



## **APPENDIX 1**

### **PROPOSED NEW CONSTITUTION**

**OF**

### **MICROLINK SOLUTIONS BERHAD**

**(Company no. 620782-P)**

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This is the **Appendix 1** referred to in Agenda No. 7 of the Notice of 16<sup>th</sup> Annual General Meeting ("AGM") of Microlink Solutions Berhad dated 31 July 2019

Date and time of the 16 <sup>th</sup> AGM	: Friday, 13 September 2019 at 10.00 a.m.
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Venue of the 16 <sup>th</sup> AGM	: Banquet Hall, The Royal Selangor Golf Club, Jalan Kelab Golf, Off Jalan Tun Razak, 55000 Kuala Lumpur
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**THE COMPANIES ACT 2016**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**CONSTITUTION**  
**OF**  
**MICROLINK SOLUTIONS BERHAD**  
**(Company No. 620782-P)**

1. The name of the Company is **MICROLINK SOLUTIONS BERHAD**.
2. The registered office of the Company shall be situated in Malaysia.
3. The liability of the members is limited.
4. The Company shall have full capacity to carry on or undertake any business or activity; and shall have for these purposes the full rights, powers and privileges as contained in Section 21 of the Act.

**DEFINITION AND INTERPRETATION**

5. In this Constitution, the words appear in the first column of the table below shall bear the meanings opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

**Words**

**Meanings**

Act

The Companies Act, 2016 and any statutory modification, amendment or re-enactment thereof for the time being in force concerning and affecting the Company.

Applicable Laws

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 Registrar, Securities Commission Malaysia and/or other relevant regulatory bodies and/or authorities.

Board

The board of Directors of the Company and where the context permits or requires, shall mean the Directors whose number is not less than the required quorum acting as a board of Directors.

Bursa Depository

Bursa Malaysia Depository Sdn Bhd (Company No. 165570-W) or such other name as may be adopted from time to time.

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Central Depositories Act	The Securities Industry (Central Depositories) Act, 1991 or any statutory modification, amendment or re-enactment thereof for the time being in force.
Company	Microlink Solutions Berhad (Company No. 620782-P).
CMSA	Capital Markets and Services Act 2007.
Constitution	This Constitution of the Company for the time being in force including any amendment thereto from time to time in accordance with this Constitution or the Act.
Depositor	A holder of securities account established by Bursa Depository.
Deposited Security	Shall have the meaning given in Section 2 of the Central Depositories Act.
Directors	The Directors for the time being of the Company and includes alternate directors. A 'Director' shall mean any one of the Directors.
Exchange	Bursa Malaysia Securities Berhad (Company No. 635998-W) or such other name as may be adopted from time to time.
Listing Requirements	ACE Market Listing Requirements of Bursa Securities, including any amendment that may be made from time to time.
Office	The registered office for the time being of the Company.
Market Day	A day on which the Exchange is open for trading in securities.
Member	A depositor who shall be treated as if he was a member pursuant to Section 35 of the Central Depositories Act but excludes Bursa Depository in its capacity as a bare trustee.
Month	Calendar month.
Record of Depositors	A record provided by Bursa Depository to the Company under Chapter 24.0 of the Rules.
Register	The register of members to be kept pursuant to the Act.
Registrar	The Registrar of Companies designated under subsection 20A(1) of the Companies Commission of Malaysia Act 2001.
RM	Ringgit Malaysia.
RPS	Redeemable Preference Shares
Rules	The Rules of Bursa Depository or any modification, amendment or re-enactment thereof for the time being in force.
Seal	The Common Seal of the Company or in appropriate case the official seal or duplicate Common Seal.

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Secretary	The Secretary or Secretaries appointed under this Constitution and shall include any person appointed to perform the duties of a Secretary temporarily.
Securities	Shall have the meaning given in Section 2(1) of the CMSA, or any modification, amendment or re-enactment thereof for the time being in force.
Securities Account	An account established by Bursa Depository for a Depositor for the recording of deposit of Securities and for dealing in such Securities by the Depositor.
Shares	The shares of the Company.
Year	Calendar year.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine genders.

Words importing persons shall include corporations.

Reference to persons shall include corporations.

Subject as aforesaid, words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Interpretation Act, 1948 and 1967, as respectively in force at which this Constitution becomes binding on the Company.

Reference to Clause or subclause shall be a reference to a clause, subclause or provision of this Constitution. Reference to Section or subsection shall be a reference to a section or subsection of the Applicable Laws.

The headings and subheadings in this Constitution are inserted for convenience only and shall not affect the construction of this Constitution or be read as essential part of this Constitution.

### **SHARE CAPITAL**

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|-----|--|---------------------------------------|
| 6.  | The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.   | Share Capital                         |
| 7.  | Notwithstanding Section 84 of the Act, the Company and the Directors may, and shall by ordinary resolution passed at a general meeting, have the power to, alter or vary the share capital and/or the shares of the Company from time to time in any one or more of the following manners:   | Alteration of share and share capital |
| (a) | increase its number of shares and/or share capital by creation of new shares, such new shares and/or share capital to be of such amount and (subject to any special rights for the time being attached to any existing class of shares) to carry such preferred, deferred or other special rights (if any) or to be subject to such conditions or restrictions (if any) in regard to dividend, return of capital, voting or otherwise, as the general meeting resolving upon such increase may direct; |                                       |

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- (b) consolidate and divide all or any of its share capital (in any manner whatsoever, including without limitation, into shares of larger amount than its existing shares), 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;
- (c) subdivide its shares or any of the shares, whatever is in the subdivision, the proportion between the amount paid and the amount unpaid, if any, on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived;
- (d) divide its share capital or any part thereof into shares of smaller amount by subdivision of its existing shares or any of them and so that as between the resulting shares, one or more of such shares may, by the resolution by which such subdivision is affected, be given any preference or advantage as regards dividend, return of capital, voting or otherwise over the others or any other such shares;
- (e) cancel shares which at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled;
- (f) Convert ordinary or voting shares of the Company to preference shares or other class(es) or description of shares, or vice versa, such converted shares to carry such preferential, deferred or special or other rights (if any) or to be subject to such conditions or restrictions (if any) in regard to dividend, return of capital, voting or otherwise, as the general meeting resolving upon such conversion may direct;

PROVIDED ALWAYS that any other alteration or variation or right, privilege, benefit, liability, obligation, term, condition or otherwise of, to or in any of the shares or class of shares of the Company may, subject always to or unless otherwise provided by the terms of issue of such shares or class of shares or the provisions of this Constitution or the Act (in which event, such terms of issue, the provisions of this Constitution and/or the Act shall prevail and apply), be made only via a special resolution of the holders of such shares or class of shares. For such special resolution, the provisions of Section 292 of the Act shall, with such adaptation as are necessary, apply.

8. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, and subject to the provisions of this Constitution and Applicable Laws and to the provisions of any resolution of the Company, shares in the Company may be issued by the Directors, who may allot, or otherwise dispose of such shares to such persons, on such terms and conditions, with such preferred, deferred or other special rights, and subject to such restrictions and at such times as the Directors may think fit but the Directors in making any issue of shares shall comply with the following conditions:-
- (a) no shares shall be issued at a discount except in compliance with the provisions of the Act;
  - (b) 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/or in the resolution creating the same;

Allotment of  
Share

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- (c) no issue of shares shall be made 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 of the Company in general meeting; and
- (d) no Director shall participate in a share issuance scheme of the Company unless shareholders in general meeting have approved of specific allotment to be made to such Director and such Director shall abstain from voting on the relevant resolution.

9. The Company shall have power to issue preference shares ranking equally with, or in priority to, preference shares already issued and which may be converted into paid up shares and/or carrying a right to redemption. Subject to the provisions of the Act, the preference shares shall not be redeemed except out of profits or out of the proceeds of a fresh issue of shares made for the purpose of the redemption and they are fully paid-up. Issue of preference shares

10. (1) The holder of the RPS shall have the same rights as ordinary shareholders as regards receiving notices, reports and audited accounts and attending general meetings of the Company PROVIDED ALWAYS that holder of the RPS shall not have the right to vote or to move or second any resolution at any general meetings of the Company except on any proposal that adversely affects the rights of the RPS as follows:- Rights of RPS holder

- (a) capital reduction of the Company;
- (b) winding up or liquidation of the Company;
- (c) variation of rights attached to the RPS; and
- (d) Issuance of further shares ranking in priority to or *pari passu* with the RPS (unless consented to in writing by 75% of the holder of the RPS).

In any such case, a holder shall have one (1) vote for each RPS held. Any holder may demand a poll at a general meeting of the Company on any resolutions on which that holder may vote.

(2) Each RPS shall on winding-up or upon a reduction of capital or other return of capital (other than redemption of the RPS) rank *pari passu* with each other and confer on the holder thereof the right to receive, in priority to the holders of any class of shares in the capital of the Company the cash repayment in full of the nominal amount (and premium payable and the amount of any dividend in arrears) of that RPS after the payment and discharge of all debts and liabilities of the Company and the cost of winding-up or such capital reduction exercise.

(3) A RPS holder shall not be entitled to participate in the profits or surplus assets of the Company in a winding-up or upon reduction of capital beyond such rights as are expressly set out in this Clause.

(4) The RPS shall rank in priority to the ordinary shares of the Company in payment of dividend. Until the RPS shall have been redeemed at the option of the Company at any time during the Redemption Period, the RPS shall be entitled to cumulative dividends at the following dividend rate which shall be payable in arrears on each anniversary of the issue date of the RPS:

- 1<sup>st</sup> year: cumulative 3.0% per annum
- 2<sup>nd</sup> year: cumulative 4.0% per annum
- 3<sup>rd</sup> year: cumulative 6.5% per annum

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4<sup>th</sup> year: cumulative 9.5% per annum  
5<sup>th</sup> year: cumulative 9.5% per annum

The first dividend payment date shall be the first anniversary date of the issue date and the last dividend payment date shall fall on the Maturity Date, provided that if any dividends are not paid as aforesaid, they shall be accumulated and paid as and when the Company has available funds but in any event by the Maturity Date and provided further that the Company has given written notice to the RPS holder of such accumulation.

- (5) The RPS shall be unsecured and shall rank *pari passu* amongst themselves.
- (6) The RPS shall mature on the market day immediately before the 5<sup>th</sup> anniversary of the issue date of RPS. The maturity date may be extended by mutual agreement in writing of the holder of RPS and the Company for another 3 years from the 5<sup>th</sup> anniversary of the issue date (provided that the Company shall have given to the holder of the RPS at least 6 months prior written notice before the 5<sup>th</sup> anniversary of the issue date of the Company's intention to extend the maturity date) ("Maturity Date"). In the event of such extension, the terms of the RPS shall remain the same except for the dividend rate which shall be a cumulative rate of 9.5% per annum.
- (7) The Company shall have the right to call for the redemption of the RPS at any time from the date commencing on the 1<sup>st</sup> anniversary of the issue date.
- (8) The RPS shall be liable to be redeemed at the option of the Company at any time from the date commencing on the 1<sup>st</sup> anniversary of issue date up to the Maturity Date ("Redemption Period") in accordance with the following provisions:
  - (i) Subject to the Act, each RPS shall at the option of the Company be redeemed by payment by the Company in cash to the holder thereof on any date of an amount equivalent to the issue price of RM1.00 for each RPS or at RM0.01 for each RPS ("Redemption Amount"). For this purpose, the Company shall give not less than seven (7) days' notice in writing ("Redemption Notice") to the holder of the RPS of its intention to redeem all or a part only in multiple of 1,000 units held by such holder which have been issued and are fully paid-up, on the date ("Redemption Date") which shall be specified in the Redemption Notice.
  - (ii) On the Redemption Date, the registered holder of the RPS to be redeemed shall be bound to deliver up to the Company the relevant share certificates for cancellation.
  - (iii) On the Redemption Date, the Company shall be entitled and bound to redeem the RPS specified in the Redemption Notice at the Redemption Amount subject to the Redemption Notice.
  - (iv) If the holder of the RPS shall fail or refuse to surrender the certificate(s) for such RPS or shall fail or refuse to accept the Redemption Amount payable in respect of them, such money shall be retained and held by the Company in trust for such holder but without interest or further obligation whatsoever.

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- (v) The Redemption Notice referred to the Clause 10(8)(i) above shall substantially be in the following form:

*Notice of Redemption*

To: \_\_\_\_\_

*TAKE NOTICE THAT on \_\_\_\_\_, being no less than seven (7) days after the date hereof, the Company intends to redeem the Redeemable Preference Shares set out in the schedule thereto pursuant to provision of Clause 10 of the Constitution of the Company.*

DATED the \_\_\_\_\_ day of \_\_\_\_\_

(Company Seal)

.....  
(Director)      (Secretary)

- (9) The RPS shall not be listed on the Exchange or any other stock exchange. The RPS shall not be tradable or transferable and cannot be charged or pledged as security.
- (10) The RPS shall not be convertible into ordinary shares of the Company.
- (11) So long as any RPS remains in issue, the Company will send to each holder of RPS, by way of information, one copy of every circular, notice, or other documents sent to any other shareholders in the Company in their capacity as shareholders, at the same time as it is sent to such other shareholder.
11. The repayment of preference capital other than redeemable preference capital, or any other alteration of preference shareholders' rights, may only be made pursuant to a special resolution of the preference shareholders concerned PROVIDED ALWAYS that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing from the holders of 75% of preference capital concerned within two (2) months of the meeting shall be valid and effectual as a special resolution carried at the meeting. Repayment of preference shares by Special Resolution
12. Subject always to the provisions of the Act, the Rules and the Listing Requirements, the Company is allowed and shall have the power to the fullest extent permitted to purchase its own shares and thereafter to deal with the shares purchased in accordance with the provisions of the Act and any rules, regulations and guidelines thereunder issued by the Exchange and any other relevant authorities in respect thereof. Share Buy-Back
13. Subject to any direction to the contrary that may be given by the Company in general meetings, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, shall be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may also dispose of any Issue of new shares or securities to Members



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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 Clause. The provisions of Section 85 of the Act shall not apply to any and all issuance of new shares or other convertible securities of the Company.

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| 14. | Subject to Rule 6.07 of the Listing Requirements and notwithstanding the existence of a resolution pursuant to Sections 75 and 76 of the Act, the Company must not issue any shares or convertible securities, when aggregated with the total number of any such shares of convertible securities issued during the preceding twelve (12) months, exceeds ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company where the shares or convertible securities are issued with the prior shareholder approval in a General Meeting of the precise terms and conditions of the issue.   | General mandate for issue of securities        |
| 15. | Except so far as otherwise provided by the conditions of issue, any capital raised by the creation of new shares shall be considered as part of the original share capital of the Company and shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture or otherwise as the original share capital.   | Ranking of new shares                          |
| 16. | Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Company shall issue, allot and despatch notice of allotment to the allottees and make an application for the quotation of such Securities within such period as may be prescribed under the Listing Requirements or by the Exchange from time to time.   | Allotment and dispatch of notices of allotment |
| 17. | The Company shall take all steps as are necessary to ensure that all new issues of Securities by the Company for which listing is sought are made by way of crediting the Securities Accounts of the allottees with such Securities save and except where the Company is specifically exempted from compliance with the Central Depositories Act in which event it shall so similarly be exempted from compliance with this Clause. For this purpose, the Company is authorised to notify Bursa Depository of the names of the allottees and all particulars required by Bursa Depository, to enable Bursa Depository to make the appropriate entries in the Securities Accounts of such allottees.  | Crediting of Securities Accounts               |
| 18. | The Company may issue jumbo certificates in respect of shares or securities in favour of Bursa Depository as may be directed by Bursa 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 seal in such form as the Directors shall from time to time prescribe and shall bear the facsimile signature of at least one Director and a second Director or a Secretary or some other person appointed by the Directors, and shall specify the number and class of shares or securities to which it relates and the issue price of the shares or securities. | Jumbo Share certificates                       |
| 19. | The Company may by special resolution, reduce its share capital in any manner permitted or authorised under and in compliance with Applicable Laws.  | Power to reduce capital                        |
| 20. | The Company may exercise the powers of paying commissions as conferred by the Act to any person a commission of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional for any shares of the Company, provided that such commission shall not exceed ten percent (10%) of the price at which such shares are issued. Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares  | Power to pay commission and brokerage          |

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of the Company, in which case the provisions of the Act shall be fully complied with. The Company may on any issue of shares pay such brokerage as may be lawful.

21. Except as required by laws, no person shall be recognised by the Company as holding any shares upon any trust, and the Company shall not be bound by or be required in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any other rights in respect of any share other than an absolute right to the entirety thereof in the registered holder, except only as by this Constitution otherwise provided for or as by the Act requirement or pursuant to any Order
- Trust not to be recognised

#### VARIATION OF 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 of 75% of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meetings, the provisions of this Constitution relating to general meetings shall mutatis mutandis apply so that the necessary quorum shall be 2 persons at least holding or representing by proxy at least 1/3 of the issued shares of the class excluding any shares of that class held as treasury shares and that any holder of shares of the class present in person or by proxy may demand a poll. To every such special resolution, Section 292 of the Act shall apply with such adaptations as may be necessary.
- Modification of class rights
23. Where any shares are issued for the purpose of raising money to defray the expense of the construction of any works or buildings or the provision for any plant which cannot be made profitable for a long period, the Company may pay interest on so much share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in the provisions of the Act.
- Interest on share capital during construction of works on building

#### LIEN

24. The Company shall have a first and paramount lien on every share (not being a fully paid up share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share. Such lien on share shall be restricted to:-
- (a) Unpaid calls and instalments upon specific shares in respect of which such moneys are due and unpaid;
- (b) If the shares were acquired under an employee share option scheme, amounts which are owed to the Company for acquiring them; and
- (c) Such amounts as the Company is required by law to pay, and has paid, in respect of the shares of a holder or deceased former holder.
- Company to have paramount lien

In each case, the lien extends to reasonable interest and expense paid incurred since the amount has not been paid.

25. The Company may sell any shares over which the Company has a lien in a manner as the Board considers appropriate, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, and until the expiration of fourteen (14) days after the date of the Company's notice in writing stating and demanding payment of such part of the amount in respect
- Enforcing sales of shares under lien

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of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of the death or bankruptcy of the registered holder.

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| 26. | To give effect to any such sale for enforcing a lien in exercise of the powers hereinbefore given, the Board may authorise some person to transfer the shares sold to the purchaser and may enter the purchaser's name in the Register as the holder of the shares, and the purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale. | Transfer on sale under lien                                   |
| 27. | The net proceeds of any such sale shall be applied in or towards satisfaction of the amount due to the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable including accrued interest and expenses and the residue (if any) shall be paid to the Member whose shares have been sold or his executors administrators, or assignees or as he directs.  | Application of proceeds                                       |
| 28. | No Member shall be entitled to receive any Dividend or to exercise any privilege as a Member until he has paid all calls for the time being due and payable on, every share held by him, together with interest and expenses (if any).   | Members not entitled to Dividend or to vote until calls paid. |

#### CALLS ON SHARES

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| 29. | The Board may, subject to provisions of this Constitution, from time to time, make such calls upon the Members in respect of all moneys unpaid on their shares as they think fit, provided that notice of at least fourteen (14) days is given of each call, and each Member shall be liable to pay the amount of every call so made upon him to the persons by instalments (if any) and at the times and places appointed by the Board. A call shall be deemed to have been made at the time when the resolution of the Board authorising such call was passed. A call may be revoked or postponed as the Board may determine.  | Calls when payable          |
| 30. | At the trial or hearing of any action or other proceeding for the recovery of any money due for any call it shall be sufficient to prove the name of the member sued is entered in the Register as the holder or one of the holders of the shares in respect of which such call was made, that the resolution making such call is duly recorded in the minute book of the Directors and that notice of such call was duly given to the Member sued according to the provisions of this Constitution and it shall not be necessary to prove the appointment of the Directors who made such call nor any other matter whatsoever but the proof of the matters aforesaid shall be conclusive evidence of a debt due from the Members sued of the Company. | Evidence in action for call |
| 31. | If before or on the day appointed for payment thereof a call or instalment payable in respect of a share is not paid, the person from whom the same is due shall pay interest on the amount of the call or instalment at such rate not exceeding eight per cent (8%) per annum as the Directors shall fix from the day appointed for payment thereof till the time of actual payment, but the Directors may waive payment of such interest wholly or in part.  | Interest on unpaid calls    |
| 32. | The Board may, if they think fit, receive from any Member willing to advance the same all or any part of the moneys uncalled and unpaid upon any held by him, and upon all or any part of the money so advanced may (until the same would but for the advance, become payable) pay interest at such rate not exceeding (unless the Company in general meeting shall otherwise direct) ten  | Advance on calls            |

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percent (10%) per annum as may be agreed upon between the Directors and the Member paying the sum in advance. Capital paid up in advance of calls may carry interest but shall not 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.

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| 33. | Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for all purposes of this Constitution, be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment the provisions of this Constitution as to payment of interest and expenses, forfeiture and the like, and all other relevant provisions of this Constitution, shall apply as if such sum were a call duly made and notified as hereby provided. | Terms of issue may be treated as call |
| 34. | The joint holders of a share shall be jointly and severally liable to pay all calls in respect of their shares.  | Liability of joint holders            |
| 35. | The Board may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and in the times of payment.   | Difference in calls and payment       |

#### **INFORMATION ON SHAREHOLDING**

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| 36. | The Company may by notice in writing require any Member within such reasonable time as is specified in the notice:<br><br>(a) To inform the Company whether he holds any voting shares in the Company as beneficial owner or as trustee; and<br><br>(b) If he holds them as trustee, to indicate so far as he can the persons for whom he holds them by name and by other particulars sufficient to enable those persons to be identified and the nature of their interest.   | Require information of a Member              |
| 37. | Where the Company is informed in pursuance of a notice given to any person under Clause 36 hereof or this Clause 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:<br><br>(a) To inform the Company whether he holds that interest as beneficial owner or as trustee; and<br><br>(b) If he holds them as trustee, to indicate so far as he can the persons for whom he holds such interest by name or by other particulars sufficient to enable them to be identified and the nature of their interest. | Require information of a beneficial interest |
| 38. | The Company may by notice in writing require a Member 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 it.  | Member to inform Company                     |

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## TRANSFER AND TRANSMISSION OF SECURITIES

39. The transfer and transmission of any securities or class of securities of the Company which have been deposited with Bursa Depository, shall be by way of book entry by Bursa Depository in accordance with the Rules and, notwithstanding Sections 105, 106 and 110 of the Act, but subject to subsection 148(2) of the Act and any exemption that may be made from compliance with subsection 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of such securities. No shares shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind. Transfer in writing
40. All transfer of Deposited Securities shall be effected pursuant to and in accordance with the Central Depositories Act and the Rules provided that the registration of any transfer shall be suspended when the Register is closed under Clause 42. Registration of transfer
41. Subject to the provision of the Act, the Central Depositories Act and the Rules, all dealings in respect of Deposited Securities shall only be effected by the beneficial owners of such Deposited Securities or an authorised nominee, as the case may be. A Depositor shall not withdraw the securities which have been deposited with Bursa Depository except in such manner as may be specified in the Rules. Dealings of Deposited Securities
42. The Register may be closed at such time and for such period as the Directors may from time to time determine provided that it shall not be closed for more than thirty (30) days in aggregate in any calendar year. Any notice of intention to close the Register and the reason therefore shall be given to the Exchange. Such closure of the Register shall be at least ten (10) Market Days after the date of notification to the Exchange (or such other notice period as shall be prescribed by the Exchange). The said notice shall state the books closing date and purpose or purposes for the books closing. In relation to the books closing, the Company shall give written notice to Bursa Depository to issue the appropriate Record of Depositors. Closing of Register
43. Subject to the provisions of this Constitution, the Listing Requirements, the Central Depositories Act and Rules, the Board may recognise a renunciation of any share by the allottee thereof in favour of some other person. Renunciation
44. In the case of death of a Member, the legal representatives of the deceased shall be the only persons recognised by the Company as having any title to his interest in the shares, but nothing contained herein shall release the estate of a deceased member (whether sole or joint holder) from any liability in respect of any share jointly held by him. Transmission on death
45. There shall be payment 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 shares, such fee as the Board and the Exchange may from time to time require or prescribe. All such fees shall be paid in advance before registration. Fee for registration of probate etc
46. Save as otherwise provided by or in accordance with this Constitution, a person becoming entitled to a share in consequence of the death or bankruptcy of a Member shall be entitled to the same dividends and other advantages to which he would be entitled if he was the registered holder of the share except that he shall not be entitled in respect thereof to exercise any right conferred by membership in relation to meetings of the Company until he shall have been registered as a Member in respect of the share. Person entitled to receive and give discharge for dividends

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### TRANSMISSION OF SECURITIES FROM FOREIGN REGISTER

47. Where:- Foreign Register
- (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 the other stock exchange, to the Register maintained by the registrar of the Company in Malaysia and vice versa provided that there shall be no change in the ownership of such securities.

### FORFEITURE OF SHARES

48. If any Member fails to pay the whole or any part of any call or instalment of a call on or before the day appointed for the payment thereof, the Directors may at any time thereafter during such time as the call or instalment or any part thereof remains unpaid, serve a notice on him or on the person entitled to the share by transmission requiring him to pay such call or instalment, or such part thereof as remains unpaid, together with interest as the Directors shall from time to time determine, and any expenses that may have accrued by reason of such non-payment. Notice requiring payment of call
49. The notice shall name a further day (not earlier than the expiration of fourteen (14) days from the date of the Company's notice) on or before which such call or instalment, or such part as aforesaid, and all interest and expenses that have accrued by reason of such non-payment, are to be paid. It shall also name the place where payment 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 share in respect of which such call was made will be liable to be forfeited. Form of notice
50. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such 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. A forfeiture of share shall include all dividends in respect of the share not actually paid before the forfeiture notwithstanding that they shall have been declared. Failure to comply with notice
51. 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 transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the Register opposite to the share. Notice of Forfeiture
52. Notwithstanding any such forfeiture as aforesaid, the Board may at any time before the forfeited share has been otherwise disposed of annul the forfeiture upon the terms of payment of all calls and interest due thereon and all expenses incurred in respect of the shares and upon such further terms (if any) as they shall see fit to impose. Annulment of forfeiture

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53. Every share which shall be forfeited may be sold, re-allotted or otherwise disposed of either to the person who was before the forfeiture the holder thereof or entitled thereto or to any other persons upon such terms and in such manner as the Directors shall think fit, and the Directors may, if necessary, authorise some person to transfer the same to such other person as aforesaid. Forfeited shares may be sold or re-allotted
54. 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 moneys which, at the date of forfeiture, were payable by him to the Company in respect of his shares (together with interest thereon at such rate not exceeding eight percent (8%) per annum, from the date of forfeiture until payment if the Board thinks fit to enforce payment of such interest), but his liability shall cease if and when the Company receives payment in full of all such money in respect of the shares. Liability of Member in respect of forfeited shares
55. The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and claims and demands against the Company in respect of the share, and all other rights and liabilities incidental to the share as between the Member whose share is forfeited and the Company, except only such of those rights and liabilities as are by this Constitution expressly saved, or as are by the Act given or imposed in the case of past Members. Extinction of claims
56. A statutory declaration in writing by a Director or a Secretary of the Company, and that a share has been duly forfeited in pursuance of this Constitution, and stating the date upon which it was forfeited shall, as against all persons claiming to be entitled to the share be conclusive evidence of the facts therein stated and such declaration, together with receipt of the Company for the consideration (if any) given for the share on the sale or disposition thereof and a certificate of proprietorship of the share under the Seal delivered to the person to whom the same is sold or disposed off shall constitute a good title to the share, and such person shall be registered as the holder of the share and shall be discharged from all calls made prior to such sale or deposition and shall not be bound to see to the application of the purchase money (if any), nor shall his title to the share be effected by any act, omission or irregularity relating to or connected with the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share. Evidence of forfeited shares

#### **CONVERSION OF SHARES INTO STOCK**

57. The Company may by ordinary resolution passed at a general meeting convert any paid-up shares into stock and may from time to time by like resolution reconvert any stock into paid-up share of any denomination. Power to convert into stock and re-conversion
58. The holders to stock may transfer the same or any part thereof in the same manner and subject to this Constitution, as and subject to which the shares from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit, but the Directors may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum. Transfer of stock
59. The holders of stock shall according to the amount of stock held by them have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such right, privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by any such aliquot part of stock which would not, if existing in shares, have conferred that rights, privileges or advantages. Rights of stock holder

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60. All provisions of this Constitution as are applicable to paid-up share shall apply to stock, and the words “share” and “Member” therein shall include “stock” and “stockholder”.
- Provision applicable to shares shall apply to stock

#### GENERAL MEETINGS

61. An annual general meeting of the Company shall be held in accordance with the provisions of the Act.
- Annual General Meeting
62. All general meetings other than the annual general meetings shall be called extraordinary general meetings. The Board may, whenever they think fit, and shall on requisition in accordance with the Act, proceed to convene an extraordinary general meeting.
- Extraordinary General Meeting
63. Fourteen (14) days’ notice in writing at the least of every meeting convened or at least twenty one (21) days’ notice in writing for the purpose of passing a special resolution, and of every annual general meeting (the length of notice being exclusive in every case both of the day on which the notice is served or deemed to be served and of the day for which the notice is given), specifying the place, the date and the hour of the meeting and in the case of special business accompanied by a statement specifying the general nature of such business and the effect of any proposed resolution in respect of such special business shall be given in the manner hereinafter mentioned to such persons as are under the provisions hereinafter contained or under the Act entitled to receive notices from the Company, and by advertisement in at least one nationally circulated Bahasa Malaysia or English daily newspaper and in writing to the Exchange on which the Company is listed.
- Notice of Meetings
64. All business shall be special that is transacted at any extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the laying of the financial statements, declaring dividend, the re-election of the Directors, the fixing of fees and benefits of the Directors and the appointment and fixing of the remuneration of auditors.
- Special Business
65. (a) The Company shall request Bursa Depository in accordance with the Rules, to issue a Record of Depositors (“ROD”) to whom notices of general meetings shall be given by the Company.
- Record of Depositors
- (b) The Company shall request Bursa Depository in accordance with the Rules, to issue a ROD as at the latest date which is reasonably practicable which shall in any event be not less than three (3) market days before the general meeting (hereinafter referred to as “the General Meeting ROD”).
- (c) Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations, 1996 (where applicable) and notwithstanding any provision in the Act, a Depositor shall not be regarded as a Member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting ROD.

#### PROCEEDINGS AT GENERAL MEETINGS

66. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two (2) Members present in person shall be a quorum. For all purposes of this Constitution, “Member” includes a person attending as a proxy or representing a corporation which is a Member.
- Quorum



67. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of Members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week (or if that day is a public holiday, then to the next Business Day following that public holiday) at the same time and place, or to such other day and at such other time and place as the Directors may determine. In the adjourned meeting, if a quorum is not present within half an hour from the time appointed for the adjourned meeting, the Member present shall be a quorum. Adjournment
68. The Chairman of the Board or in his absence the Deputy Chairman (if any) shall preside as Chairman at every general meeting. If there is no such Chairman or if the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Directors present shall choose one (1) of them to act as Chairman of the meeting, or if only one (1) Director is present, he shall preside as the Chairman if he is willing to act. If no Director is chosen who shall be willing to act, the Member(s) or proxy(ies) present and entitled to vote shall elect one (1) among themselves to be the Chairman of the meeting. The election of the Chairman shall be by a show of hands. Chairman
69. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than 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. Notwithstanding the foregoing, the Exchange shall be advised of any adjournment and the reason therefore. Power to adjourn General Meeting
70. Subject to the Listing Requirements, any resolution set out in the notice of general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting shall be voted by poll. Notwithstanding the above, poll may be demanded in writing:- Poll
- (a) by the Chairman;
  - (b) by not less than three (3) members present in person or by proxy;
  - (c) By any Member or Members present in person or by proxy 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; or
  - (d) By a Member or Members present in person or by proxy holding shares in the Company conferred 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.

No poll shall be demanded on the election of Chairman of a meeting or any question of adjournment.

Voting by poll shall be taken either forthwith or at such time and place as the Chairman directs not being more than 30 Days from the date of the meeting or adjourned meeting at which the poll was demanded. At least one (1) scrutineer must be appointed to validate the votes cast at the general meeting. The appointed scrutineer must not be an officer of the Company or its related corporation, and must be independent of the person undertaking the polling process. The Chairman of the meeting may fix a time and place for declaring

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the result of the poll. The result of the poll shall be the resolution of the meeting at which the voting by poll was undertaken.

71. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the results of the poll shall be the resolution of the meeting at which the poll was demanded. Taking a poll

No notice needs to be given of a poll not taken immediately. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

The 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 scrutineers, as may be appointed by the Company for the purpose of determining the outcome of the resolution(s) to be decided on poll.

The demand for a poll may be withdrawn.

72. In the case of an equality of votes, the Chairman of the meeting at which the poll is demanded shall be entitled to a second or casting vote. Where the Chairman is also a Member of the Company, he shall have the casting vote in addition to the votes to which he may be entitled as a Member. Chairman casting vote

#### VOTE OF MEMBERS

73. Subject to Clause 74, 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 or other duly authorised representative and on a show of hands, every Member present in person or by proxy or attorney or authorised representative shall have one (1) vote, and on a poll, every vote present in person or by proxy or attorney or other duly authorised representative shall have one (1) vote for each share that he holds upon which all calls due to the Company have been paid. Voting rights of Members

74. (a) A Member entitled to attend and vote is entitled to appoint not more than two (2) proxies to attend and vote at the same meeting. The proxy may but need not be a Member. There shall be no restriction as to the qualification of proxy. Where a Member appoints two (2) proxies, the number of shares to be represented by each proxy must be clearly indicated. Appointment of proxy
- (b) A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting. A proxy shall be entitled to vote (whether by a show of hands or poll) on any question at the meeting save that on a voting by show of hands, if there are more than one (1) proxy appointed, only the proxy nominated to vote or where no such proxy is nominated, the first named proxy on the form of proxy, is entitled to vote 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.
- (c) Where a member is an authorised nominee as defined under the Central Depositories Act, it may appoint not more than two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.

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(d) Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) Securities Account (“omnibus account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.

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| 75. | The instrument appointing a proxy shall be in writing in such form and content and duly completed and executed by the Member in such manner as may be specified by the Company from time to time, and shall be issued under the hand of the appointer or attorney duly authorised, or, if the appointer is a corporation, either under seal or the hand of its officer or attorney duly authorised.   | Instrument appointing proxy to be in writing            |
| 76. | The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or notarial certified copy of that power or authority shall be deposited at the registered office of the Company, or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. | Instrument to be left at the Office                     |
| 77. | Any corporation which is a Member, may by resolution of its directors or other governing body, authorise such person as it think fit to act as its representative at all 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.  | Corporate representative                                |
| 78. | Where there are joint registered holders of any share, any one (1) of such persons may vote at any meeting either personally or by proxy or attorney in respect of such share as if he were solely entitled thereto, and if more than one or such joint holders be present at any meeting personally or by proxy or attorney, then one (1) of the said persons so present whose name stands first in order in the Register in respect of such share shall alone be entitled to vote in respect thereof.   | Voting rights of joint holders                          |
| 79. | A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under law relating to a mental disorder may vote, whether on a show of hands or on a poll, by his committee or by such other person as properly has the management of his estate, and any such committee or other person may, subject to Clause 76 vote by proxy or attorney.   | Voting rights of Member of unsound mind                 |
| 80. | Where the capital of the Company consists of shares of different monetary denominators, 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.   | Voting rights of shares different monetary denomination |
| 81. | A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument of proxy was executed, or the transfer of the share in respect of which the instrument of proxy is given, if no intimation in writing of   | When vote by proxy valid though authority revoke        |

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such death, unsound of mind, revocation, or transfer as aforesaid has been received by the Company at the registered office before the commencement of the meeting (or in the case of a poll, before the time appointed for taking of the poll) or adjourned meeting at which the instrument is used.

82. 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 objections made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive. Objection

#### **DIRECTORS**

83. Until otherwise determined by the Company in general meeting, the minimum number of Director shall be two (2) and the maximum, twelve (12), all of whom shall be a natural persons. The aforesaid minimum number of Directors shall ordinarily reside in Malaysia by having a principal place of residence in Malaysia and shall not include an alternate or substitute Director. Number of Directors
84. The shareholding qualification for Directors may be fixed by the Company in general meeting and until so fixed no shareholding qualification for Directors shall be required. All Directors shall be entitled to receive notice of and to attend all general meetings of the Company. Shareholding qualification for Directors

#### **DISQUALIFICATION OF DIRECTORS**

85. The office of Director shall become vacant if the Director: Vacation of office
- (a) is an undischarged bankrupt;
  - (b) has been convicted of an offence relating to promotion, formation or management of a corporation;
  - (c) has been convicted of an offence involving bribery, fraud or dishonesty;
  - (d) has been convicted of an offence under the Act;
  - (e) has been disqualified by the Court under the Act;
  - (f) becomes of unsound mind or a person liable to be dealt with in any way under the law relating to mental disorder;
  - (g) resigns from his office by notice in writing given to the Company;
  - (h) absence himself from more than 50% of the total Board meetings held during a financial year unless otherwise a waiver is granted by the Exchange; and
  - (i) is removed by a resolution of the Company in general meeting and in the case of an alternate Director, by a resolution of the Directors.

#### **REMUNERATION**

86. The Directors shall be paid by way of fees and benefits for their services such fixed sum (if any) as shall from time to time be determined by the Company in the general meeting and such fees and benefits shall be divided among the Directors in such proportions and manner as the Directors may determine or failing agreement, equally. Remuneration of Directors

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PROVIDED ALWAYS that :

- (a) Fees payable to non-executive Directors shall be a fixed sum and not by a commission on or percentage of profits or turnover;
- (b) Salaries and other emoluments payable to executive Directors pursuant to a contract of service need not be determined by the Company in the general meeting but such salaries and emoluments may not include a commission on or percentage of turnover;
- (c) Fees and benefits payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting where notice of the proposed increase has been given in the notice convening the meeting; and
- (d) Any fees paid to an alternate Director shall be agreed between himself and the Director nominating him and shall be paid out of fees of the latter.

- 87. The Directors shall be paid all their travelling and other expenses properly and necessarily expended by them in and about the business of the Company including their travelling and other expenses incurred in attending Board Meetings, Board Committees' Meeting or general meeting of the Company. Expenses
- 88. If any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of Directors, the Company may remunerate the Director so doing either by a fixed sum or otherwise (other than by a sum to include a commission on or percentage of profits or turnover) as may be determined by the Company in the general meeting from time to time provided for by the Board. Extra remuneration

#### CHIEF EXECUTIVE OFFICER

- 89. The Board may from time to time appoint a person to perform the functions of a chief executive who shall carry the designation of Chief Executive Officer or such other designation as the Board may deem fit for such period and upon such term as the Board deem fit. The Board may entrust and confer upon such chief executive any powers exercisable by him upon such terms and conditions and with such restrictions as the Board may think fit, and may from time to time (subject to the terms of any agreement entered into) revoke, withdraw, alter or vary all or any of those powers. Appointment
- 90. The remuneration of the Chief Executive Officer shall be fixed by the Directors and may be by way of salary or commission or participation in profits or otherwise or by any or all of these modes but such remuneration shall not include a commission on or percentage of turnover but it may be a term of his appointment that he shall receive pension, gratuity or other benefits upon his retirement. Remuneration
- 91. A Chief Executive Officer who is also appointed as a Director shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to retirement by rotation in accordance with Clause 95, resignation and removal as the other Director of the Company. Position

### ALTERNATE DIRECTORS

92. A Director may appoint any person (other than a Director) approved by a majority of the other Directors to act as his alternate Director and at his discretion by way of a notice to the Company, remove such alternate Director from office. An alternate Director may only be appointed as an alternate to one Director at any point in time. Any fee paid by the Company to an alternate Director shall be deducted from the Director's remuneration. Appointment or removal of an alternate Director
93. If a Director making such appointment as aforesaid shall cease to be a Director (otherwise than by reason of vacating his office at a general meeting at which he is re-elected), the person appointed by him as an alternate Director shall thereupon cease to be an alternate Director. Cessation of appointment of an alternate Director
94. An alternate Director shall be entitled to receive notices of meetings of the Directors and to attend, speak and vote at any such meeting at which his appointer is not present. Rights of an alternate Director

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

### RETIREMENT OF DIRECTORS

95. An election of directors shall take place each year. At the first annual general meeting of the Company all the Directors shall retire from office and at the annual general meeting in every subsequent year one-third (1/3) of the Directors for the time being, or if their number is not three (3) or a multiple of three (3) then the number nearest one-third (1/3) shall retire from office. Notwithstanding anything contained herein all Directors shall retire from office at least once in three (3) years, but shall be eligible for re-election. Retirement of Directors
96. The Directors to retire at any one year shall be those who have been longest in office since their last election, but as between persons who became Director on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Selection of Directors to retire
97. The Company at the meeting at which a Director so retires may fill the vacated office by electing a person thereto, and in default the retiring Director shall if offering himself for re-election and not being disqualified under the Act from holding office as a Director be deemed to have been re-elected, unless at that meeting it is expressly resolved not to fill the vacant office or unless a resolution for re-election of that Director is put to the meeting and lost. Filing vacated office
98. No person, not being a retiring Director, shall be eligible for election to the office of Director at any general meeting unless a Member intending to purpose him has, at least eleven (11) clear days before the meeting, left at the Office of the Company a notice in writing duly signed by nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such Member to propose him, provided that in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary, and notice of each and every candidature for election as Director shall be served on the registered holders of shares at least seven (7) days prior to the meeting at which the election is to take place. Notice of intention to appoint Director
99. At any general meeting at which more than one (1) Director is to be elected, each candidate shall be the subject of a separate motion and vote unless a motion for the appointment of two (2) or more persons as Directors by a single Motion for appointment of Directors

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resolution shall have first been agreed to by the meeting without any vote being given against it.

100. The Directors shall have the power at any time, and from time to time, appoint a person to be Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the maximum number fixed in accordance with this Constitution. Any Director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting. Directors may fill casual vacancy
101. The Company may by ordinary resolution of which special notice has been given in accordance with Section 206 of the Act remove any Director before the expiration of his period of office notwithstanding any agreement between the Company and the Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company. The Company may by an ordinary resolution appoint another person in his stead; the person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In default of any appointment, the vacancy arising may be filled by the Directors in accordance with the provision of Clause 100. Removal of Directors

#### **POWER AND DUTIES OF DIRECTORS**

102. The business and affairs of the Company shall be managed by the Directors who 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 and by this Constitution, required to be exercised by the Company in its general meeting, subject, nevertheless, to any of this Constitution, to the provisions of the Act, and to such regulations, being provision not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in general meeting; but no regulations so made by the Company in the general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made. General power of Directors to manage the business of the Company
103. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge any of the Company and subsidiaries' undertaking, property and uncalled capital, or any part thereto, and to issue debentures, debenture stock and other securities whether outright or as security for any debt liability or obligation of the Company or of its related companies only. Directors' borrowing powers
104. The Directors may borrow or raise any such money as aforesaid upon or by the issue or sale of any bonds, debentures, debenture stock, or securities, and upon such terms as to time of repayment, rate of interest, price of issue or sale, payment of premium or bonus upon redemption or repayment or otherwise as they may think proper. The Company may in the general meeting grant a right for the holders of bonds, debentures, debenture stock or securities to exchange the same for shares in the Company or any class authorised to be issued. Classifications of securities and terms
105. Subject as aforesaid, the Directors may secure or provide for the payment of any moneys to be borrowed or raised by a mortgage or a charge upon all or any part of the undertaking or property of the Company, both present and future, and upon any capital remaining unpaid upon the shares of the Company, whether called up or not or by any other security, and the Directors may confer upon any mortgages or persons in whom any debentures, debenture stock or security is vested, such rights and powers as they think Nature of security

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necessary or expedient; and they may vest any property of the Company in trustees for the purpose of securing any moneys so borrowed or so raised, and confer upon the trustees or any receiver to be appointed by them or by any debenture holder, such rights and powers as the Directors may think necessary or expedient in relation to the undertaking or property of the Company, or the management, or the realisation thereof, or the making, receiving or enforcing of calls upon the Members in respect of unpaid capital or otherwise, and may make and issue debentures to trustees for the purpose of further security, and any such trustees may be remunerated.

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| 106. | The Directors may give security for the payment of any moneys payable by the Company in like manner as for the payment of money borrowed or raised, but in such case the amount shall be reckoned as part of the money borrowed.   | Security for payment due   |
| 107. | The Directors may from time to time by power of attorney appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorneys or attorney of the Company for such purposes and with such powers, authorities, and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as they may think fit and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him. | Power to appoint Attorneys                                       |
| 108. | 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 Directors from time to time determine.  | Signatures of cheques and bills                                  |
| 109. | The Directors shall not, save with the consent of the Members in the general meeting, dispose of the whole or substantially the whole of the main undertaking or property of the Company.  | Sale of main undertaking or property                             |
| 110. | The remaining Directors may continue to act at any time, 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, the remaining Directors may act for the purpose of increasing the number of Directors to such minimum number, or summoning a general meeting of the Company, but for no other purpose.  | Remaining Directors may act to fill vacancies or summon meetings |

### PROCEEDINGS OF DIRECTORS

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| 111. | The Directors or a committee of Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. A Director may at any time and the Secretary shall on requisition of a Director summon a meeting of the Directors. It shall not be necessary to give any Director or Alternate Director, who has not got an address in Malaysia, registered with the Company, notice of a meeting of Directors. Unless otherwise determined by the Directors from time to time, a seven (7) days' notice of all Directors' meetings shall be given to all Directors and their alternate Directors, who have a registered address in Malaysia. Except in the case of an emergency, reasonable notice of every Directors' meeting shall be given in writing and the notice of each Directors' meeting shall be deemed to be served in the case of a Director having an address in Peninsular Malaysia, two (2) days following that on which a properly stamped letter containing the notice is posted in Peninsular Malaysia and in the case of a Director having an address in East Malaysia seven (7) days following that which a properly stamped letter containing the notice is posted within Peninsular Malaysia. | Meetings of Directors |
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| 112. | The Directors may participate in a meeting of the Directors by means of telephone and video conferencing or similar electronic telecommunicating equipment by means of which all persons participating in the meeting can hear each other and participate throughout the duration of the communication between the Directors and participation in a meeting pursuant to this provision shall constitute presence in person at a meeting. A Director participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting and shall be entitled to vote.  | Participation in meetings by telephone and video conferencing    |
| 113. | The quorum necessary for the transaction of business of the Directors may be fixed by the Directors and unless so fixed shall be two (2).   | Quorum   |
| 114. | Questions arising at any meeting shall be decided by a majority of votes, each Director having one (1) vote and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote. Save that where two (2) Directors form a quorum, the Chairman of a meeting at which only such a quorum is present or at which only two (2) Directors are competent to vote on the question in issue, shall not have casting vote.  | Votes of Directors   |
| 115. | A Director shall declare his interest in the Company and his interest in any contract or proposed contract with the Company as may be required by law. Subject to Section 222 of the Act, a Director shall not participate in any discussion or vote in respect of any contract or proposed contract or arrangement in which he has directly or indirectly a personal interest and if he should do so his vote should not be counted. A Director shall, notwithstanding his interest, be counted in the quorum for any meeting where a decision is taken upon any contract or proposed contract or arrangement in which he is in any way interested.                            | Disclosure of interest and restrictions on discussion and voting |
| 116. | The Directors may elect a Chairman and may elect one or more Deputy Chairman and the Directors may determine the period for which such officers shall respectively hold office. The Chairman (if any) or, in the absence of the Chairman, the Deputy Chairman, (if any) or, in the event that there are more than one (1) Deputy Chairman, the senior in appointment among them, shall preside at all meetings of the Directors. If such officers have not been appointed, or if no such officer is present within fifteen (15) minutes after the time appointed for holding the meeting, the Directors present may choose one of their members to be Chairman of such meeting. | Board Chairman   |
| 117. | Subject to this Constitution and the Act, the Directors may delegate any of their powers to committees consisting of such members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegate conform to any regulations that may be imposed on it by the Directors.   | Power to appoint Committee                                       |
| 118. | A committee may elect a Chairman of the meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, or is unwilling to act, the Members present may choose one (1) of their members to be Chairman of the meetings.  | Chairman of Committee  |
| 119. | A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote. Save that where two (2) members form a quorum, the Chairman of a meeting at which only such a quorum is present, or at which only two (2) members are competent to vote on the question at issue, shall not have a casting vote.   | Proceedings at Meeting of Committee                              |

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120. All acts done by any meeting of the Directors or of committee of Directors or by any person acting as a Director shall as regards all persons dealing in good faith with the Company; notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified or had vacated office or were not entitled to vote, be valid as if every such person had been duly appointed and was qualified to be a Director. Validity of acts of Directors in spite of some formal defect
121. A resolution in writing signed or approved by a majority of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted PROVIDED ALWAYS that a Director may sign or approve via his alternate and may consist of several documents in the like form each signed by one (1) or more of the Directors. The expressions "in writing" or "signed" include approval by legible confirmed transmission by facsimile, telex, cable, telegram or electronic mail or other forms of electronic communications shall be deemed to be a document signed by the Directors. Any such document may be accepted as sufficiently signed by a Director or his alternate if transmitted to the Company by any technology purporting to include a signature and/or electronic or digital signature of the Director or his alternate. Resolutions in writing

#### **MANAGING DIRECTOR**

122. The Directors may from time to time appoint any one (1) or more to be the Managing Director of the Company and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their places. The period of appointment shall be determined by the Directors and shall be re-appointed upon such terms as they think fit, but his appointment shall be automatically determined if he ceases from any cause to be a Director. A Managing Director shall, while he continues to hold that office, be subjected to the same provisions as to retirement by rotation in accordance to Clause 95. Appointment of Managing Director
123. The remuneration of a Managing Director shall from time to time be fixed by the Directors, subject to the terms of any agreement entered into in any particular case, receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another). Remuneration of Managing Director
124. The Directors may entrust to and confer upon a Managing Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit and either collectively with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any or those powers and the Managing Director shall always be subject to the control of the Board. Powers of Managing Director

#### **ASSOCIATE DIRECTORS**

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

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### SECRETARY

126. The Secretary shall in accordance with the Act be appointed by the Directors for such term at such remuneration, and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The Directors may also appoint a Joint Secretary, Deputy Secretary or an Assistant Secretary. Secretary

### SEAL

127. (a) The Directors shall provide for the safe custody of the Seal, which shall only be used pursuant to a resolution of the Directors or of a committee of the Directors authorised by the Directors on that behalf, and every instrument to which the Seal shall be affixed shall (subject to the provisions of this Constitution as to certificates for shares) be affixed in the presence of and signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose of signing every instrument to which the Seal is affixed. Seal to be affixed with authority of the Directors

Notwithstanding anything to the contrary, nothing in this Constitution shall require the Company to issue under Seal, any certificate or instrument (other than a certificate of title to shares) which is not required by law to be issued under the Seal.

- (b) 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. Official Seal for use abroad
- (c) The Company may also have a Share Seal pursuant to Section 63 of the Act which shall be a facsimile of the Seal with the addition on its face the word "Securities". Share Seal

### FINANCIAL RECORDS

128. The Directors shall cause proper accounting and other records to be kept and shall distribute copies of financial statements and other documents as required by the Act and shall from time to time determine whether and to what extent and at what time and place and under what conditions or regulations the 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 the general meeting. The books of accounts shall be kept at the office or at such other place as the Directors think fit and shall always be open to inspection by the Directors. Notwithstanding this clause, the financial records and other records of operations outside Malaysia may be kept by the Company at a place outside Malaysia provided that such accounting and other records shall be sent to and kept at a place in Malaysia and be made available for inspection by the Directors at all times. Directors to keep proper accounts
129. The Directors shall from time to time in accordance with Section 248 of the Act cause to be prepared and laid before the Company in the general meeting the audited financial statements and directors' report ("Financial Statements") in accordance with the Act. Preparation of accounts

Provided that this Constitution shall not require a copy of the Financial Statements be sent to any person of whose address the Company is not aware or to more than one (1) of joint holders but any Members to whom a copy of

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the Financial Statements has not been sent shall be entitled to receive a copy free of charge on application at the Office.

130. The Company may send the Financial Statements to its Members in electronic form or such other electronic media which shall be transmitted to the electronic address provided by the Members to the Company for such purpose or by publishing on a website.
- Issuance of Documents by electronic means

Where any Members request for a printed form of such Financial Statements, the Company shall send a hard copy of such Financial Statements to the Members as soon as practicable after the receipt of the request.

#### AUDITORS

131. The auditor shall be appointed for each financial year by ordinary resolution at the annual general meeting of the Company in accordance with Section 271 of the Act.
- Appointment of auditor
132. The auditor shall attend every annual general meeting where Financial Statements of the Company 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 Section 285 of the Act.
- Attendance of auditor at annual general meetings

#### MINUTES AND REGISTERS

133. The Board shall cause minutes be duly entered in books provided for the purpose:
- Minutes of meetings and resolutions
- (a) of all appointments of officers of the Company's affairs;
  - (b) of all names of Directors present at each meeting of Directors and of any committee of the Board;
  - (c) of all resolutions and proceedings of all meetings of the Company and of any class of Members of the Company and of the Directors and of any committees of the Board. The written record of resolutions and proceedings of such meetings is sufficient evidence of the proceedings to which it relates; and
  - (d) of all directions or decisions made by the Board and any committee of the Board.

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

134. The Directors shall duly comply with the provisions of the Act and in particular but without limitation the provisions in regard to registration of charges created by or affecting property of the Company, in regard to keeping a Register of Directors and Secretaries, a Register (including substantial shareholders), a Register of Mortgages and Charges, a Register of Directors' share and debenture holdings, and in regard to the production and furnishing of copies of such registers to persons entitled thereto.
- Directors to comply with the Act
135. Any register, index, minute book, book of account or other book or document required by this Constitution or the Act to be kept by or on behalf of the Company, including but not limited to this Constitution, registers, notices,
- Form of registers, books, etc

minutes, resolutions and proceedings of the Members and the Directors, copies of correspondences or notices with/to Members, Directors and other persons, financial or accounting records or reports and copies of all instruments creating or evidencing charges as required by the Act, and other records or documents of whatever descriptions, shall be in written form; or in other form or manner, electronic or otherwise, that allows the documents and information to be accessible and reproduced into written form.

### LANGUAGE

136. Where any Financial Statements, minute books or other records required to be kept by the Act are not kept in Bahasa Malaysia or the English Language, the Board 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 translations to be kept with the original Financial Statements, minute books and other records for so long as the original Financial Statements, minute books and other records are required to be kept by the Act. Translation

### AUTHENTICATION OF DOCUMENTS

137. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the Constitution of the Company and any resolutions 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 or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are kept elsewhere than at the Office, the local manager and other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid. Power to authenticate documents
138. A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of Directors which is certified as such in accordance with the provisions of Clause 137 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 duly constituted meeting of the Directors. Certified copies of resolution of the Directors

### DIVIDENDS AND RESERVES

139. Subject to the provisions of this Constitution and to the preferential or other special rights as to dividends for the time being attached to any preference shares or any other special class of shares in the share capital of the Company, the Board may authorise and declare a distribution out of profits of the Company that are available for distribution as dividends at such time and in such amount as the Board considers appropriate if the Board is satisfied that the Company is solvent in that: Directors may authorised distribution
- (a) 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; and
- (b) after a distribution is authorised and before it is made, the Board continues to be satisfied on reasonable grounds that the Company will be solvent immediately after the distribution is made.
140. The distributions authorised by the Board shall be in proportion to the amounts paid up on the applicable shares, but no amount paid on a share in advance of calls shall be treated as paid up on the share. Apportionment of distribution

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141. No dividend or other moneys payable on or in respect of a share shall bear interest against the Company. Dividend not to bear interest
142. The Directors may if they think fit from time to time pay to the Members such interim dividends as may appear to the Directors to be justified by the profits of the Company. If at any time the share capital of the Company is divided into different classes the Directors may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend provided that the Directors act bona fide they shall not incur responsibility to the holders of shares conferring any preferential rights with regard to dividend by the payment of an interim dividend on any shares having deferred or non-preferential rights. The Directors may also pay half-yearly or at other suitable intervals to be settled by them any dividend which may be payable at a fixed rate if they are of the opinion that the profits justify the payment. Payment of interim dividend
143. The Directors may, before recommending any dividends, set aside out of the profit of the Company such sum 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. The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to be distributed. Power to carry profits to reserve
144. The Directors may deduct from any dividend payable to any Member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company. Deduction of debts due to Company
145. Any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other company or in any one or more of such ways and the Directors shall give effect to such resolution, and whereby any difficulty rises in regard to 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 Board. Payment of dividend in species
146. Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or in the case of joint holders, to the registered address of that one (1) of the joint holders who is the first named in the register of Members or to such person and to such address as the holder or joint holders may in writing direct or paid via electronic transfer of remittance to the account provided by the holder who is named in the Record of Depositors. Every such cheque or warrant or electronic transfer of remittance shall be made payable to the order of the person to whom it is sent or remitted, and the payment of any such cheque or warrant or electronic transfer of remittance shall operate as a good discharge to the Company in respect of the dividend, interest, or other money payable in cash represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon, or the instruction for the electronic transfer of remittance, has been forged. Every such cheque or warrant or electronic transfer of remittance shall be sent or remitted at the risk of the person entitled to the money represented Mode of payment of dividend

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thereby. Any one (1) or two (2) or more joint holders may give effectual receipts for any dividends, bonuses, or other money payable in respect of the shares held by them as joint holders.

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| 147. | All dividends unclaimed for one (1) year, subject to the Unclaimed Moneys Act 1965, after having been declared may be dealt with in accordance with the provisions of the Unclaimed Moneys Act 1965. | Unclaimed dividends |
| 148. | A transfer of shares lodged after the last date for lodgement of transfers shall not pass the right to any dividend declared on such shares before the last date for lodgement of transfers.         | Effect of transfer  |

### **CAPITALISATION OF PROFITS**

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| 149. | The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution provided that such sum is not required for paying the dividends on any shares carrying a fixed cumulative preferential dividend and accordingly that such sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportions on conditions on condition that the same be not paid in cash but be applied either in or towards paying up the amounts for the time being unpaid on any shares held by such Members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed, credited as fully paid up to and amongst such Members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution.  | Power to capitalise profits                        |
| 150. | Whenever such resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions and also to authorise any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such Members. | Implementation of resolution to capitalise profits |

### **NOTICES**

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| 151. | Any notice or document required to be sent to Members may be given by the Company or the Secretary to any Member: | Service of Notice and/or documents |
|      | (a) in hard copy, either personally or sent by post to him at his last known address;                             |                                    |
|      | (b) in electronic form, and sent by the following electronic means:   |                                    |
|      | (i) transmitting to his last known electronic mail address; or  |                                    |

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- (ii) publishing the notice or document on the Company's website provided that a notification of the publication of the notice or document on the website via hard copy or electronic mail or short messaging service has been given in accordance with Section 320 of the Act and the Listing Requirements; or
- (iii) using any other electronic platform maintained by the Company or third parties that can host the information in a secure manner for access by Members provided that a notification of the publication or availability of the notice or document on the electronic platform via hard copy or electronic mail or short messaging service has been given to them accordingly.

152. Any notice or document shall be deemed to have been served by the Company to a Member:

When service  
deemed  
effected

- (a) Where the notice or document is sent in hard copy by post, on the day the prepaid letter, envelope or wrapper containing such notice or document is 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 Clause 151(b)(i), provided that the Company has record of the electronic mail being sent and that no written notification of delivery failure is received by the Company.
  - (ii) via publication on the Company's website, on the date the notice or document is first made available on the Company's website provided that the notification on the publication of notice or document on website has been given pursuant to Clause 151(b)(ii); or
  - (iii) via electronic platform maintained by the Company or third parties, on the date the notice or document is first made available thereon provided that the notification on the publication or availability of the notice or document on the relevant electronic platform has been given pursuant to Clause 151(b)(iii).

153. Notice of every general meeting shall be given in the manner provided in this Constitution to the following persons:

Persons entitled  
to notice

- (a) every Member holding shares conferring the right to attend and vote at the meeting, who at the time of convening of the meeting shall have paid all calls or other sums then payable by him in respect of such shares in the Company;
- (b) the auditors, the Directors and share registrar (if any) of the Company; and
- (c) the Exchange.

The accidental omission to give such notice to, or the non-receipt of such notice by any person shall not invalidate the proceedings of any resolution passed at any such meeting.



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154. A notice including notice given in electronic form or any other document, may be given by the Company to the person entitled to a share in consequence of the death or bankruptcy of a Member by sending it through representatives of the deceased or assignee of the bankrupt or by any like description, at the address, if any, within Malaysia supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred. Every person who shall become entitled to any share by operation of law, transfer, transmission or other means whatsoever, shall be bound by every notice in respect of such share, which prior to his name and address being entered in the Register or Record of Depositors as the registered holder of such shares, shall have been duly given to the person from whom he derives the title to such share.
- Notice in case of death or bankruptcy

#### **WINDING-UP**

155. If the Company is wound-up the liquidator may, with sanction of a special resolution of the Company, divide amongst the Members in kind the whole or any part of the assets of the Company (whether they consist of property of the same kind or not) and may for that purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how the division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of any such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, think fit, but so that no Member shall be compelled to accept any share or other securities whereon there is any liability.
- Distribution of assets in specie
156. Save that this Clause shall be without prejudice to the rights of holders of shares issued upon special terms and conditions the following provisions shall apply:
- Distribution of assets
- (a) if the Company shall be wound-up and the assets available for distribution among the Members as such shall be insufficient to repay the whole of the paid up capital such assets shall be distributed to 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, the share held by them respectively.
157. On the voluntary liquidation of the Company, no commission or fee shall be paid to the liquidator unless it shall have been approved by Members. The amount of such payment shall be notified to all Members at least seven (7) days prior to the meeting at which it is to be considered.
- Commissions of liquidator

#### **RECONSTRUCTION**

158. On any sale of the undertaking of the Company the Directors or the liquidator on a winding-up may, if authorised by Special Resolution, accept fully paid-up or partly paid-up shares, debentures or securities of any other company whether incorporated in Malaysia or not, either existing or to be formed for the purchase in whole or in part of the property of the Company, and the Directors
- Reconstruction

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(if the profits of the Company permit) or the liquidators (in winding-up), may distribute such shares, or securities or any other property of the Company amongst the Members without realisation, or vest the same in trustees for them and any special resolution may provide for the distribution or appropriation of the cash, shares or other securities, benefits or property, otherwise than in accordance with the strict legal rights of the Members or contributories of the Company, and for the valuation of any such securities or property at such price and in such manner as the meeting may approve and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised, and waive all rights in relation thereto save only in case the Company is proposed to be or is in the course of being wound-up such statutory rights (if any) under the Act or any statutory modification or re-enactment thereof for the time being in force as are incapable of being varied or excluded by these presents. In case any of the shares to be divided as aforesaid involve a liability to calls or otherwise any person entitled to such division to any of the said shares may, within ten days after the passing of the Special Resolution by notice in writing, direct the Directors or the liquidator to sell his proportion and pay him the net proceeds and the Directors or the liquidator shall, if practicable, act accordingly.

#### **ALTERATIONS OF CONSTITUTION**

159. The Company may by Special Resolution amend, delete or add to the whole or any part of this Constitution. Alterations of Constitution

#### **SECRECY CLAUSE**

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

#### **INDEMNITY**

161. Subject to the Act, Listing Requirements and any other applicable laws, every Director and other officers (as defined in the Act) for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred or sustained by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default breach of duty or breach of trust. Indemnity

#### **EFFECT OF LISTING REQUIREMENTS**

162. Notwithstanding anything contained in this Constitution:
- (a) If the Listing Requirements prohibit an act being done, the act shall not be done.
  - (b) Nothing contained in this Constitution prevents an act from 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).

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- (d) If the Listing Requirements require this Constitution to contain a provision and they do 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 they contain such a provision, this Constitution is deemed not to contain that provision.
- (f) If any provision in this Constitution is or become inconsistent with the Listing Requirements, this Constitution is deemed not to contain that provision to the extent of the inconsistency.

#### **LODGER INFORMATION**

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