of Members in accordance with the Applicable Laws.
- 98. The results of the poll shall be the resolution of the meeting at which the poll was conducted. The Chairman of the meeting may fix a place and time for declaring the results of the poll and may adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll. The Chairman of the meeting declares whether or not the resolutions put to vote at a meeting of Members are carried, based on the poll results, which show the total number of votes cast on the poll (together with the percentage) in favour of and against the resolution, as announced by the scrutineer.

Security Arrangements

99. The Board can ask Member(s) or proxy(ies) wanting to attend a meeting of Members to submit to searches or other security arrangements which the Board decides. The Board can, at their discretion, refuse entry to, or remove from, a meeting of Members, a Member or proxy who does not submit to those searches or comply with those security arrangements. Security arrangements may include Member or proxy not being allowed into a meeting of Members which recording or broadcasting devices or an article which the Chairman of the meeting of Members considers as to be dangerous, offensive, or liable to cause disruption.

VOTES OF MEMBER

Voting rights of Member

100. Subject to the Article 89 hereof, a Member of the Company shall be entitled to be present and to vote at any meeting of Members in respect of any share or classes of shares upon which all calls due to the Company have been paid. In relation to shares of a Depositor, the shares held or represented by a Member present in person or by proxy or by attorney or other duly authorised representative shall be the number of shares entered against his name in the Record of Depositors.
101. Subject to this Constitution and to any rights or restrictions for the time being attached to any shares or classes of shares, at meetings of Members or classes of Members, each Member entitled to vote may vote in person or by proxy or by attorney. On a resolution to be decided on a show of hands, every Member who is present in person or by proxy or by attorney or other duly authorised representative shall have one (1) vote, and on a resolution to be decided by a poll, every Member voting in person or by proxy or by attorney or any other duly authorised representative shall have one (1) vote for each share held by him. On a poll taken at a meeting of Members, a Member entitled to more than one vote need not use all his votes or cast all the votes he uses on a poll in the same way.

Member barred from voting while call unpaid

102. No Member shall be entitled to be present or to vote at any meeting of Members or to exercise any privilege as a Member nor be counted as one (1) of the quorum unless all calls or other sums immediately payable by him in respect of shares in the Company have been paid.

Vote of Member of unsound mind

103. A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote, by his committee or by such other person who properly has the management of his estate. Any such committee or other person may vote either personally or by proxy or by attorney provided such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than forty-eight (48) hours before the time appointed for holding the meeting.

Vote of Member of deceased or bankrupt

104. The legal personal representative of a deceased Member or the person entitled under transmission Articles of this Constitution to any share in consequence of the death or bankruptcy of any Member may vote at any meeting of Members in respect thereof, in the same manner as if he was the registered holder of such shares provided that not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, as the case may be at which he proposes to vote, he shall satisfy the Directors of his right to any share in consequence of the death or bankruptcy of any Member unless the Directors shall have previously admitted his right to vote in respect thereof.

Chairman of meeting of Members to have casting vote

105. In the case of any equality of votes on a show of hands or on a poll, the Chairman of the meeting of Members shall be entitled to a second or casting vote.

Objection to qualification of voter

106. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

Shares of different monetary denominations

107. Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such a manner that a unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such right is exercisable.

CORPORATE REPRESENTATIVE

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

PROXY

Appointment of proxy

109. Every Member including authorised nominees as defined under the Central Depositories Act and Exempt Authorised Nominees which holds ordinary shares in the Company for an Omnibus Account, shall be entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote at a meeting of Members. There shall be no restriction as to the qualification of the proxy and that such proxy need not be a Member.
110. A Member including authorised nominees as defined under the Central Depositories Act shall not be entitled to appoint more than two (2) proxies to attend and vote at a meeting of Members instead of him, EXCEPT where a Member is an Exempt Authorised Nominee which holds ordinary shares in the Company for 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 a Member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
111. If a Member has appointed a proxy to attend a meeting and subsequently he attends such meeting in person, the appointment of such proxy shall be null and void, and his proxy shall not be entitled to attend the said meeting.

Rights of proxy

112. A proxy appointed to attend and vote at a meeting of Members shall have the same rights as the Member to speak at such meeting. A proxy shall be entitled to vote (whether by a show of hands or poll) on any question at the meeting save that, if there are more than one (1) proxy appointed, the proxies shall only be entitled to vote on poll, on behalf of the Member. In a voting by poll, each proxy shall be entitled to such number of votes equal to the proportion of the Member's shareholdings represented by such proxy.

Form of proxy

113. The instrument appointing a proxy shall be in writing under the hand of the Member or of his attorney duly authorised in writing or, if the Member is a corporation, either be executed under its common seal or under the hand of an authorised officer or attorney duly authorised in writing. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. The instrument appointing a proxy shall be in such form as the Directors may from time to time prescribe or approve.

Delivery of instrument appointing proxy

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

Appointment of proxy via electronic communication

115. Subject to the Act and the Listing Requirements, the Directors or any agent of the Company so authorised by the Directors, may accept the appointment of proxy received by electronic communication on such terms and subject to such conditions as they consider fit. The appointment of proxy by electronic communication shall be in accordance with this Constitution and shall not be subject to the requirements of Articles 113 and 114. An appointment of proxy by electronic communication which is not made in accordance with this Constitution shall be invalid. The Directors may require such reasonable evidence they consider necessary to determine:-
- (a) the identity of the Member and the proxy; and
 - (b) where the proxy is appointed by a person acting on behalf of the Member, the authority of that person to make the appointment.
116. The appointment of proxy by electronic communication must be received at the electronic address specified by the Company in any of the following sources and shall be subject to any terms, conditions or limitations specified therein:-
- (a) notice calling the meeting;
 - (b) instrument of proxy sent out by the Company in relation to the meeting; or
 - (c) website maintained by or on behalf of the Company.
117. An appointment of proxy by electronic communication must be received at the electronic address specified by the Company not less than forty-eight (48) hours before the time for holding 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 at which the person named in the form of appointment of proxy proposes to vote, and in default the instrument of proxy shall not be treated as valid. In the case where the Member is a corporation and the instrument appointing a proxy is delivered by electronic communication, the Directors may request the original proxy form be deposited at the Office either personally or by post not less than forty-eight (48) hours before the time appointed for holding 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.

Validity of vote given under proxy

118. A vote given in accordance with the terms of an instrument of proxy or attorney or by the duly authorised representative of a corporation shall be valid, notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument was executed, or the transfer of the share in respect of which the instrument is given, provided that no intimation in writing of such death, unsoundness of mind, revocation or transfer as aforesaid has been received by the Company at the Office before the commencement of the meeting or adjourned meeting (or in the case of a poll, before the time appointed for the taking of the poll) at which the instrument is used.

Termination of proxy

119. The termination of proxy shall be in accordance with the Applicable Laws.

DIRECTORS

Number of Directors

120. No one other than a natural person shall be a Director of the Company. Until otherwise determined by the Company in meeting of Members, the number of Directors (disregarding alternate Directors) shall not be less than two (2) nor more than fifteen (15).
121. 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.

Directors' qualification

122. There shall be no shareholding qualification for Directors. All Directors shall be entitled to receive notice of and to attend and speak at all meetings of Members.

APPOINTMENT AND RETIREMENT OF DIRECTORS

Power to add Directors

123. The Directors shall have power at any time, and from time to time, appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but the total number of Directors shall not at any time exceed the number fixed in accordance with this Constitution. Any Director so appointed shall hold office only until the next annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

Election of Directors

124. No person not being a retiring Director shall be eligible for election to the office of Director at any meeting of Members unless a Member intending to propose him for election has, at least eleven (11) clear days before the meeting, left at the Office a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such Member to propose him for election, PROVIDED THAT in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary, and notice of each and every candidature for election to the Board shall be served on all Members at least seven (7) days prior to the meeting at which the election is to take place. The cost of serving the notice as aforesaid where the nomination is made by a Member, shall be borne by the Member making such nomination.
125. At any meeting of Members at which more than one (1) Director is to be elected, each candidate shall be the subject of a separate motion and vote unless a motion for the appointment of two (2) or more persons as Directors by a single resolution shall have first been agreed to by the meeting without any vote being given against it.

Retirement of Directors

126. An election of Directors shall take place each year. At the first annual general meeting of the Company, all the Directors shall retire from office, and at the annual general meeting in every subsequent year, one-third (1/3) of the Directors (with the exception of the alternate Director) for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election PROVIDED ALWAYS that all Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. A retiring Director shall remain office until the close of the meeting at which he retires.
127. The Directors to retire in each year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agreed among themselves) be determined by lot. The length of time a Director has been in office shall be computed from his last election or appointment when he has previously vacated office.

Re-election of Directors

128. The Company at the meeting of Members at which a Director retires under any provision of this Constitution may by ordinary resolution fill up the vacated office by electing thereto the retiring Director or some other person eligible for appointment. In default, the retiring Director shall be deemed to have been re-elected unless:-
- (a) at such meeting, it is expressly resolved not to fill up such vacated office, or a resolution for the re-election of such Director is put to the meeting and lost; or
 - (b) such Director has given notice in writing to the Company that he is unwilling to be re-elected.

Removal of Directors

129. Subject to the provisions of the Act, the Company may by ordinary resolution of which special notice has been given, remove any Director before the expiration of his period of office and may if thought fit, by ordinary resolution and notwithstanding any provisions in this Constitution, appoint another Director in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he was appointed was last elected or appointed a Director. In default of such appointment, the vacancy so arising may be filled by the Directors as a casual vacancy.

DISQUALIFICATION OF DIRECTORS

130. The office of a Director shall be vacated if the person holding that office:-
- (a) ceases to be or is prohibited or disqualified from being a Director by virtue of the Applicable Laws;
 - (b) resigns his office by giving a written notice to the Company at its Office;
 - (c) has retired in accordance with the Act or this Constitution but is not re-elected;
 - (d) is removed from his office of Director in accordance with the Act or the Articles herein;
 - (e) 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;
 - (f) dies;

- (g) subject to Listing Requirements, is absent from more than fifty per centum (50%) of the total Board meetings held during the financial year unless approval is sought and obtained from the Exchange; or
- (h) otherwise vacates his office in accordance with this Constitution.

DIRECTORS' REMUNERATION

Fees and benefits for Directors

131. The fees of the Directors and any benefits payable to the Directors including any compensation for loss of employment of a Director or former Director shall from time to time be determined by an ordinary resolution of the Company in meeting of Members and shall (unless such resolution otherwise provided) be divisible among the Directors as they may agree PROVIDED ALWAYS that:-
- (a) fees payable to non-executive Director(s) shall be by a fixed sum, and not by a commission on or percentage of profits or turnover, which shall not exceed the amount approved by the Members in meeting of Members;
 - (b) salaries payable to executive Director(s) may not include a commission on or percentage of turnover; and
 - (c) any fee paid to an alternate Director shall be agreed upon between himself and the Director nominating him and shall be paid out of the remuneration of the latter.

Reimbursement of expenses

132. The Directors (include alternate Directors) shall be entitled to be reimbursed for all travelling, hotel and other reasonable expenses as may be incurred by them in attending and returning from meetings of the Directors or of any committee of the Directors or meetings of Members or otherwise howsoever in or about the business of the Company in the course of the performance of their duties as Directors.

Special remuneration

133. Subject to the Act and this Constitution, the Directors may grant special remuneration to any Director who (on request by the Directors) is willing to:-
- (a) render any special or extra services to the Company; or
 - (b) to go or reside outside his country of domicile or residence in connection with the conduct of any of the Company's affairs.

Such special remuneration may be paid to such Director in addition to or in substitution for his ordinary remuneration as a Director, and may be paid in a lump sum or by way of salary, or by any such methods as may be determined by the Board but shall not include a commission on or a percentage of turnover provided that in the case of non-executive Director, the said remuneration shall not include a commission on or percentage of profits.

POWERS OF DIRECTORS

General power of Directors to manage Company's business

134. The business of the Company shall be managed by or under the directions of the Directors. The Directors have all the powers necessary for managing and for directing and supervising the management of the business and affairs of the Company and may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not, by the Act or by this Constitution required to be exercised by the Company in meeting of Members, subject nevertheless, to the Applicable Laws and this Constitution, and to such regulations, being not inconsistent with the Applicable Laws or this Constitution as may be prescribed by the Company in a meeting of Members but no regulation made by the Company in a meeting of Members shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Articles in this Constitution.

Cases where prior approval in meeting of Members is required

135. The Directors shall not without the prior approval of the Company in meeting of Members:-
- (a) enter or carry into effect any proposal or execute any transaction for the acquisition of an undertaking or property of a substantial value, or the disposal of a substantial portion of the Company's or its subsidiaries' undertaking or property;
 - (b) exercise any power of the Company to issue shares unless otherwise permitted under the Applicable Laws or this Constitution;
 - (c) subject to Sections 228 and 229 of the Act, enter or carry into effect any arrangement or transaction with a Director or a substantial shareholder of the Company or its holding Company or with a person connected with such a Director or substantial shareholder to acquire from or dispose to such a Director or substantial shareholder of the Company or with a person connected with such a Director or substantial shareholder, any shares or any non-cash assets of the requisite value, as stated in the Act; and
 - (d) issue any securities on such terms and subject to such conditions as may be determined by the Directors, which confers a right to subscribe new shares of the Company.

Borrowing powers of Directors

136. (a) The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company, or of any third party subject to the Applicable Laws, as they may think fit.
- (b) The Directors shall not borrow any money or mortgage or charge any of the Company or the subsidiaries' undertaking, property, or any uncalled capital, or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.
- (c) The Directors shall cause a proper register to be kept in accordance with Section 362 of the Act of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of Section 353 of the Act in regard to the registration of mortgages and charges therein specified or otherwise.

- (d) If the Directors or any of them, or any other person, shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.

Debentures may be assignable

137. Debentures, debenture stock or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

Guarantee

138. The Directors may exercise all the powers of the Company to guarantee payment of money payable under contracts or obligations of any subsidiaries or its related corporation with or without securities.

Power to maintain Pension of Fund

139. The Directors may establish or arrange any contributory or non-contributory pension or superannuation scheme or life insurance scheme for the benefit of or pay or provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emolument to any person who is or has been employed by or in the service of or has been a Director or other officer of and holds or has held salaries employment in the Company or any subsidiary of the Company or is allied to or associated with the Company or with any such other company as the Company deems fit, and the spouse, widow, family or dependants of any such person. The Directors may also establish, subsidy, support or subscribe to any institution, association, club, fund or trust which they consider to be for the benefit of the Company or any such companies or persons as aforesaid and make payments for or towards any insurance of or hospital or scholastic expenses of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibitions or for any public, general or useful object and to do any of the matters aforesaid provided that any Director holding such salaried employment shall be entitled to retain any benefit received by him hereunder subject only, where the Act requires, for proper disclosure to the Members in meeting of Members.

Appointment of attorneys

140. The Directors may from time to time by power of attorney under the Seal appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (which shall not exceed those vested in or exercisable by the Directors under this Constitution and which shall not be such that the Directors are divested of the control and management of the Company's affairs) and for such period and subject to such conditions as they may think fit, and any such power of attorney may be made in favour of any corporation or of the members, directors, nominees or managers of any corporation or firm or otherwise in favour of any fluctuating body of persons, whether nominated, directly or indirectly, by the Directors and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit. Any such attorneys as aforesaid may be authorised by the Directors to sub-delegate all or any of the powers, authorities and discretion being vested in them.

Signing of cheques and bills

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

Director may hold other office of profit

142. A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established PROVIDED ALWAYS that Sections 221 and 228 of the Act and all other relevant provisions of the Act and this Constitution are complied with.

Director may act in a professional capacity

143. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director provided that nothing herein contained shall authorise a Director or his firm to act as auditor of the Company.

Disclosure of interest

144. Every Director shall comply with the provisions of Sections 219, 221 and 222 of the Act in connection with the disclosure of his shareholding and interests in the Company and his interest in any contract or proposed contract with the Company and in connection with the disclosure of the fact and the nature, character and extent of any property whereby whether directly or indirectly, the duties or interests might be in conflict with his duties or interest as a Director of the Company.

PROCEEDINGS OF DIRECTORS

145. The Third Schedule of the Act does not apply to the Company except so far as the same are repeated or contained in this Constitution.

Meetings of Directors

146. The Directors may meet together for the despatch of business at such time and place, adjourn or otherwise regulate their meetings and proceedings as they think fit. A Director may at any time summon a meeting of the Directors and the Secretary shall on the requisition of any one Director summons a meeting.

Notice of meeting of Directors

147. Unless otherwise determine by the Directors from time to time, notice of every meeting of Directors shall be given at least seven (7) clear days before each meeting, either by hand, post, facsimile or electronic communications, to all Directors and their alternates. The notice of each meeting of Directors shall be deemed to be served on a Director upon delivery if delivered by hand, or immediately if sent by facsimile or electronic communications or if sent by post, on the day on which a properly stamped letter containing the notice is posted. Except in the case of an emergency, where reasonable, notice of every meeting of Directors shall be given in writing. Unless a request is made, it shall not be necessary to give any Director or their alternates, who does not have an address in Malaysia, registered with the Company, notice of a meeting of Directors by hand or by post. Any Director may waive the notice of any meeting of Directors either prospectively or retrospectively provided that the waiver is made and signed by the Director in writing.

Quorum of meeting of Directors

148. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed, the quorum shall be two (2). A meeting of Directors for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under this Constitution vested in or exercisable by the Directors generally. No business may be transacted at a meeting of Directors if a quorum is not present.

Proceeding of remaining Director in case of vacancy

149. The remaining Directors or sole remaining Director may continue to act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the minimum number fixed by or pursuant to this Constitution and the Act as the necessary quorum of a meeting of Directors, the remaining Director or Directors may, except in an emergency, act only for the purpose of increasing the number of Directors to such minimum number or of summoning a meeting of Members. If there is no Director who is able or willing to act, then any two (2) Members may summon a meeting of Members for the purpose of appointing Directors.

Participation at Directors' meetings by way of teleconferencing

150. Directors may participate in a meeting of Directors or the Committee(s) by means of a conference telephone or any other audio or audio visual or other similar electronic telecommunication device which all persons participating in the meeting can hear and speak with each other. Any person so participating in a meeting pursuant to this Article shall constitute presence in person at such meeting and shall be entitled to vote or be counted in a quorum accordingly, subject to and in accordance with the provisions of the Act and this Constitution. A Director who intends to leave the meeting shall inform the Chairman of the Board prior to disconnecting his telecommunication device and the Director will be conclusively presumed to have been present and to have formed part of the quorum throughout the meeting. Unless otherwise decided by the Directors, such a meeting shall be deemed to take place at the venue of the meeting stated in the notice of meeting.
151. Subject to the Act, all business transacted in the manner prescribed by Article 150 shall for the purpose of this Constitution be deemed to be validly and effectively transacted at a meeting of Directors. All information and documents must be made equally available to all participants prior to or at or during the meeting.

Chairman of the Board

152. The Directors may from time to time elect and remove a Chairman and deputy Chairman of the Board and determine the period for which they are to hold the office respectively. The Chairman of the Board so elected, or in his absence the deputy Chairman of the Board, shall preside at all meetings of Directors. If at any such meeting, the Chairman or the deputy Chairman of the Board is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Directors present may choose one (1) of their number to be the Chairman of such meeting.

Votes by majority and Chairman to have casting vote

153. Subject to this Constitution, any question arising at any meeting of Directors shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a decision of the Board. A Director present at meeting of Directors is presumed to have agreed to, and to have voted in favour of, a resolution of the Board unless he expressly dissents from or votes to object against the resolution at the meeting. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote except where only two (2) Directors are competent to vote on the question at issue, or are the quorum present at the meeting, the Chairman shall not have a casting vote.

Voting right under certain circumstances

154. Subject to the Act, a Director may vote in respect of:-
- (a) any arrangement for giving the Director himself or any other Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; or
 - (b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself or any other Director has assumed responsibility in whole or in part under a guarantee or indemnity or by deposit of a security.

Restriction on participating and voting

155. Subject to the Act, a Director shall not participate in the deliberation and voting in respect of any discussion pertaining to the contract or proposed contract or arrangement in which he directly or indirectly interested nor any contract or proposed contract or arrangement with any other company in which he is interested either as an officer of that company or as a holder of shares or other securities in that other company (and if he shall do so, his vote shall not be counted), nor shall his vote be counted for the purpose of any resolution regarding the same.

Relaxation of restriction on participating and voting

156. A Director, notwithstanding his interest may, provided that none of the other Directors present disagree, be counted in the quorum present at any meeting where he or any other Director is appointed to hold any office or place of profit under the Company or where the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or where any decision is taken upon any contract or arrangement in which he is in any way interested PROVIDED ALWAYS that he has complied with Section 221 and all other relevant provisions of the Act and this Constitution.

Directors may become directors of other corporation

157. A Director of the Company may be or become a director or other officer or member or otherwise interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise, or in any corporation, which is directly or indirectly interested in the Company as shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefit received by him as a director or other officer of or member of, or from his interest in such corporation, unless the Company otherwise directs at the time of his appointment. The Director may exercise the voting power conferred by the shares or other interest in any such other corporation held or owned by the Company, or exercisable by him as director of such other corporation in such manner and in all respects as he thinks fit (including the exercise thereof in favour of any resolution appointing himself or any of the directors or other officers of such corporation) and any Director may vote in favour of the exercise of such voting rights in the aforesaid manner, notwithstanding that he may be or is about to be appointed, a director or other officer of such corporation and as such is or may become interested in the exercise of such voting rights in the aforesaid manner PROVIDED ALWAYS that he has complied with Section 221 of the Act and all other relevant provisions of the Act and this Constitution.

Minutes of the meeting

158. Minutes of the proceedings at such meeting of Directors will be sufficient evidence of such proceedings and of the observance of all necessary formalities if confirmed as correct by all the Directors present at the meeting.

DIRECTORS' CIRCULAR RESOLUTIONS

159. A resolution in writing signed and approved by a majority of the Directors for the time being not being less than two (2) Directors, shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted. Where a Director is not so present but has an alternate who is so present, then such resolution shall be signed by such alternate. Any such resolution may consist of several documents in like form, each signed by one (1) or more Directors. 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 minute book.

ALTERNATE DIRECTOR

Appointment or removal of an alternate Director

160. Any Director (other than an alternate Director) may from time to time appoint any person to act as his alternate Director provided that:-
- (a) such person is not a Director of the Company;
 - (b) such person does not act as an alternate for more than one (1) Director of the Company;
 - (c) the appointment is approved by a majority of the other members of the Board; and
 - (d) any fee paid to an alternate Director shall be agreed between him and his appointor and shall be deducted from his appointor's remuneration.
161. Any appointment or removal of an alternate Director may be made in writing and sent by hand, post, facsimile, electronic form or in any other form or manner as approved by the Board.
162. Every person acting as an alternate Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults and he shall not be deemed to be agent of or for the Director appointing him.

Cessation of appointment of an alternate Director

163. The appointment of an alternate Director shall *ipso facto* be vacated:-
- (a) if his appointor ceases for any reason to be a Director; or
 - (b) if his appointor revokes his appointment by delivering a notice in writing to the Office,
- provided that if any Director retires by rotation but is re-elected by the meeting or is, pursuant to the provisions of this Constitution deemed to be re-elected at the meeting at which such retirement took effect, any appointment made by him pursuant to this Article 160 which was in force immediately prior to his retirement shall continue to operate after such re-election as if he had not so retired.

Entitlement of an alternate Director

164. An alternate Director shall be entitled to receive notice of all meetings of Directors of which his appointor is a member and generally in the absence of his appointor on his behalf:-
- (a) to attend and vote at any meeting of Directors;

- (b) to sign any resolution in writing under this Constitution and documents to be or which may be signed by his appointor; and
 - (c) to generally perform all the functions as a Director.
165. An alternate Director so appointed shall be entitled to receive from the Company such proportion (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but save as aforesaid he shall not in respect of such appointment be entitled to receive any remuneration from the Company.
166. An alternate Director shall not be taken into account in determining the minimum or maximum number of Directors allowed for the time being but he shall be counted for the purpose of determining whether a quorum is present at any meeting of Directors attended by him at which he is entitled to vote.

COMMITTEES OF DIRECTORS

Power to establish committees etc.

167. The Directors may establish any committees, local boards or agencies comprising two (2) or more persons for managing any of the affairs of the Company, either in Malaysia or elsewhere, and may lay down, vary or annul such rules and regulations as they may think fit from time to time for the conduct of the business thereof, and may appoint any persons (whether or not a Director) to be a member or members of any such committee or local board or agency and may fix their remuneration and may delegate to any such committee or local board or agency any of the power, authorities and discretions vested on the Directors, with power to sub-delegate, and may authorise the member or members of any such committee or local board or agency, to fill any vacancies therein, and to act notwithstanding vacancies, and such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no person or persons dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

Proceeding of committees

168. A committee, local board or agency established pursuant to Article 167, may meet and adjourn the meeting as it thinks fit. The proceedings of any such committee, local board or agency shall be governed by the terms of reference or such other rules and regulations as prescribed by the Directors. Where the Board resolves to delegate any of its powers, authorities and discretions to a committee, local board or agency and that resolution states that the committee, local board or agency shall consist of any one or more unnamed Directors, it is not necessary to give notice of a meeting of that committee, local board or agency to Directors other than the Director or Directors who form the committee, local board or agency and in the absence of such terms of reference, the provisions herein contained for regulating meetings and proceedings of Directors shall in so far as possible apply to meetings and proceedings of any such committee, local board or agency.

CHIEF EXECUTIVE OFFICER

Appointment of Chief Executive Officer

169. The Board may from time to time appoint any one or more of their body to perform the functions of a chief executive who shall carry the designation of Chief Executive Officer or such other designation as the Directors deem fit, for such period and upon such terms as they think fit. The Board may vest in such person the necessary powers as they may think fit for the discharge of his duties and may from time to time (subject to the terms of any agreement entered into in any particular case) revoke, withdraw, alter or vary all or any of such powers, provided always that the chief executive shall be subject to the control of the Board.

Remuneration of Chief Executive Officer

170. The remuneration of a Chief Executive Officer who is appointed under Article 169 shall be fixed by the Board and may be by way of salary or commission or participation in profits or otherwise as the Board may determine, subject to the terms of any agreement entered into in any particular case, but shall not include a commission on or percentage of turnover.

Chief Executive Officer subject to provisions of the contract and this Constitution

171. A Chief Executive Officer who is also appointed as a Director shall subject to provisions of any contract between him and the Company and the provisions of this Constitution in relation to the retirement by rotation, resignation and removal as Directors of the Company.

ASSOCIATE DIRECTORS

172. The Directors may from time to time appoint any person or persons to be an associate Director or associate Directors and may from time to time cancel any such appointments. The Directors may fix, determine and vary the powers, duties and remuneration of any person or persons so appointed and the number of associate Directors that the Company may have from time to time and at any time. Any person or persons so appointed shall not be required to hold any shares to qualify for appointment nor have any right to attend or vote at any meeting of Directors except by the invitation and with the consent of the Directors.

SECRETARY

Appointment of Secretary

173. The Secretary shall, in accordance with the Act, be appointed by the Directors for such terms, at such remuneration and upon such conditions as the Directors think fit and any Secretary so appointed may be removed by the Directors but without prejudice to any claim he or they may have for damages for breach of any contract of service with the Company. The Directors may from time to time by resolution appoint a temporary substitute for the Secretary who shall deemed to be the Secretary during the term of his/her appointment.

Vacation of office of Secretary

174. The office of the Secretary shall become vacant if the Secretary resigns his/her office by notice in writing to the Company or in a manner prescribed under Section 237 of the Act or he/she becomes prohibited to act as the Secretary in accordance with Section 238 of the Act.

VALIDATION OF ACTS OF DIRECTORS OR COMMITTEES ETC.

175. All acts bona fide done by any meeting of Directors or a committee established by the Directors or by any person acting as a Director, local board or agency shall, notwithstanding that it is afterwards discovered that there are some defects in the appointment of any such Director or person acting as aforesaid or that they or any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or member of such committee, local board or agency as aforesaid and had been entitled to vote.

AUTHENTICATION OF DOCUMENTS

176. Any Director or the Secretary or any other person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the Constitution of the Company and any resolution passed by the Company or the Directors, and any books, records, documents and accounts relating to the business of the Company and to certify copies thereof or extracts therefrom as true copies or extracts. A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of Directors which is certified as such in accordance with this Article shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of Directors.

MINUTES AND REGISTER

Minutes to be entered into minutes book

177. The Directors shall cause minutes to be duly entered in books provided for the purpose:-
- (a) of all appointments of officers to be engaged in the management of the Company's affairs;
 - (b) of the names of all the Directors present at each meeting of Directors and of any committee of the Directors and of the Company in a meeting of Members;
 - (c) of all resolutions and proceedings of all meetings of Members and of meetings of the Directors and committees of the Directors; and
 - (d) of all orders made by the Board and any committee of the Directors.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the facts thereon stated.

178. The books containing the minutes of proceedings of any meetings of Members shall be kept by the Company at the Office and shall be opened to the inspection of any Member without charge.

Registers to be kept

179. The Company shall in accordance with the provisions of the Act keep at the Office or any other place determined by the Company, a register containing such particulars with respect to the Directors, managers and Secretary of the Company as are required by the Act, and shall from time to time notify the registrar of companies of any change in such register and of the date of change in manner prescribed by the Act.
180. The Company shall also keep at the Office or any other place determined by the Company, registers which shall be opened to the inspection of any Member without charge and to any other person on payment for each inspection of a prescribed fee all such matters required to be so registered under the Act, and in particular:-
- (a) a register of substantial shareholders and of information received in pursuance of the requirements under Section 144 of the Act; and
 - (b) a register of the particulars of each of the Directors' shareholdings and interests as required under Section 59 of the Act.

SEAL

Authority for use of Seal

181. The Directors shall provide for the safe custody of the Seal which shall only be used pursuant to a resolution of the Directors or a committee of the Directors authorised by the Directors to use the Seal.

Affixation of Seal

182. The Directors may from time to time make such regulations as they think fit determining the persons and the number of such persons in whose presence every instrument to which the Seal is affixed and, until otherwise so determined, every instrument to which the Seal shall be affixed shall be autographically signed by a Director and either by a second Director or by the Secretary or by another person appointed by the Board for the purpose provided always that no person dealing with the Company shall be concerned to see or enquire as to whether any regulations so made have been complied with, save and except that, in the case of a certificate or other documents of title in respect of any share, stock, loan stock or debenture as defined in the Act or any other obligations, warrants, call warrants or securities and instruments of any kind whatsoever relating to all the aforesaid created or issued or dealt with or marketed or sold by the Company, such certificate or document of title may be created or issued under the Seal or the Share Seal, as the case may be, of the Company and the Directors may by resolution determine that such signatures may be affixed by some mechanical electronic facsimile or autographical means or by such other means to be specified by the Directors from time to time in such resolution.

Official Seal for use abroad

183. The Company or the Directors on behalf of the Company may exercise the powers conferred by Section 62 of the Act with regard to having an official seal for use abroad and such powers shall be vested in the Directors.

Share Seal

184. The Company may have a Share Seal pursuant to the Act. The Share Seal shall be an exact copy of the Seal of the Company with the addition on its face of the word "Securities" which is specifically used for affixing onto certificates that may be issued by the Company for any share, stock, loan stock, debentures or other marketable security relating to all aforesaid created or issued or dealt with or marketed or sold by the Company and the affixing of the Share Seal shall be authenticated in the manner set out in Article 182 hereof.

ACCOUNTS TO BE KEPT AND FINANCIAL STATEMENTS

Directors to keep proper accounts

185. The Company, Directors and managers of the Company shall cause to be kept the accounting and other records to sufficiently explain the transactions and financial position of the Company including its subsidiaries and enable true and fair profit and loss accounts and balance sheets and any documents required to be attached thereto to be prepared in accordance with the Applicable Laws and shall distribute copies of balance sheets and other documents as required under the Applicable Laws.

Inspection of accounts

186. The Board shall from time to time determine whether or not and to what extent and at what times and places and under what conditions or regulations the books of accounting and other records of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or authorised by the Directors or by the Company in a meeting of Members. Subject always to Section 245 of the Act, the books of accounting and records of operation as aforesaid shall be kept at the Office or at such other place as the Directors think fit and always be open to inspection by the Directors.

Preparation and issuance of audited financial statements and Directors' report

187. The Directors shall in accordance with the Act, cause to be prepared and laid before the Company in its annual general meeting the audited financial statements and Directors' report. Subject to Applicable Laws, the interval between the close of a financial year of the Company and the issue of the audited financial statements, the Directors' and Auditors' reports shall not exceed four (4) months.

Circulating copies of audited financial statements and Directors' report

188. A copy of each of the audited financial statements, the Directors' and Auditors' reports in printed form or other electronic form (including but not limited to CD-ROM, electronic mail, publication on the website or other electronic platform(s) of the Company) or in any other format whatsoever through which images, data, information or other materials may be viewed whether electronically or digitally or howsoever or in such other form of electronic media, permitted under the Listing Requirements or any combination thereof shall, not less than twenty-one (21) days before the date of the annual general meeting be sent to every Member of and to every debenture holder of the Company who made a request to the Company and to every other person who is entitled to receive notice of annual general meeting from the Company under the provisions of the Act or of this Constitution, provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware but any Member or debenture holder of the Company to whom a copy of these documents has not been sent shall, on a request made by them, be entitled to receive a copy free of charge on application at the Office.

AUDITORS

Appointment of Auditors

189. The Auditors shall be appointed in accordance with Section 271 of the Act and their powers, duties and terms of office shall be regulated in accordance with the Act.

Attendance of Auditors at meetings of Members

190. The Auditors shall attend every annual general meeting of the Company where the financial statements of the Company for a financial year are to be laid, so as to respond according to his knowledge and ability to any question relevant to the audit of the financial statements in accordance with the Act. The Auditor shall be entitled to receive all notices and other communications relating to any meeting of Members, which any Member is entitled to receive, and to be heard at any meeting of Members on any part of the business of the meeting, which concerns the Auditors.

Validity of acts of Auditors

191. Subject to the provisions of the Act, all acts done by any person acting as an Auditors 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.

DIVIDENDS AND RESERVES

Declaration of dividends

192. The Company may make a distribution to the Members out of profits of the Company available if the Company is solvent, but no dividend shall exceed the amount as authorised by the Directors.
193. The Directors may authorise a distribution at such time and in such amount as the Directors consider appropriate, if the Directors are satisfied that the Company will be solvent immediately after the distribution is made. The Company is regarded as solvent if the Company is able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made.

Reserves of the Company

194. The Directors may, before authorising any distribution of dividend, set aside out of the profits of the Company such sums as they think proper as reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending any such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares in the Company) as the Directors may from time to time think fit and may from time to time vary or realise such investments and dispose of all or any part thereof for the benefit of the Company, may divide any reserves into such special funds as they think fit, with all power to employ the assets constituting the reserve fund in the business of the Company and without being bound, keep the same separate from the other assets. The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.

Members entitled to dividends

195. Every dividend shall belong and be paid (subject to the Company's lien) to those Members who shall be on the Register of Members and/or Record of Depositors at the date fixed for entitlement of such dividend, notwithstanding any subsequent or transmission of share.

Transfer does not affect right to dividends declared before registration

196. A transfer of shares shall not pass the right to any dividend declared on such shares before the registration of the transfer provided that any dividend declared on Deposited Securities shall accrue to the Depositors whose names appear on the Record of Depositors issued to the Company or the Company's share registrar pursuant to the Rules for the purpose of determining the Depositors who are entitled to the dividends declared.

Payment of dividends

197. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purpose of this Article as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividend as if paid-up (in whole or in part) as from a particular date, such share shall rank for dividend accordingly.

Dividends in specie

198. The Company, upon the recommendation of the Directors in authorising a distribution of dividends, may direct payment of such dividends wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other company or in any one (1) or more of such ways; and the Directors shall give effect to such resolution, and where any difficulty arises in regard to payment of such distribution, the Directors may settle the same as they think expedient and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors.

Mode of payment

199. Subject to Applicable Laws, any dividend, interest or other money payable in cash by the Company in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder who is named on the Register of Members or Record of Depositors or to such person and to such address as the holder may in writing direct, or directly crediting by way of telegraphic transfer or electronic transfer or remittance to such bank account as designated by such holder or the person entitled to such payment or as the holder may in writing direct. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be made payable to the order of the person to whom it is sent or to such person as the holder or joint holders or person or persons entitled to the shares in consequence of the death or bankruptcy of the holder may direct. The payment of any such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be a good and full discharge to the Company of the dividend to which it relates, notwithstanding that in the case of payment by cheque or warrant, it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged, the instruction for the electronic transfer or remittance has been forged, or of any discrepancy in the details of bank account given by the Member. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be sent at the risk of the person entitled to the money thereby represented and the Company shall have no responsibility for any sums lost or delayed in the course of any such dividend or other sum paid by any bank or other funds transfer system or such other means and to or through such person as the holder may in writing direct.

Receipt of dividends

200. The receipt of a single person appearing in the Register of Members and/or the Record of Depositors to be the holder of any shares and where several persons appear in the Register of Members or to the extent permissible under the Central Depositories Act and the Rules and the Applicable Laws, in the Record of Depositors to be the joint-holders of any shares, the receipt of any one of such joint-holders shall be a sufficient discharge to the Company for any dividend or other monies payable in respect of such shares.

Power to retain dividends

201. The Directors may deduct from any dividend payable to any Member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company held by him.
202. The Directors may retain any dividend or other monies payable on or in respect of a share other than fully paid shares on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.
203. The Directors may retain the dividends payable upon shares in respect of which any person is under the provisions as to the transmission of shares herein before contained entitled to become a Member or which any person is under those provisions entitled to transfer, until such person shall become a Member in respect of such shares or shall transfer the same.

Unclaimed dividends

204. All dividends 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 payment by the Directors of any unclaimed dividend or other moneys payable on or in respect of shares into a separate account shall not constitute the Company a trustee in respect thereof and any dividend unclaimed after a period of six (6) years from the date of declaration of such dividend may be forfeited and if so shall revert to the Company.

Dividends shall not bear interest

205. No dividend or other moneys payable on or in respect of a share shall bear interest against the Company.

CAPITALISATION OF PROFITS

Power to capitalise profits

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

Power for applications of undivided profits

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

LANGUAGE AND TRANSLATION

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

NOTICES

Service of notices and/or documents

209. Any notice or document required to be sent to Members may be given by the Company or the Secretary on any Member or Director, as the case be:-
- (a) in hard copy, either personally by fax or by sending it through the post in a prepaid letter to such Member or Director at his registered address, as appearing in the Register of Members or the Record of Depositors or the register of Directors, as the case may be, or if he has no registered address within Malaysia, to the address supplied by him to the Company as his address for the service of notices and/or documents. A notice or other document to be served on a Member with an address outside Malaysia shall be forwarded by airmail or any speedier form of transmission permitted by law;
 - (b) in electronic form via the following electronic means:-
 - (i) transmitting to his last known electronic main address;
 - (ii) publishing the notice or document on the Company's website provided that a notification of the publication of the notice or document on the website via hard copy or electronic mail or short messaging service has been given in accordance with Section 320 of the Act and the Listing Requirements; or
 - (iii) using any other electronic platform maintained by the Company or third parties that can host the information in a secure manner for access by Members or Directors provided that a notification of the publication or availability of the notice or document on the electronic platform via hard copy or electronic mail or short messaging service has been given to them accordingly; or
 - (c) partly in hard copy and partly in electronic form, as aforementioned;

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

Options for service of notices and/or documents via electronic communication

210. In a case of electronic communication, a Member shall be implied to have agreed to receive such notice or document or information by way of such electronic communication. Nevertheless, Members are given a right to request for a hard copy of such notice, document or information and the Company shall forward a hard copy of such notice or document or information to the Members within the prescribed period specified under the Listing Requirements.

The Directors may, at their discretion, at any time give a Member an opportunity to elect within a specified period of time whether to receive such notice, document or information by way of electronic communications or as a physical copy, and such Member shall be deemed to have consented to receive such notice, document or information by way of electronic communications if he was given such an opportunity and if he failed to make an election within the specified time, he shall not in such an event have right to receive a physical copy of such notice, document or information.

Time of service of notices and/or documents

211. Any notice or documents shall be deemed to have been served by the Company or the Secretary to a Member:-

- (a) Where the notice or document is sent in hard copy by post, on the day the prepaid letter, envelope or wrapper containing such notice or document is posted. In providing service by post, a letter from the Secretary certifying that the letter, envelope or wrapper containing the notice or document was addressed and posted to the Member shall be sufficient to prove that the letter, envelope or wrapper was so addressed and posted.
- (b) Where the notice or document is sent by electronic means:-
 - (i) via electronic mail, at the time of transmission to a Member's electronic mail address pursuant to Article 209(b)(i) hereof, provided that the Company has record of the electronic mail being sent (notwithstanding any delayed receipt, non-delivery or "returned mail" reply message or any other error message indicating that the electronic communication was delayed or not successfully sent) unless otherwise provided under the Act and/or Applicable Laws;
 - (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 209(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 209(b)(iii).

In the event that service of a notice or document pursuant to this Article 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 Article 209(a) hereof.

212. Subject to the Applicable Laws and provisions in this Constitution, any notice and/or document to be sent by the Company to any of the Members, or 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 209 and 211 hereof, shall be sufficiently given if served by means of publication in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and it shall be deemed to have been given or received by the intended recipient when it was first published in such daily newspaper or the Exchange's website.

Notices and/or documents in respect of joint holdings

213. With respect to any share to which persons are jointly entitled, all notices and/or documents shall be given to the person first named in the Register of Members or to the extent permissible under the Central Depositories Act and the Rules, in the Record of Depositors and any notice so given shall be sufficient notice to all the holders of such share.

Notices and/or documents in case of death or bankruptcy

214. A notice and/or document required to be sent to Member may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a Member by sending it through representatives of the deceased or assigned of the bankrupt or by any like description, at his last known address in any manner in which the same might have been served if the death or bankruptcy had not occurred. Every person who, by operation of law, transfer, transmission or other means whatsoever shall become entitled to any share, shall be bound by every notice in respect of such share, which, prior to his name and address being entered in the Register of Members or Record of Depositors as the registered holder of such share have been duly given to the person from whom he derives the title to such share.

WINDING UP

Distribution of assets in specie

215. If the Company is wound up, the liquidator may, upon the payment or satisfaction of all liabilities of the Company including preferential payments under the Act, with the sanction of a special resolution of the Company, divide amongst the Members in specie or 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 Member 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 trust for the benefit of the contributories as the liquidator, with the like sanction, thinks fit, but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability.
216. Save that this Article shall be without prejudice to the rights of the holders of shares issued upon special terms and conditions the following provisions shall apply:-
- (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.

Voluntary liquidation

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

RECONSTRUCTION

Power of the Board and liquidators to accept shares as consideration for sale

218. On the sale of the undertaking of the Company, the Directors or the liquidators on a winding-up may, if authorised by a special resolution, accept fully paid or partly paid-up shares, debentures or securities of any other company, either then existing or to be formed for the purchase in whole or in part of the property of the Company, and the Directors (if the profits of the Company permit), or the liquidators (on a winding-up), may distribute such shares or securities, or any property of the Company amongst the Members without realisation, or vest the same in trust for them and any special resolution may provide for the distribution or appropriation of the cash, shares or other securities, benefits or property, otherwise than in accordance with the strict legal rights of the Members or contributories of the Company, and for valuation of any such securities or property at such price and in such manner as the meeting may approve, and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised, and waive all rights in relation thereto, save only in the case of the Company which is proposed to be or is in the course of being wound up, such statutory rights (if any) under Section 457 of the Act as are incapable of being varied or excluded by this Constitution.

SECRECY CLAUSE

219. 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 Member to communicate to the public.

INDEMNITY

220. Subject to the Applicable Laws, every Director, Secretary, Auditors and other officers for the time being of the Company shall be indemnified out of the assets of the Company and the Company may, upon obtaining approval from the Directors, effect insurance for such persons in accordance with Sections 288 and 289 of the Act.

COMPLIANCE

221. The Company shall comply with the provisions of the Applicable Laws as may be amended, modified or varied from time to time or any other directives or requirements imposed by any other appropriate authorities, to the extent required by law, notwithstanding any Articles on this Constitution to the contrary.
222. This Constitution has been drafted in a manner to incorporate the requirements of the relevant governing statutes, regulations and guidelines. Without prejudice to any provisions in the Act or under this Constitution pertaining to the amendments of the Constitution, in the event the applicable provisions of any relevant governing statutes, regulations and guidelines are from time to time amended, modified or varied, such amendments, modifications or variations shall be deemed inserted herein whereupon this Constitution shall be read and construed subject to and in accordance with the amended, modified or varied statutes, regulations and guidelines.

EFFECT OF LISTING REQUIREMENTS

223. This Constitution shall be construed with strict compliance to the Listing Requirements in that:-
- (a) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done.
 - (b) Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done.
 - (c) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
 - (d) If the Listing Requirements require this Constitution to contain a provision and it does not contain such a provision, this Constitution is deemed to contain that provision.
 - (e) If the Listing Requirements require this Constitution not to contain a provision and it contains such a provision, this Constitution is deemed not to contain that provision.
 - (f) If any provision of this Constitution is or becomes inconsistent with the Listing Requirements, this Constitution is deemed not to contain that provision to the extent of the inconsistency.

Notwithstanding the foregoing, nothing herein shall prevent the Company from applying to the Exchange for any waiver of its compliance or observance 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. This Article shall only apply so long as any of the securities of the Company are listed on the Exchange.