

THE COMPANIES ACT 2016

MALAYSIA

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

KESM INDUSTRIES BERHAD
(Company No. 13022-A)

Incorporated on the 16th day of October 1972

THE COMPANIES ACT 2016 MALAYSIA

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION OF
KESM INDUSTRIES BERHAD

1.	The name of the Company is KESM INDUSTRIES BERHAD.	Name
2.	The registered office of the Company will be situated in Malaysia.	Office
3.	The Company shall be capable of exercising all the functions of a body corporate and have full capacity to carry on or undertake any business or activity which the Directors considers advantageous in the best interest of the Company and the Company shall have the full rights, powers and privileges to attain or pursue these purposes.	Powers of the Company
4.	The liability of the Members is limited.	Members' Liabilities
5.	In this Constitution unless the subject matter or context dictates otherwise, the following words and phrases shall have the meaning assigned to them herein:	Definitions
"Act"	The Companies Act 2016 and any statutory modification, amendment or re-enactment thereof and any and every other legislation for the time being in force made thereunder and any written law for the time being in force concerning companies and affecting the Company;	
"Applicable Laws"	All laws, bye-laws, regulations, rules, orders and/or official directions for the time being in force affecting the Company and its subsidiaries, including but not limited to the Act, the Central Depositories Act, the Listing Requirements, Rules of the Central Depository and every other law for the time being in force concerning companies and affecting the Company and any other directives or requirements imposed on the Company by the Securities Commission and/or other relevant regulatory bodies and/or authorities;	
"Article"	Any provisions in this Constitution as originally framed or as altered from time to time in accordance with Applicable Laws;	
"Auditors"	The auditors of the Company for the time being;	
"Authorised Nominee"	A person who is authorised to act as nominee as specified under the Rules;	
"Board"	The Directors of the Company for the time being that number not less than the required quorum acting as a board of directors;	
"Central Depositories Act"	The Securities Industry (Central Depositories) Act 1991 and every statutory amendment, modification or re-enactment thereof for the time being in force;	
"Central Depository"	Bursa Malaysia Depository Sdn Bhd, and its successors in title and permitted assigns;	

"Company"	KESM INDUSTRIES BERHAD including any further change to its name;
"Constitution"	This Constitution as originally framed or as altered from time to time by special resolution;
"Deposited Security"	Shall have the same meaning given in Section 2 of the Central Depositories Act;
"Depositor"	A holder of a Securities Account;
"Director"	Any person occupying the position of a director of the Company by whatever name called and includes a person in accordance with whose directions or instructions the directors or the majority of directors of a company are accustomed to act and an alternate or substitute director;
"Electronic communication"	Any communication where a document or information is sent or supplied initially and received at its destination by means of electronic equipment for the processing or storage of data, and entirely transmitted, conveyed and received by wire, by radio, by optical means or by other electromagnetic means. This includes the transmission of any notice, document or information via electronic mail or short messaging service or multimedia or social media program or application or such other mode, program or platform capable of performing a similar function;
"Exchange"	Bursa Malaysia Securities Berhad including any further change to its name and/or any other stock exchange on which the Company is listed;
"Exempt Authorised Nominee"	An Authorised Nominee which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act;
"Listing Requirements"	The Main Market Listing Requirements of the Exchange, including the practice notes and appendices that may be issued thereunder and any modifications or amendments that may be made thereto from time to time;
"Market Day"	A day on which the Exchange is open for trading in securities;
"Member"	Any person for the time being who is registered as the holder of shares in the Company and includes a Depositor who shall be treated as if he were a Member pursuant to Section 35 of the Central Depositories Act but excludes the Central Depository in its capacity as a bare trustee;
"Office"	The registered office for the time being of the Company;
"Record of Depositors"	The record provided by the Central Depository to the Company under Chapter 24.0 of the Rules;
"Register of Members"	The Register of Members to be kept pursuant to Section 50 of the Act;
"Registrar"	Such person, firm or company which for the time being maintains in Malaysia, the register of securities holders;
"Rules"	The Rules of the Central Depository as defined under the Central Depositories Act and any modification or amendment thereto for the time being in force;

"Seal"	The common seal of the Company or in appropriate cases the official seal or duplicate common seal;
"Secretary"	Shall have the meaning ascribed to it in the Act and shall include any person or persons appointed by the Board to perform the duties of the secretary of the Company and shall include a joint, temporary, assistant or deputy secretary;
"Securities Commission"	The Securities Commission Malaysia established under the Securities Commission Malaysia Act 1993;
"securities"	Shall have the same meaning as defined in Section 2(1) of the Capital Markets and Services Act 2007 or any modification, amendment or re-enactment thereof for the time being in force;
"Securities Account"	An account established by the Central Depository for a Depositor for the recording of deposit of securities and for dealings in such securities by the Depositor as permitted under the Central Depositories Act and/or the Rules;
"shares"	The shares in the Company.

Reference to "writing" shall, unless the contrary intention appears, means written or produced by any substitute for writing or partly one and partly another, including references to printing, typewriting, lithography, photography, electronic communication, storage or transmission and other modes of reading information or representing or reproducing words in a legible and non-transitory form, whether in a physical documents or in electronic communication or form or made available on a website.

Interpretation

References to address in relation to any electronic communication shall include any number or address used for sending or receiving documents or information by electronic mean, as permitted by the Applicable Laws.

References to a document or information sent or supplied in electronic form shall include a document or information sent by electronic means (for example, by email or facsimile) or by any other means while in an electronic form (for example, sending a CD-ROM or Universe Serial Bus flash drive etc by post).

References to a document or information sent or supplied by electronic means shall include a document or information:-

- (i) sent initially and received at its destination by means of electronic equipment for processing (which expression includes digital compression) or storage of data; and
- (ii) entirely transmitted, conveyed and received by wire, by radio, by optical means or any other electromagnetic means, and shall include provision of any information or document on a website.

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

Words importing the masculine gender only shall include the feminine and neuter genders, and vice versa. Words importing the word "person" shall include a corporation and other body of persons.

Subject as aforesaid, words or expressions contained in this Constitution, except where the subject or context forbids, bear the same meanings in this Constitution, shall be interpreted in accordance with the provisions of the Interpretation Acts 1948 and 1967 of Malaysia and the Applicable Laws, as amended from time to time and any re-enactment thereof.

The headings and sub-headings are inserted for easier reference purposes and shall not affect the construction of this Constitution.

SHARE CAPITAL

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| 6. | <p>The shares in the Company may be issued in different classes, and there may be attached thereto respectively any preferential rights to distribution of capital or income, deferred or other special, limited or conditional voting rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise and any conditions or restrictions as required under Section 90 of the Act.</p> | Class of shares |
| 7. | <p>Subject always to the provisions in the Applicable Laws and this Constitution, the Company shall have power to increase or reduce the capital, to consolidate or sub-divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share and to issue all or any part of the original or any additional capital as fully paid or partly paid shares, and with any special or preferential rights or privileges, or subject to any special terms or conditions and either with or without any special designation, and also from time to time to alter, modify, commute, abrogate or deal with any such rights, privileges, terms, conditions or designations in accordance with the regulations for the time being of the Company.</p> | Alteration of share capital |
| 8. | <p>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 at such price, on such terms and conditions, with such preferred, deferred or other special rights and subject to such restrictions and at such times as the Directors may determine but the Directors in making any issue of shares shall comply with the following conditions:-</p> <p>(a) in the case of shares other than ordinary shares, no special rights shall be attached until the same have been expressed in this Constitution and in the resolution creating the same;</p> <p>(b) every issue of shares or options to employees and/or Directors shall be approved by the Members in meeting of Members and no Director shall participate in such an issue of shares or options unless:-</p> <p style="padding-left: 20px;">(i) the Members in meeting of Members have approved of the specific allotment to be made to such Directors; and</p> <p style="padding-left: 20px;">(ii) he holds office in the Company in an executive capacity PROVIDED ALWAYS that a Director not holding office in an executive capacity may so participate in an issue of shares pursuant to a public issue or public offer.</p> | Allotment of shares |
| 9. | <p>All new issues of securities for which listing is sought on the Exchange are made by way of crediting the Securities Accounts of the allottees or entitled persons with such securities save and except where it is specifically exempted from compliance with the relevant provisions of the Central Depositories Act. For this purpose, the Company must notify the Central Depository of the names of the allottees or entitled persons and all such particulars as may be required by the Central Depository, to enable the Central Depository to make the appropriate entries in the Securities Accounts of such allottees or entitled persons.</p> | Crediting of new issue of shares |
| 10. | <p>The Company shall not give whether directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company or in its holding company nor shall the Company make a loan for any purpose whatsoever on the security of its shares or those of its holding company, but nothing in this Constitution shall prohibit transactions mentioned in the provision to Section 125 of the Act or the purchase by the Company of its own shares pursuant to this Constitution and Section 127 of the Act. The Directors may however in their discretion accept a surrender of shares by way of compromise of any question as to whether or not the same have been validly issued or in any other case where the surrender is within the powers of the Company. Any shares so surrendered may be sold or re-issued in the same manner as forfeited shares.</p> | Restriction on use of the Company's funds |

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| <p>11. (1) Subject to Applicable Laws, any preference shares may with the sanction of an ordinary resolution be issued on the terms that they are or at the option of the Company are liable, to be redeemed and the Company shall not issue preference shares ranking in priority over preference shares already issued but may issue preference shares ranking equally therewith.</p> <p>(2) A holder of preference shares shall be entitled to the same rights as a holder of ordinary shares in relation to receiving notices, reports, audited financial statements and attending meetings of Members, unless otherwise specified in the terms of issue of the preference shares.</p> | <p>Rights of Preference shareholders</p> |
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| <p>12. If, by the condition of allotment of any share, the whole or part of the amount or issue price thereof shall be payable on fixed dates every such amount shall, when due, be paid to the Company by the Member, or his legal personal representatives, and the word "call" wherever used in this Constitution shall be deemed to include an instalment.</p> | <p>Payment of shares by instalment</p> |
| <p>13. Notwithstanding the provisions in this Constitution, the repayment of preference share capital other than redeemable preference shares or any alteration of preference shareholders' rights shall only be made pursuant to a special resolution of the preference shareholders concerned PROVIDED ALWAYS that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing obtained from the holders of seventy-five per cent (75%) of the preference shares concerned within two (2) months of the meeting shall be as valid and effectual as a special resolution carried at the meeting.</p> | <p>Repayment of preference capital</p> |

VARIATIONS OF RIGHTS

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| <p>14. 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 with the consent in writing of the holders of seventy-five per cent (75%) of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of Members, the provisions of this Constitution relating to meetings of Members shall mutatis mutandis apply, but so that the necessary quorum shall be two (2) persons at least holding or representing by proxy, one-third (1/3) of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll. To every such special resolution the provisions of Section 292 of the Act shall, with such adaptation as are necessary apply.</p> | <p>Modification of class rights</p> |
| <p>15. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking as regards to participation in the profits or assets of the Company in some or in all respects <i>pari passu</i> therewith.</p> | <p>Ranking of class rights</p> |
| <p>16. The Company may exercise the powers of paying commissions conferred by the Act, provided that the rate or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act, and the rate of the commission shall not exceed ten per cent (10%) of the price at which the shares in respect whereof the same is paid are issued, or an amount equivalent to ten per cent (10%) of that price (as the case may be). Such commission may be satisfied by the payment of cash or allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.</p> | <p>Commission on subscription of shares</p> |
| <p>17. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a long period, the Company may pay interest or returns on the amount of such share capital as is for the time being paid up for the period and subject to the condition and restrictions mentioned in Section 130 of the Act, and may charge the same to capital as part of the cost of construction of the works or buildings or provision of the plant.</p> | <p>Interest on share capital during construction</p> |

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| 18. | Except as required by Applicable Laws and subject to the provisions of this Constitution, no person (other than Central Depository) shall be recognised by the Company as holding any share upon any trust and the Company shall not, even when having notice thereof, be bound by or compelled in any way to recognise any equitable, contingent, future or partial interest in any share or (except only as by this Constitution or by Applicable Laws otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder of the share. | Trust not to be recognised |
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CERTIFICATES OF SHARES

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| 19. | Subject to Applicable Laws, the Company shall issue and allot securities and despatch notices of allotment to the allottees and make an application for the quotation of such securities within the stipulated time frame as prescribed under the Listing Requirements or such other period as may be prescribed by the Exchange from time to time and deliver to the Central Depository the appropriate certificate in such denominations as may be specified by the Central Depository registered in the name of the Central Depository or its nominee company. | Notices of Allotment/ share Certificates |
| 20. | Every share certificate shall be issued under the Share Seal or Seal in such form as the Directors shall from time to time prescribe and shall bear signatures or autographical signatures reproduced by mechanical, electronic and/or by any other means of at least one (1) Director and either by a second Director or by the Secretary or by another person appointed by the Directors, and shall specify the number and class of shares to which it relates and the amount paid thereon. | Autographical signatures on share certificate |
| 21. | The Company may issue jumbo certificates in respect of shares or securities in favour of the Central Depository as may be directed by the Securities Commission or the Central Depository pending the crediting of shares or securities into the Securities Account of the person entitled to such shares or securities or as may be prescribed by the Central Depositories Act and the Rules. | Jumbo certificates |
| 22. | <p>(1) Subject to Applicable Laws and this Constitution, if any share certificate shall be defaced, worn out, destroyed, lost or stolen, it may be renewed on such evidence being produced and a letter of indemnity (if required) being given by the Member, transferee, person entitled, purchaser or on behalf of its/their client as the Directors shall require, and in the case of defacement or wearing out, on delivery of the old certificate and in any case on payment of such sum not exceeding Ringgit Malaysia Ten (RM10.00) per certificate or such sum as shall from time to time be determined by the Directors and/or permitted by the Exchange. In the case of destruction, loss or theft, a Member or person entitled to such renewed certificate shall also bear the loss and pay the Company all expenses incidental to the investigations by the Company of the evidence of such destruction, loss or theft.</p> <p>(2) Share certificates (if any) in respect of any preference share which have been converted into ordinary share of the Company shall be deemed to have been cancelled upon conversion of such preference share into ordinary share.</p> | New share certificate may be issued |

LIEN ON SHARES

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| 23. | The Company shall have a first and paramount lien on every share (not being a fully paid share), such lien to be restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid, and to such amount as the Company may be called upon by law to pay and has paid in respect of the shares of the Member or deceased Member. The Company's lien, if any, on a share shall extend to all dividends payable thereon and other moneys payable thereon or in respect thereof. The Directors may at any time declare any share to be wholly or in part exempted from the provisions of this Article. | Company's lien on shares |
| 24. | The Company may sell in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, or until the expiration of fourteen (14) days after a notice in writing stating and demanding payment of such part of the amount in respect of which the privilege or 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 such holder's death or bankruptcy. | Lien may be enforced by sale of shares |

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| 25. | To give effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and the Directors shall not be bound to see to the application of the purchase money, nor shall the purchaser's title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale and the remedy of the former holder of such share or of any person claiming under or through the purchaser in respect of any alleged irregularity or invalidity against the Company. | Directors may effect transfer |
| 26. | The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a similar lien for sums not presently payable which exists over the shares before the sale) be paid to the person entitled to the shares at the date of the sale or his executors, administrators or assignees or as he directs. | Application of proceeds of shares sold under lien |
| 27. | Whenever any law for the time being of any country, state or place imposes or purports to impose any immediate or future or possible liability upon the Company to make any payment or empowers any government or taxing authority or government official to require the Company to make any payment in respect of any shares registered in the Register of Members as held either jointly or solely by any Member or in respect of any dividends, bonuses or other moneys due or payable or accruing due or which may become due or payable to such Member by the Company or in respect of any shares registered as aforesaid or for or on account or in respect of any Member and whether in consequence of: | Imposition of liability by law |
| | (1) the death of such Member; | |
| | (2) the non-payment of any income tax or other tax by such Member; or | |
| | (3) any other act or thing; | |
| | the Company in every such case: | |
| | (a) shall be fully indemnified by such Member or his executor or administrator from all liability; and/or | |
| | (b) shall have a lien upon all dividends, bonuses and other moneys payable in respect of the shares registered in the Register of Members and/or the Record of Depositors as held either jointly or solely by such Member for all moneys paid or payable by the Company in respect of the same shares or in respect of any dividend, bonus or other moneys as aforesaid thereon or for or on account or in respect of such Member under or in consequence of any such law together with interest at the rate of eight per cent (8%) per annum, or such other rate as may be allowed under the Applicable Laws, thereon from date of payment to date of repayment and may deduct or set off against any such dividend, bonus or other money payable as aforesaid any moneys paid or payable by the Company as aforesaid together with interest as aforesaid; and/or | |
| | (c) may recover as a debt due from such Member or his executor or administrator wherever constituted any moneys paid by the Company under or in consequence of any such law and interest thereon at the rate and for the period aforesaid in excess of any dividend, bonus or other money as aforesaid then due or payable by the Company to such Member. | |

CALLS ON SHARES

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| 28. | The Directors may from time to time make calls of such amount as deem fit, upon the Members in respect of any amount unpaid on their shares and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall be payable at less than thirty (30) days from the date fixed for the payment of the last preceding call. Each Member shall (subject to receiving at least fourteen (14) days' notice specifying the date, time or times and place of payment, pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine. | Directors may make calls |
| 29. | A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be required to be paid by instalments. | Call deemed to have been made |

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| 30. | If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding eight per cent (8%) per annum as the Directors may determine, but the Directors shall be at liberty to waive payment of that interest wholly or in part. | Interest on unpaid calls |
| 31. | Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purposes of this Constitution be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment all the relevant provisions of this Constitution as to payment of interest and expenses, forfeiture, or otherwise shall apply as if the sum had become payable by virtue of a call duly made and notified. | Sums payable on allotment |
| 32. | The Directors may, on the issue of shares, differentiate between the holders as to the amount of calls or instalment to be paid and the times of payment of such calls. | Difference in calls |
| 33. | 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 that the name of the Member sued is entered in the Register of Members as the holder or one (1) of the holders of the shares in respect of which such call was made, that the resolution making such call is duly recorded in the minutes 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 to the Company. | Recovery of money due for any call |
| 34. | The Directors may, if they think fit, receive from any Member willing to advance the same, all or any part of the money payable in respect of any share held by him beyond the amount of the calls actually made thereon and upon all or any part of the money so advanced, the Company may (until the same would, but for the advance, become payable) pay interest at such rate not exceeding (unless the Company in meeting of Members shall otherwise direct) eight per cent (8%) per annum as may be agreed upon by the Directors and the Member paying the sum in advance. Such capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. Except in liquidation, sums paid in advance of calls shall not, until the same would but for such advance has become payable be treated as paid up on the shares in respect of which they have been paid. | Calls may be paid in advance |
| 35. | A Member shall not be entitled to receive any dividend or to exercise any privilege as a Member until he shall have paid all calls for the time being due and payable on every share held by him, together with interests and expenses (if any). | No entitlement to dividend on unpaid share |

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:-

(a) to inform the Company whether he holds any voting shares in the Company as beneficial owner or as trustee or nominee; and

(b) if he holds them as beneficial owner or trustee or nominee, 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. | Company may require any information of a Member |
| 37. | Where the Company is informed in pursuance of a notice given to any person under Article 38 hereof or under this Article that any other person has an interest in any of the voting shares in the Company, the Company may by notice in writing require that other person within such reasonable time as is specified in the notice:-

(a) to inform the Company whether he holds that interest as beneficial owner or as trustee or nominee; and

(b) if he holds the interest as trustee or nominee, to indicate so far as he can the persons for whom he holds such interest by name and by other particulars sufficient to enable them to be identified and the nature of their interest. | Company may require any information of beneficial interest |

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| 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 such agreement or arrangement. | Member to inform
Company |
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TRANSFER OF SHARES

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| 39. | The transfer of any Deposited Security shall be by way of book entry by the Central Depository in accordance with the Rules and, notwithstanding Sections 105, 106 or 110 of the Act, but subject to Section 148(2) of the Act and any exemption that may be made from compliance with Section 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of such Deposited Security. | Transfer of
securities |
| 40. | <p>(1) Subject to the Central Depositories Act and the Rules, there shall be no restriction on the transfer of fully paid securities except where required by law.</p> <p>(2) Subject to the Central Depositories Act and the Rules, no security shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind.</p> <p>(3) The Central Depository may, in its absolute discretion, refuse to register any transfer of Deposited Security that does not comply with the Central Depositories Act and the Rules.</p> | Restriction of
transfer |
| 41. | Neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of shares by the Central Depository, although the same may, by reason of any fraud or other cause not known to the Company or its Directors or other officers, be legally inoperative or insufficient to pass the property in the shares proposed or professed to be transferred, and although the transfer may, as between the transferor and transferee, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the shares transferred, or otherwise in defective manner. And in every such case, the person registered as transferee, his executors, administrators and assignees alone shall be entitled to be recognised as the holder of such shares and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto. | Indemnity against
wrongful transfer |
| 42. | Subject to Applicable Laws, the registration of transfers may be suspended at such time and for such period as the Directors may from time to time determine, PROVIDED ALWAYS that such registration shall not be suspended for more than thirty (30) days in aggregate in any calendar year. Any notice of intention to fix a book closing date and the reason therefor shall be given to the Exchange and such notice shall state the books closing date which shall be at such period prescribed by the Exchange, after the date of notification to the Exchange subject to the provisions of the Listing Requirements, and the address of Registrar at which documents will be accepted for registration. In relation to such closure, the Company shall give written notice to the Central Depository, in accordance with the Rules, to issue the appropriate Record of Depositors. | Suspension of
registration of
transfers |
| 43. | Nothing in this Constitution shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person. | Renunciation of
allotment |

TRANSMISSION OF SHARES

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| 44. | Subject to Applicable Laws, in the case of the death of a Member, the legal representatives of the deceased shall be the only person recognised by the Company as having any title to his interest in the shares, but nothing herein contained shall release the estate of a deceased Member from any liability in respect of any share which had been held by the deceased Member. | Legal
representative
upon death of
Member |
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45. Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that Member before his death or bankruptcy, PROVIDED ALWAYS that where the share is a Deposited Security, subject to the Rules, a transfer or withdrawal of the share may be carried out by the person becoming so entitled. Shares of deceased or bankrupt Member
46. Subject to Applicable Laws, if the person so becoming entitled elects to be registered himself, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects PROVIDED ALWAYS that where the share is a Deposited Security and the person so becoming entitled elects to have the share transferred to him, the aforesaid notice must be served by him on the Central Depository. If he elects to have another person registered, he shall testify his election by executing to that person a transfer of the shares. All the limitations, restrictions and provisions of this Constitution relating to the rights to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer signed by that Member. Notice of election
47. Subject to Applicable Laws, where the registered holder of any share dies or becomes bankrupt, his personal representative or the assignee of his estate, as the case may be, shall upon the production of such evidence as may from time to time be properly required by the Directors in that behalf, be entitled to the same dividends and other advantages, and to the same rights (whether in relation to meeting of the Company, or to voting or otherwise), as the registered holder would have been entitled to if he had not died or become bankrupt. Where two (2) or more persons are jointly entitled to any share in consequence of the death of the registered holder for the purpose of this Constitution, only one (1) holder will be recognised by the Central Depository for the share. Person entitled or may receive dividend, etc.
48. Where:
- (1) the securities of the Company are listed on another stock exchange; and
 - (2) the Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29 of the Securities Industry (Central Depositories) (Amendment) Act 1998, as the case may be, under the Rules in respect of such Securities,
- the Company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the Registrar of the Company in the jurisdiction of the other stock exchange, to the Register of Members maintained by the Registrar in Malaysia and vice versa provided that there shall be no change in the ownership of such securities. Transmission of securities listed on approved market place

FORFEITURE OF SHARES

49. If a Member fails to pay the whole or any part of any call or instalment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued. Notice requesting payment of calls
50. The notice shall name a further day (not earlier than the expiration of fourteen (14) days from the date of service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time and place appointed the shares in respect of which the call was made will be liable to be forfeited. Particulars in notice

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| 51. | If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given, may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture. A notice of forfeiture shall be sent to the Member within fourteen (14) days of the forfeiture. | Forfeiture |
| 52. | A share so forfeited shall become the property of the Company and may be re-allotted, sold or otherwise disposed of on such terms and in such manner as the Directors think fit and at any time before a sale or disposition, the forfeiture may be cancelled on such terms as the Directors think fit. | Directors may cancel forfeiture |
| 53. | 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, was payable by him to the Company in respect of the shares (together with interest at the rate eight per cent (8%) per annum or such other rate as may be allowed under the Applicable Laws, from the date of forfeiture on the money for the time being unpaid if the Directors think 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 on forfeiture |
| 54. | The forfeiture of a share shall at the time of forfeiture result in the termination of all interests in and all claims and demands against the Company in respect of the share and all other rights and liabilities incidental to the share as between the person 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. | Termination of interest |
| 55. | A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares. | Evidence of forfeiture |
| 56. | The Company may receive the consideration, if any, given for a forfeited share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share. Subject to any lien for sums not presently payable, if any, or any residue of the proceeds of sale of shares which are forfeited and sold or disposed of, after the satisfaction of the unpaid calls or instalments payable at fixed times and accrued interest and expenses, shall be paid to the person entitled to the shares immediately before the forfeiture thereof or his executors, administrators or assignees or as he directs. | Procedure for sale of forfeited share |
| 57. | The provisions of this Constitution as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, as if the same had been payable by virtue of a call duly made and notified. | Non payment of sums due on issue of shares |
| 58. | When any share has been forfeited in accordance with this Constitution, notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by reason of his death or bankruptcy as the case may be, and an entry of such notice having been given, and the forfeiture with the date thereof shall forthwith be made in the Register of Members opposite to the share, but the provisions of this Constitution are directory only and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid. | Notice of forfeiture |
| 59. | Notwithstanding any such forfeiture as aforesaid, the Directors may at any time before the forfeited share has been otherwise disposed of, permit the share so forfeited to be redeemed upon the terms of payment of all calls and interest due upon and expenses incurred in respect of the share, and upon any further or other terms they may think fit. | Redemption of forfeited share |

CONVERSION OF SHARES INTO STOCK

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| 60. | The Company may by ordinary resolution passed at a meeting of Members convert any paid-up shares into stock and reconvert any stock into paid up shares of any number. | Conversion to be at meeting of Members |
| 61. | The holders of stock may transfer the same or any part thereof in the same manner and subject to the same in this Constitution and to which the shares from which the stock arose might previous 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 |
| 62. | The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages with regard to dividends, voting at meetings of Members and other matters as if they held the shares from which the stock arose, but no such rights, privileges or advantages (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by any such aliquot part of stock which would not, if existing in shares, have conferred that rights, privileges or advantages. | Participation of stockholders |
| 63. | All such provisions of this Constitution as are applicable to paid-up shares shall apply to stock and the word "share" shall include "stock" and the word "shareholder" and "Member" shall include "stockholder". | Definition |

INCREASE OF CAPITAL

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| 64. | The Company may from time to time, whether all the shares for the time being issued shall have been fully called up or not, by ordinary resolution increase its share capital by the issue of new shares that carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company may direct by the resolution authorising such increase. | Power to increase capital |
| 65. | Subject to any direction to the contrary that may be given by the Company in a meeting of Members, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of meetings of Members in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares or securities which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution. | Offer of new shares |
| 66. | Except so far as otherwise provided by the condition of issue, all new shares shall be subject to the provisions herein contained with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the original share capital. | Ranking of new shares |

ALTERATION OF CAPITAL

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| 67. | The Company may from time to time by ordinary resolution: | Power to alter capital |
| | <p>(a) consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived; or</p> <p>(b) subdivide its shares or any of the shares, whatever is in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was the case of the share from which the subdivided share is derived.</p> | |

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| 68. | Subject to and in accordance with Applicable Laws, the Company may with the approval of the Members by way of an ordinary resolution, purchase and/or acquire its own shares. Any shares so purchased by the Company shall be dealt with in such manner as the Directors think fit in accordance with Applicable Laws. | Purchase of own shares |
| 69. | 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 |

MEETINGS OF MEMBERS

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| 70. | An annual general meeting of the Company shall be held in every calendar year in addition to any other meetings of Members held in that year, in accordance with the provisions of the Act. All meetings of Members may be held at more than one (1) venue using any technology or method that allows all Members of the Company to participate and to exercise the members' rights to speak and vote at the meeting, and using any available technology to provide notice, conduct and record or facilitate voting at that meeting or any adjournment of that meeting subject to Applicable Laws. The main venue of the meeting shall be in Malaysia and the Chairman shall be present at the main venue of the meeting. | Annual General Meeting |
| 71. | The Directors may whenever they think fit, convene a meeting of Members other than an annual general meeting on such requisition as referred to in Section 311 of the Act, or if the Company makes default in convening a meeting in compliance with a requisition received pursuant to Section 311 of the Act, a meeting may be convened by such requisitionists themselves in the manner provided in Section 313 of the Act. Any meeting convened by requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Directors. | Requisition of meetings |

NOTICE OF MEETINGS OF MEMBERS

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| 72. | <p>(1) Every notice of meetings of Members shall be issued in accordance with Applicable Laws and shall specify the nature of meetings and every meeting convened for passing a special resolution shall state the intention to propose such resolution as a special resolution.</p> <p>(2) The notices convening meetings shall specify the place, day and hour of the meeting and the general nature of business of the meeting and shall be given to all Members at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting, provided that a meeting of the Company shall subject always to the provisions of the Act and the Listing Requirements, notwithstanding that it is called by a shorter notice than that specified in this Constitution, be deemed to have been duly called if it is so agreed:</p> <p style="margin-left: 40px;">(a) in the case of an annual general meeting, by all the Members entitled to attend and vote thereat; and</p> <p style="margin-left: 40px;">(b) in the case of meeting other than an annual general meeting, by that number or majority in number of the Members having a right to attend and vote thereat as is required by the Act.</p> <p>(3) The notices of meetings called to consider special business shall specify the general nature of that business and shall be accompanied by a statement regarding the effect of any proposed resolution on the Company in respect of such special business.</p> <p>(4) Notices of meetings of the Members shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to the Exchange.</p> <p>(5) The notice of any meeting of Members meeting shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall be given in any manner authorised by this Constitution to the Directors, Auditors and to all Members, other than such as under the provisions of this Constitution or the Act are not entitled to receive such notices from the Company.</p> | Notice of meetings of Members |
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| 73. | <p>(1) The Company shall request the Central Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of meetings of Members shall be given by the Company.</p> <p>(2) The Company shall also request the Central Depository in accordance with the Rules, to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than three (3) Market Days (or such other period specified by Applicable Laws and/or Central Depository) before the meeting of Members.</p> <p>(3) Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable), a Depositor shall not be regarded as a Member entitled to attend any meeting of Members and to speak and vote thereat in person or by proxy unless his name appears in the Record of Depositors requested for the purposes of such meeting.</p> | Record of Depositors |
| 74. | <p>Where by the Act special notice is required of a resolution, the resolution shall not be effective unless notice of the intention to move it has been given to the Company not less than twenty-eight (28) days before the meeting at which it is moved and the Company shall give its Members notice of any such proposed resolution at the same time and in the same manner as it gives notice of the meeting or, if that is not practicable shall give them notice thereof, in any manner allowed by this Constitution, not less than fourteen (14) days before the meeting, but if, subject always to the provisions of the Act, after notice of the intention to move such a resolution has been given to the Company, a meeting is called for a date twenty-eight (28) days or less after the notice has been given the notice although not given to the Company within the time required by this Constitution shall be deemed to be properly given.</p> | Special notice |
| 75. | <p>In every notice calling a meeting of Members there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint proxy(ies) in accordance with Article 95 hereof, to attend, participate, speak and vote instead of him. Where a Member appoints more than one (1) proxy, he shall specify the proportion of his shareholding to be represented by each proxy.</p> | Requirement in notice calling meeting |
| 76. | <p>The accidental omission to give notice of any meeting to, or the non-receipt of notice of meeting by any person entitled to receive such notice shall not invalidate any resolution passed or the proceedings at any such meeting.</p> | Omission to give notice |

PROCEEDINGS AT MEETINGS OF MEMBERS

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| 77. | <p>Subject always to the provisions of the Act, no business shall be transacted at a meeting of Members except business of which notice has been given in the notice convening the meeting; and no business shall be transacted at an annual general meeting other than business of which notice has been given aforesaid, with the exception of declaring dividend, the laying of the audited financial statements and the reports of the Directors and Auditors, the appointment and election of Directors in place of those retiring by rotation, fixing the fees and/or benefits of the Directors and the appointment and fixing of the remuneration of the Auditors.</p> | Business at meetings |
| 78. | <p>No business shall be transacted at any meeting of Members 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 the purpose of this Constitution, "Member" includes a person attending as a proxy or as representing a corporation which is a Member.</p> | No business unless quorum is present |
| 79. | <p>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 be a public holiday, then to the next business day following that public holiday) at the same time and place, or to such other day and at such other time and place as the Directors may determine, but if at such adjourned meeting, a quorum is not present within fifteen minutes from the time appointed for holding the adjourned meeting, the Members present shall be a quorum.</p> | Adjournment |

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| 80. | The Chairman of the Board of Directors or, in his absence, the Deputy Chairman (if any) shall preside as chairperson at every meeting of Members. If there is no such Chairman or Deputy Chairman, or if at any meeting neither of them is present within fifteen (15) minutes after the time appointed for holding the meeting or willing to act as chairperson, the Directors present shall choose one (1) of the Directors present to preside as chairperson. If no Director is present or if all the Directors present decline to take the Chair, the Members present and entitled to vote shall elect one (1) of their number to be the chairperson of the meeting. | Chairman of meeting of Members |
| 81. | The chairperson 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 an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. | Adjournment |
| 82. | <p>At any meeting of Members, a resolution put to the vote of the meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands, a poll is demanded:</p> <p>(a) by the chairperson;</p> <p>(b) by at least three (3) Members present in person or by proxy;</p> <p>(c) by any Member or Members present in person or by proxy and representing not less than ten per cent (10%) of the total voting rights of all the Members having the right to vote at the meeting; or</p> <p>(d) by a Member or Members holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than ten per cent (10%) of the total paid up shares conferring that right.</p> <p>Unless a poll is so demanded, a declaration by the chairperson of the meeting that a resolution has on a show of hands been carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolutions. The demand for a poll may be withdrawn before the poll is taken and will not invalidate the earlier results prior to the demand for a poll.</p> | Voting at meeting of Members |
| 83. | <p>(1) If a poll is duly demanded, it shall be taken in such manner and either forthwith or after an interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was taken, but a poll demanded on the election of chairperson or on a question of adjournment shall be taken forthwith. The Company shall appoint at least one (1) scrutineer for the purposes of a poll in accordance with Applicable Laws, and may, in addition to the power of adjourning meetings contained in this Constitution, hereof adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll.</p> <p>(2) The poll may be conducted manually using voting slips or electronically using various forms of electronic voting devices. Such votes shall be counted by the poll administrator, and verified by the scrutineer(s), as may be appointed by the Company for the purpose of determining the outcome of the resolution(s) to be decided on poll.</p> | How a poll is to be taken |
| 84. | The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business, other than the question on which a poll has been demanded. | Continuance of meeting |
| 85. | For so long as the Company is listed, and subject to the Listing Requirements, any resolution set out in the notice of meeting of Members, or in any notice of resolution which may properly be moved and is intended to be moved at any meeting of Members shall be voted on by poll. | Resolutions of listed issuer to be voted on by poll |

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| 86. | In the case of an equality of votes, whether on a show of hands or a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is taken or demanded shall be entitled to a second or casting vote. | Equality of votes |
| 87. | The chairperson of the meeting shall declare whether or not the resolutions put to vote at a meeting of Members are carried, based on the poll results, which show the total number of votes cast on the poll (together with the percentage) in favour of and against the resolution, as confirmed by the scrutineer. | Evidence of passing of resolutions |

VOTES OF MEMBERS

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| 88. | Subject to this Constitution and any rights or restrictions for the time being attached to any 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 shall have one (1) vote, and on a poll every Member present in person or by proxy or by attorney or other duly authorised representative shall have one (1) vote for each share he holds. The shares held or represented by a Member present in person or by proxy or by attorney or other duly authorised representative shall, in relation to shares of a Depositor, be the number of shares entered against his name in the Record of Depositors. A proxy shall also be entitled to vote on a show of hands on any question at any general meeting. | Voting rights of Members |
| 89. | Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such a manner that a unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such right is exercisable. | Shares of different monetary denominations |
| 90. | A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote, by his committee or by such other person who properly has the management of his estate and any such committee or other person may vote by proxy or attorney and any person entitled under the transmission Article to transfer any share may vote at any meeting of Members in respect thereof in the same manner as if he was the registered holder of such shares provided that forty-eight (48) hours at least before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote, he shall satisfy the Directors of his right to transfer such shares unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof. | Voting of Member of unsound mind |
| 91. | No Member shall be entitled to be present or to vote on any question either personally or otherwise by proxy or attorney at any meeting of Members or upon a poll or be reckoned in the quorum in respect of any shares unless all calls or other sums presently payable by him in respect of shares in the Company have been paid. | Members barred from voting while share unpaid |
| 92. | No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive. | Objection to qualification of voter |

PROXY

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| 93. | <p>(1) A Member entitled to attend and vote at a meeting of the Company, or at a meeting of any class of Members of the Company, shall be entitled to appoint any person as his proxy(ies) to attend and vote instead of the Member at the meeting. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting and to be reckoned in a quorum.</p> <p>(2) There shall be no restriction as to the qualification of the proxy, save that a proxy may, but need not, be a Member of the Company but shall be of full age.</p> <p>(3) Save as provided in this Constitution, any Applicable Laws, a Member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. Where a Member appoints more than one (1) proxy to attend and vote at the same meeting, such appointment shall be invalid unless the Member specifies the proportion of his shareholdings to be represented by each proxy.</p> | Appointment of proxy |
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| 94. | <p>(1) Where a Member is an Authorised Nominee as defined under the Central Depositories Act, it may appoint up to 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.</p> <p>(2) 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.</p> | Appointment of more than one proxy |
| 95. | <p>(1) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under its Seal or under the hand of an authorised officer or of its attorney duly authorised in writing. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.</p> <p>(2) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time 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 or other authority shall not be treated as valid or in such other period(s) as may be provided or permitted under the Applicable Laws and stipulated in the notice of meetings or the form of proxy.</p> <p>(3) When two (2) or more valid but differing appointments of a proxy are received by the Company in respect of the same share for use at the same meetings of Members, the one which is last received (regardless of its date or of the date of its execution or submission) shall be treated as replacing and revoking the other. If the Company is unable to determine which appointment was last received, none of them shall be treated as valid in respect of that share.</p> <p>(4) 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 of proxy, or of the authority under which the instrument was executed, or the transfer of the share in respect of which the instrument is given, if no intimation in writing of such death, unsoundness of mind, revocation or transfer, as aforesaid has been received by the Company at its Office before the commencement of the meeting or adjourned meeting at which the instrument is used.</p> <p>(5) A member shall not be precluded from attending and voting in person at any meeting of Members after lodging the form of proxy but however such attendance shall automatically revoke the proxy's authority.</p> | Instrument appointing proxy |
| 96. | The instrument appointing a proxy shall be in such form as the Directors may from time to time prescribe or approve. | Form of Proxy |
| 97. | The termination of proxy shall be in accordance with Applicable Laws. | Termination of proxy |
| 98. | Subject to the provisions of Section 333 of the Act, any corporation which is a Member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative either at a particular meeting or at all meetings of Members or any class 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 which he represents as the corporation could exercise if it were an individual Member of the Company. | Corporate representative |

DIRECTORS: APPOINTMENT, REMOVAL, ETC

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| 99. | Unless otherwise determined by a meeting of Members, the number of Directors shall not be less than two (2) and not more than eleven (11) all of whom shall be natural persons who are at least eighteen (18) years of age. | Number of
Directors |
| 100. | <p>(1) An election of Directors shall take place each year.</p> <p>(2) At the first annual general meeting of the Company, all the Directors shall retire from office.</p> <p>(3) 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 to one-third (1/3), shall retire from office and be eligible for re-election.</p> <p>(4) Notwithstanding any provisions to the contrary contained in this Constitution, all the Directors shall retire from office at least once in each three (3) years but shall be eligible for re-election.</p> <p>(5) A retiring Director shall retain office until the close of the annual general meeting at which he retires.</p> | Retirement of
Directors |
| 101. | The Directors to retire in each year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agreed among themselves) be determined by lot. | Selection of
Directors to retire |
| 102. | <p>No person, not being a retiring Director shall be eligible for election to the office of Director at any meeting of Members unless a Member intending to propose him for election has, at least eleven (11) clear days before the meeting, left at the Office a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such Member to propose him for election, provided that in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary, and notice of each and every candidature for election to the Board shall be served on the Members at least seven (7) days before the meeting at which the election is to take place.</p> <p>The cost of serving the notice to propose the election of a director where the nomination is made by a Member or Members, shall be borne by the Member or Members making such nomination.</p> | Notice of
candidate as a
Director |
| 103. | The Company at the meeting at which a Director so retires may fill the vacated office by electing a person thereto. Subject to Article 106, unless at that meeting it is expressly resolved not to fill the vacated office or a resolution for the re-election of the Director retiring at the meeting is put to the meeting and lost or some other person is elected as Director in place of the retiring Director, the retiring Director shall, if offering himself for re-election and not being disqualified under the Act from holding office as a Director, be deemed to have been re-elected. | Retiring Director
deemed to be re-
appointed |
| 104. | At any meeting of Members at which more than one (1) Director is to be elected, each candidate shall be the subject of a separate motion and vote unless a motion for the appointment of two (2) or more persons as Directors by a single resolution shall have first been agreed to by the meeting without any vote being given against it. | Motion for
appointment of
Directors |
| 105. | The Company may from time to time by ordinary resolution passed at a meeting of Members increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to retire from office. | Increase and
reduction in
number of
Directors |
| 106. | Subject to the provisions of the Act, the Company may by ordinary resolution of which special notice has been given, remove any Director before the expiration of his period of office, and may if thought fit, by an ordinary resolution appoint another Director in his stead. The person so appointed shall be subject to retirement by rotation at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In default of such appointment, the vacancy so arising may be filled by the Directors as a casual vacancy. | Removal of
Directors |

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| 107. | The Directors shall have power at any time, and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but the total number of Directors shall not at any time exceed the number fixed in accordance with this Constitution. Any Director so appointed shall hold office only until the next 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. | Power to add Directors |
| 108. | The shareholding qualification for Directors may be fixed by the Company in a meeting of Members 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 meetings of Members. | Directors' qualification |

REMUNERATION OF DIRECTORS

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| 109. | <p>(1) The fees and any benefits payable to the Directors including any compensation for loss of employment of a Director or former Director shall be subject to annual shareholder approval at a meeting of Members and such fees shall (unless such resolution otherwise provides) be divided among the Directors in such proportions and manner as the Directors may determine PROVIDED ALWAYS that:</p> <p style="margin-left: 20px;">(a) Fees payable to Non-Executive Directors shall be by a fixed sum and not by a commission on or percentage of profits or turnover.</p> <p style="margin-left: 20px;">(b) Fees and any benefits payable to Directors shall not be increased except pursuant to a resolution passed at a meeting of Members, where notice of the proposed increase has been given in the notice convening the meeting.</p> <p style="margin-left: 20px;">(c) Any fee paid to an Alternate Director shall be agreed between himself and the Director nominating him and shall be paid out of the fees of the latter.</p> <p>(2) Notwithstanding that the salaries payable to Executive Directors are not subject to the approval at a meeting of Members, it may not include a commission on or percentage of turnover.</p> | Remuneration of Director |
| 110. | <p>(1) The Directors shall be paid all traveling and other reasonable expenses as may properly and necessarily be incurred by them in the execution of their duties including any such expenses incurred in connection with their attendance at meetings of the Directors or any committee of the Directors or meetings of Members or meetings in connection with the business of the Company as the Directors may determine.</p> <p>(2) If by arrangement with the Directors, any Director shall perform or render any special duties or services outside his ordinary duties as a Director in particular without limiting to the generality of the foregoing or if any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of Directors, the Company may remunerate the Director so doing either by a fixed sum or otherwise (other than by a sum to include a commission on or percentage of turnover) as may be arranged provided that in the case of non-executive Directors, the said remuneration shall not include a commission on or percentage of profits or turnover.</p> <p>(3) In the case of an Executive Director, such fee may be either in addition to or substitution for his share in the fee from time to time provided for the Directors.</p> | Reimbursement of expenses |

DISQUALIFICATION OF DIRECTORS

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| 111. | <p>The office of a Director shall become vacant if the Director, during his term of office:-</p> <p style="margin-left: 20px;">(a) becomes disqualified from being a Director under Section 198 or 199 of the Act;</p> <p style="margin-left: 20px;">(b) ceases to be or is prohibited from being a Director by virtue of the Act or the Capital Market & Services Act 2007 or the Listing Requirements;</p> | When offices of Directors deemed vacant |
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- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder;
- (d) resigns his office by notice in writing to the Company and deposited at the Office;
- (e) is removed from his office as Director by ordinary resolution of the Company in meeting of Members of which special notice has been given in accordance with the Act or this Constitution;
- (f) is absent for more than fifty per cent (50%) of the total meetings of the Directors held during a financial year, unless an exemption or waiver is obtained from the Exchange;
- (g) dies; or
- (h) has retired in accordance with the Act or under this Constitution and is not re-elected.

If the office of a Director is vacated for any reason, he shall cease to be a Member of any committee and/or sub-committee of the Board of Directors.

GENERAL POWERS AND DUTIES OF DIRECTORS

112. The business and affairs of the Company shall be managed by the Directors who may exercise all such powers of the Company, and do on behalf of the Company all such acts as are within the scope of this Constitution and as are not, by the Act or by this Constitution or by the Listing Requirements required to be exercised by the Company in meeting of Members, subject, nevertheless, to any of this Constitution, to the provisions of the Act, and to such regulations, not being inconsistent with this Constitution or the provisions of the Act, as may be prescribed by the Company in a meeting of Members, but no regulation made by the Company in meeting of Members shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. General power to manage business
113. The Directors shall not without the prior approval of the Company in a meeting of Members: Power of Directors
- (a) Carry into effect any proposal or execute any transaction for the acquisition of any undertaking or property of a substantial value, or the disposal of a substantial portion of or a controlling interest in the Company's main undertaking or property which would materially and adversely affect the performance or financial position of the Company;
 - (b) Exercise any power of the Company to issue shares unless otherwise permitted under Applicable Laws; or
 - (c) Subject to the Act, enter into any arrangement or transaction with a Director or a substantial shareholder of the Company or its holding Company or with a person connected with such a Director or substantial shareholder to acquire from or dispose to such a Director or substantial shareholder or persons connected with such Director or substantial shareholder, any non-cash assets of the requisite value.
114. (1) The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company, or its subsidiaries or any related company as may be thought fit. Power to borrow money
- (2) The Directors shall not borrow any money or mortgage or charge any of the Company's or the subsidiaries' undertaking, property or any uncalled capital, or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.

- (3) If the Directors or any of them, or any other person, shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.
- (4) The Directors shall cause a proper register to be kept in accordance with the provisions of the Act of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the Act in regard to the registration of mortgages and charges therein specified and otherwise.
115. The Directors may procure the establishment and maintenance of any contributory or non-contributory pension or superannuation fund or life assurance scheme for the benefit of, or pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to any person who is or has been at any time in the employment or service of the Company or any subsidiary company or to any persons who is or has been a Director or other officer of and holds or has held salaried employment in the Company or any subsidiary company, or the wives, widows, families or dependants of any such person. The Directors may also subscribe to any institution, association, club, fund or trust which they consider to be for the benefit of the Company or any such subsidiary or any such persons as aforesaid and make payments of or towards any hospital or scholastic expenses, or any Director holding such salaried employment shall be entitled to retain any benefit received by him hereunder subject only where the Act requires for proper disclosure to the Members of the Company in meeting of Members. Power to establish pension or fund
116. The Directors may exercise all the powers of the Company conferred by the Act in relation to any official seal for use outside Malaysia and in relation to branch registers. Power to use official Seal
117. The Directors may from time to time by power of attorney under the Seal appoint any corporation, firm, or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities, and discretions (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 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
118. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors from time to time, by resolution, determine. Power to sign cheques, bills, etc.
119. A Director shall at all times act honestly and use reasonable diligence in the discharge of the duties of his office and shall not make use of any information acquired by virtue of his position to gain directly or indirectly an improper advantage for himself or for any other person or to cause detriment to the Company. Directors to act honestly
120. Every Director shall give notice to the Company of such events and matters relating to himself as may be necessary or expedient to enable the Company and its officers to comply with the requirements of the Applicable Laws. General duty to make disclosure
121. Subject always to Section 221 and 228 of the Act and the Listing Requirements, a Director may hold any other office or place of profit under the Company, other than the office of Auditor, in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. No Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested, be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary Directors may hold other office under the Company

relationship thereby established but the nature of his interest must be disclosed by him at the meeting of the Directors at which the contract or arrangement is determined, if the interest then exists or in any other case at the first meeting of the Directors after the acquisition of the interest.

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| 122. | Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as Auditors of the Company. | Director may act in his professional capacity |
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PROCEEDINGS OF DIRECTORS

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| 123. | The provisions in the Third Schedule of the Act shall not apply to the Company, except so far as the same are repeated or contained in this Constitution. | Third Schedule excluded |
| 124. | <p>(1) The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit and may determine the quorum necessary for the transaction of business.</p> <p>(2) Any Director may at any time, and the Secretary shall on his requisition summon a meeting of the Directors.</p> <p>(3) Directors may participate in a meeting of the Directors by means of a conference telephone or similar electronic telecommunication 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 such meeting.</p> <p>(4) A minute of the proceedings of such meeting is sufficient evidence of the proceedings to which it relates if certified by the Chairman of the meeting.</p> | Meeting of Directors |
| 125. | It shall not be necessary to give any Director or Alternate Director, who does not have an address in Malaysia, registered with the Company, notice of a meeting of the Directors. Unless otherwise determined by the Directors from time to time, a seven (7) days' notice of all Directors' meetings shall be given by hand, post, facsimile, electronic form or other form of electronic communications to all Directors and their Alternate Directors, who have a registered address in Malaysia, except in the case of an emergency, where reasonable notice of every Directors' meeting shall be given in writing. Any Director may waive notice of any meeting either prospectively or retrospectively. The notice of each Directors' meeting shall be deemed to be served on a Director upon delivery if delivered by hand, or immediately if sent by facsimile, electronic form or other form of electronic communications or if sent by post, on the day on which a properly stamped letter containing the notice is posted. | Notice of meeting of Directors |
| 126. | The quorum necessary for the transaction of the business of the Directors shall be fixed by the Directors and unless so fixed, shall be two (2). No business may be transacted at a meeting of the Directors if a quorum is not present. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under this Constitution vested in or exercisable by the Directors generally. | Quorum of meeting of Directors |
| 127. | The Directors may appoint one of their members as Chairman and may also appoint another of their number as Deputy Chairman of the Board and determine the period for which such Chairman or Deputy Chairman is to hold office. The Chairman or Deputy Chairman (in the absence of the Chairman) shall be the chairperson of Board meetings. If at any meeting the Chairman or the Deputy Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Directors present may choose one (1) of their number to be Chairman of the meeting. | Chairman of Directors |
| 128. | Subject to this Constitution, any question arising at any meeting of Directors shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a determination of the Directors. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote except where only two (2) Directors are competent to vote on the question at issue. | Chairman to have casting vote |

129.	The remaining Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the minimum number fixed by or pursuant to this Constitution as the necessary quorum of Directors, the remaining Director may, except in an emergency, act only for the purpose of increasing the number of Directors to such minimum number, or of summoning a meeting of Members of the Company, but for no other purpose.	Number of Directors below minimum
130.	Every Director shall comply with the provisions of Sections 219 and 221 of the Act in connection with the disclosure of his shareholding and interest in the Company and his interest in any contract or proposed contract with the Company and in connection with the disclosure, every Director shall state the fact and the nature, character and extent of any office or possession of any property whereby whether directly or indirectly duties or interests might be created in conflict with his duty or interest as a Director of the Company.	Disclosure of Director
131.	Subject to the Act, a Director shall not participate in any discussion or vote in respect of any contract, proposed contract or arrangement in which he has interest, whether directly or indirectly and if he shall do so his vote shall not be counted.	Restriction on voting
132.	A Director, notwithstanding his interest may, provided that none of the other Directors present disagree, be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or where any decision is taken upon any contract or arrangement in which he is in any way interested, PROVIDED ALWAYS that he has complied with Section 221 and all other relevant provisions of the Act and of this Constitution.	Relaxation of restriction of voting
133.	A Director may vote in respect of:- (a) any arrangement for giving the Director himself or any other Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; or (b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself or any other Director has assumed responsibility in whole or in part, under a guarantee or indemnity or by the deposit of a security.	Power to vote
134.	Subject to Applicable Laws, a Director may be or become a Director or other officer of or otherwise interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise, or any corporation which is directly or indirectly interested in the Company as shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or other officer of, or from his interest in, such corporation, unless the Company otherwise directs at the time of his appointment.	Director's interest in corporation promoted by the Company

ALTERNATE DIRECTOR

135.	(1) A Director may with the approval of a majority of the Directors, appoint any person (other than a Director) to act as his alternate and at his discretion by way of a notice to the Company and remove such Alternate Director from office. An Alternate Director may only be appointed as an alternate to one (1) Director at any point in time. (2) An Alternate Director shall (except as regards power to appoint an Alternate Director and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors, and shall be entitled to receive notices of all meetings of the Directors and to attend, speak and vote and be counted for the quorum, and generally to exercise all powers, rights, duties and authorities of the Director appointing him, at any such meeting at which his appointor is not present. For the avoidance of doubt, an Alternate Director may not vote nor attend any meeting at which the Director appointing him is present.	Alternate Director
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- (3) Any appointment or removal of an Alternate Director may be made in writing and sent by hand, post, facsimile or in any other form or manner, electronic or otherwise, as approved by the Directors.
- (4) Any fee paid by the Company to an Alternate Director shall be deducted from the remuneration of that Director appointing him.
- (5) An Alternate Director shall not be taken into account in determining the minimum or maximum number of Directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Directors attended by him at which he is entitled to vote.
- (6) An Alternate Director shall cease to be an Alternate Director if his appointor ceases to be a Director; but if a Director who is required to retire by rotation under this Constitution so retires and is reappointed or deemed to have been reappointed, any appointment of an Alternate Director made by him which was in force immediately prior to his retirement shall continue after his reappointment as if he had not retired.

MANAGING DIRECTORS/CHIEF EXECUTIVE OFFICER

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| 136. | The Directors may from time to time appoint any one (1) or more of their body to be Managing Director or Managing Directors or Chief Executive Officer by such other designation as the Directors deem fit on such terms as they think fit and subject to the terms of any agreement entered into, may revoke such appointment. The Directors may vest in such Managing Director or Managing Directors or Chief Executive Officer as may be appointed by them such of the powers hereby vested in the Directors generally as they think fit but subject thereto, such Managing Director or Managing Directors or Chief Executive Officer shall be subject to the control of the Board of Directors. | Appointment of
Managing
Director/CEO |
| 137. | A Managing Director or Chief Executive Officer shall, subject to the terms of any agreement entered into in any particular case, receive such remuneration (which shall not include commission or a percentage of turnover) as the Directors may determine. | Remuneration of
Managing Director |
| 138. | A Managing Director shall be subject to retirement by rotation and shall be taken into account in determining the rotation or retirement of Directors, and he shall, subject to provision of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he ceases to hold the office of Director from any cause, he shall ipso facto and immediately cease to be a Managing Director. | Retirement,
resignation and
removal of
Managing Director |

COMMITTEES OF DIRECTORS

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| 139. | The Directors may establish any committees, local boards or agencies comprising two (2) or more persons for managing any of the affairs of the Company, either in Malaysia or elsewhere, and may lay down, vary or annul such rules and regulations as they may think fit for the conduct of the business thereof, and may appoint any person or persons to be the member or members of any such committee or local board or agency and may fix their remuneration and may delegate any of the powers, authorities and discretions vested in the directors, with power to sub-delegate, and may authorise the member or members of any such committee or local board or agency or any of them, to fill any vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person or persons so appointed, may annul or vary any such delegation, but no person or persons dealing in good faiths and without notice of any such annulment or variation shall be affected thereby. | Power of Directors
to establish
Committees of the
Directors |
| 140. | 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 the case of equality of votes the chairman shall have a second or casting vote, except where only two (2) Directors are competent to vote on the question at issue. | Meeting of
Committees |
| 141. | A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the members present may choose one (1) of their number to be chairman of the meeting. | Chairman of
Committees |

VALIDATION OF ACTS OF DIRECTORS

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| 142. | All acts bona fide done by any meeting of the Directors or a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defects in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director. | Directors' act to be valid |
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DIRECTORS' CIRCULAR RESOLUTION

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| 143. | A resolution in writing signed by a majority of the Directors (whether or not present in Malaysia) shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted, provided that where a Director has an alternate, then such resolution may also be signed by such alternate. All such resolutions shall be described as "Directors' Circular Resolution" or "Directors' Resolution In Writing" and shall be forwarded or otherwise delivered to the Secretary without delay and shall be recorded by him in the Company's minutes book. Any such resolutions may consist of several documents in like form, each signed by one (1) or more Directors. The expressions "in writing" or "signed" include approval by legible confirmed transmission by letter, electronic mail, telefax or other forms of electronic communications as may be determined or approved by the Directors. | Resolution in Writing |
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AUTHENTICATION OF DOCUMENTS

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| 144. | 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 resolution passed by the Company or the Directors, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and, where any books, records, documents or accounts are kept elsewhere other than in the Office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid. | Authentication of documents |
| 145. | A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of Article 144 shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors. | Conclusive evidence of resolutions and extract of minutes of meetings |

MINUTES AND REGISTER

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| 146. | <p>(1) The Directors shall cause minutes to be duly entered in books provided for the purpose:</p> <ul style="list-style-type: none"> (a) of all appointments of officers; (b) of the names of all the Directors present at each meeting of the Directors and of any committee of Directors, and of the Company in a meeting of Members; (c) of all resolutions and proceedings of meetings of Members and of meetings of the Directors and committees of Directors; and (d) of all orders made by the Directors and any committee of the Directors. <p>(2) 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 as prima facie evidence of the matters stated in such minutes.</p> | Minutes to be entered |
| 147. | The books containing the minutes of proceedings of any meeting of Members shall be kept by the Company at the Office or such other place provided notice has been given to the Registrar of Companies, and shall be opened to the inspection of any Member without charge. | Minutes kept at Office |

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| 148. | The Company shall in accordance with the provisions of the Act, keep at the Office or such other place provided notice has been given to the Registrar of Companies, a register containing such particulars with respect to the Directors, Managers and Secretaries of the Company as are required by the Act and shall from time to time notify the Registrar of Companies of any change in such register and of the date of such change in manner prescribed by the Act. | Register of Directors, Managers and Secretaries |
| 149. | The Company shall also keep at the Office registers which shall be opened to the inspection of any Member without charge and to any other person on payment for each inspection of a prescribed fee all such matters required to be so registered under the Act, and in particular: | Register of Substantial Shareholders and particulars of Directors' shareholdings |
| | (a) a register of substantial shareholders and information received in pursuance of the requirements under Sections 137, 138 and 139 of the Act; and | |
| | (b) a register of the particulars of each of the Directors' shareholdings and interests as required under Section 59 of the Act. | |

SECRETARY

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| 150. | The Secretary shall, in accordance with the Act, be appointed by the Directors for such term, at such remuneration, and upon such conditions as the Directors think fit. The Directors may from time to time by resolution appoint a temporary substitute for the Secretary who shall be deemed to be the Secretary during the term of his appointment. | Appointment of Secretary |
| 151. | The office of the Secretary shall become vacant if the Secretary resigns his office by notice in writing to the Board. | Resignation of Secretary |

SEAL

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| 152. | The Directors shall provide for the safe custody of the Seal of the Company which shall only be used by the authority of a resolution of the Directors or of a committee of the Directors authorised to use the Seal. Every instrument to which the Seal shall be affixed shall be autographically signed by a Director and either by a second Director or by the Secretary or by another person appointed by the Directors for the purpose, save and except that, in the case of a certificate or other document of title in respect of any share, stock, loan stock or debenture as defined in the Act or any other obligations, warrants, call warrants or securities and instruments of any kind whatsoever relating to all the aforesaid created or issued or dealt with or marketed or sold by the Company, such certificate or document of title may be created or issued under the Seal or the Share Seal of the Company (for affixing onto share certificates only pursuant to Article 153 hereof), and the Directors may by resolution determine that such signatures may be affixed by some mechanical means or by such other means to be specified in such resolution. | Authority for use of Seal |
| 153. | The Company may also have a Share Seal pursuant to Section 63 of the Act. The Share Seal is a duplicate Seal of the Company with the addition on its face of the words "Share Seal" which is specifically used for affixing onto share certificates issued by the Company and the affixing of the Share Seal shall be authenticated in the manner set out in Article 152 hereof. | Share Seal |
| 154. | 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. | Seal for use abroad |

ACCOUNTS

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| 155. | (1) The Directors and managers of the Company shall cause proper books of accounting and other records to be kept which will sufficiently explain the transactions and financial position of the Company, including its subsidiaries and enable true and fair financial statements and any documents required to be attached thereto to be prepared and shall distribute copies of financial statements and other documents as required by the Act and Listing Requirements. | Books of account open to inspection by Directors |
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- (2) The Directors shall from time to time determine whether and to what extent and at what times and places 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 meeting of Members. Subject always to Section 245(5) and (6) of the Act, the books of accounting or records of operations shall be kept at the Office or at such other place as the Directors think fit and shall always be open to inspection by the Directors.

156. (1) The Directors shall cause to be prepared, sent to every Member and laid before the Company in its annual general meeting the audited financial statements and directors' report in accordance with the Act. The interval between the close of a financial year of the Company and the issue of the audited financial statements, the Directors' and Auditors' reports shall not exceed four (4) months.
- (2) A copy of each of the audited financial statements, the Directors' and Auditors' reports in printed form or in CD-ROM or other electronic form permitted under the Act or Listing Requirements or any combination thereof shall, not less than twenty-one (21) days (or such other shorter period as may be allowed by the Act or Listing Requirements) before the date of the annual general meeting, be sent to:
- (a) every Member;
 - (b) every person who is entitled to receive notice of meeting of Members;
 - (c) every auditor of the Company; and
 - (d) every holder of debentures of the Company upon request being made to the Company

Preparation and issuance of audited financial statements and directors' report

under the provisions of the Act or of this Constitution, provided that this Constitution shall not require a copy of these documents to be sent to any person of whose address the Company is not aware but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.

AUDIT

157. Auditors shall be appointed in accordance with Section 271 of the Act and their duties regulated in accordance with the provisions of the Act.
158. The Company at each annual general meeting shall appoint or re-appoint an auditor or auditors to hold office until the next annual general meeting and fix his or their remuneration in accordance with the provisions of the Act.
159. The Auditors shall be entitled to attend any meeting of Members and to receive all notices of and other communications relating to any meeting of Members which any Member is entitled to receive, and to be heard at any meeting of Members on any part of the business of the meeting which concerns the Auditors.

Appointment of Auditors

Appointment or re-appointment of Auditors

Auditors entitled to attend meeting of Members

DIVIDENDS AND RESERVES

160. (1) The Company may make a distribution of dividends to the Members out of profits of the Company available provided that the Company is solvent, and no dividend shall exceed the amount recommended by the Directors.
- (2) The Directors may authorise distribution of dividend at such time and in such amount as the Directors consider appropriate, if the Directors are satisfied that the Company will be solvent immediately after the distribution is made. The Company is regarded as solvent if the Company is able to pay its debts as and when it becomes due within twelve (12) months immediately after the distribution is made. If after a distribution is authorised and before it is made, the Directors cease to be satisfied on reasonable grounds that the Company will be solvent immediately after the distribution is made, the Directors shall take all necessary steps to prevent the distribution being made.

Distribution of dividends out of profit

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| 161. | The Directors may from time to time declare and pay to the Members such interim dividends as 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 and provided that the Directors act bona fide they shall not incur any responsibility to the holders of shares conferring any preferential rights for any damage that they may suffer by reason of 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. | Interim dividend |
| 162. | The Directors may, before authorising any distribution of dividend, set aside out of the profits of the Company such sums as they think proper as reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending any such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares in the Company) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide. | Setting aside profits as reserves |
| 163. | Subject to the rights of any person entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of call shall be treated for the purposes of this Article as paid up on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date that share shall rank for dividend accordingly. | Apportionment of dividends |
| 164. | <p>(1) The Directors may deduct from any dividend payable to any Member all sums of money, if any, immediately payable by him to the Company on account of calls or otherwise in relation to the shares of the Company held by him.</p> <p>(2) The Directors may retain the dividends payable upon shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a Member, or which any person is under those provisions entitled to transfer, until such person shall become a Member in respect of such shares or shall transfer the same.</p> | Power to deduct and retain dividends |
| 165. | The Directors in authorising a distribution of dividends may direct payment of such dividend wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other company or in any one or more of such ways and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors. | Distribution of specific assets |
| 166. | Subject to the provisions of the Act and Applicable Laws, 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 who is named on the Record of Depositors or Register of Members or to such person and to such address as the holder may in writing direct or by way of electronic transfer or remittance to such account or to such person as designated by such holder or the person entitled to such payment. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be made payable to the order of the person to whom it is sent and the payment of any such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall operate as a good and full discharge to the Company in respect of the payment represented thereby, notwithstanding that it may subsequently appear that the cheque or warrant has been stolen or that the endorsement thereon or the instruction for the electronic transfer or remittance has been forged. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be sent at the risk of the person entitled to the money thereby represented. | Mode of payment of dividend |

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

Transfer of shares
prior to declaration
of dividend

168. All dividends unclaimed for one (1) year after having been declared may be disposed of in accordance with the provisions of the Unclaimed Moneys Act, 1965. The payment by the Directors of any unclaimed dividend or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof.

Unclaimed
dividends

CAPITALISATION OF PROFITS

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

Bonus issue

170. Whenever such a resolution as aforesaid in Article 169 shall have been passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional shares or by payment in cash in discharging debentures of the Company or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits 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.

Power of
applications of
undivided profits

LANGUAGE

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

Translation

NOTICES, DOCUMENTS AND OTHER COMMUNICATION

172. (1) Any notice or document required to be sent to the Members and any other communication between the Company and the Members may, at the discretion of the Directors, be:
- (a) in hard copy, either personally or sent by post to him in a prepaid letter addressed to him at his last known address;
 - (b) in electronic form via electronic means by:
 - (i) transmitting to his last known electronic mail address; or

Service of notice
and/or documents

- (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 that can host the notice or document in a secure manner for access by the 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 the Members accordingly.

or

- (c) partly in hard copy or partly in electronic form. This shall include the service on the Member either personally or sent by post to his last known address of any notice or communication contained in electronic form such as CD-ROM, thumb drive or any other equipment or device used for the storage of data.
- (2) A Member's address, electronic mail address and any other contact details provided to the Central Depository shall be deemed as the last known address, electronic mail address and contact details respectively for purposes of communication including but not limited to service of notices and/or documents to the Members.

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

When service effected

- (a) where the notice or document is sent in hard copy by post, on the day of postage. In proving service by post, it shall be sufficient to prove that the letter containing the notice or document was properly addressed, stamped and placed into a post office letter box or by a letter from the Company Secretary certifying that the notice or document has been 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, 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; or
 - (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 the Company's website has been given pursuant to this Constitution; 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 electronic platform has been given pursuant to this Constitution.

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

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

Service of notice on person entitled to a share in consequence of death or bankruptcy of Member

175. (1) Notice of every meeting of Members shall be given in any manner hereinbefore authorised to:
- Who may receive notice of meeting of Members
- (a) every Member at his last known address;
 - (b) every person entitled to a share in consequence of the death or bankruptcy of a Member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting;
 - (c) the Auditors;
 - (d) the Directors; and
 - (e) the Exchange.
- (2) Save as otherwise provided in this Constitution or in the Act, no other person shall be entitled to receive notice of meetings of Members.
- (3) Any notice on behalf of the Company or of the Directors shall be deemed effectual if it purports to bear the signature of the Secretary, or a Director or other duly authorised officer of the Company.
- (4) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.
176. Any notice and/or document required by a court of law or otherwise required or allowed to be given by the Company to the Members or any of them, and not expressly provided for by this Constitution or which cannot for any reason be served in the manner referred to in this Constitution shall be sufficiently given if given by advertisement, and any notice and/or document required to be or which may be given by advertisement, shall be deemed to be duly advertised once advertised in a widely circulated newspaper in Malaysia in the national language or English language.
- Notice and/or document given by advertisement

WINDING UP

177. If the Company is wound up, the liquidator may after the payment or satisfaction of all liabilities of the Company including preferred payments under the Act, with the sanction of a special resolution of the Company, divide amongst the Members in kind the whole or any part of the assets of the Company (whether they 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, thinks fit, but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability.
- Distribution of assets in specie
178. Save that this Article shall be without prejudice to the rights of holders of shares issued upon special terms and conditions the following provisions shall apply:
- Distribution of assets to repay paid-up capital
- (1) if the Company shall be wound up and the assets available for distribution among the Members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the Members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding-up, on the shares held by them respectively; and
 - (2) if in a winding-up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding-up, the excess shall be distributed among the Members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding up, on the shares held by them respectively.
179. 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.
- Voluntary liquidation

DESTRUCTION OF DOCUMENTS

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| 180. | <p>The Company shall be entitled to destroy all instruments of transfer which shall have been registered at any time after a reasonable time from the date of registration thereof, and all share certificates and dividend mandates which have been cancelled or have ceased to have effect at any time after the expiration of one (1) year from the date of cancellation or cessation thereof, and all notifications of change of name or address after the expiration of one (1) year from the date they were recorded, and in favour of the Company it shall conclusively be presumed that every entry in the Register of Members which purports to have been made on the basis of an instrument of transfer or other document so destroyed was duly and properly made and every share certificate so destroyed was a valid certificate duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company provided that:</p> <ol style="list-style-type: none"> (1) the foregoing provisions of this Constitution shall apply only to the destruction of a document in good faith and without express notice that the preservation of such document was relevant to a claim; (2) nothing contained in this Constitution shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any other circumstances which would not attach to the Company but for the provisions of this Constitution; and (3) reference in this Constitution to the destruction of any document includes references to its disposal in any manner. | <p>Power to destroy documents</p> |
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SECRECY CLAUSE

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| 181. | <p>Save as may be expressly provided by the Act, no Member shall be entitled to enter into or upon or inspect any premises or property of the Company nor to require discovery of any information respecting any detail of the Company's trading, 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 interests of the Members of the Company to communicate to the public.</p> | <p>Discovery of Company's confidential information</p> |
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INDEMNITY

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| 182. | <p>Subject to Applicable Laws, every Director, Managing Director, Auditors, Secretary and other officers (as defined in the Act) for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred or sustained by him in or about the execution of his duties of his office or otherwise in relation thereto and the Company may effect insurance for such persons against such liability.</p> <p>The provisions of this Article shall not apply to any civil or criminal liability in respect of a breach of a Director of his duties under Section 213 of the Act.</p> | <p>Indemnity of Company's officers and Auditors</p> |
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RECONSTRUCTION

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| 183. | <p>On the sale of the undertaking of the Company, the Directors or the liquidators on a winding up may, if authorised by a special resolution, accept fully paid or partly paid-up shares, debentures or securities of any other company, either then existing or to be formed for the purchase in whole or in part of the property of the Company, and the Directors (if the profits of the Company permit), or the liquidators (on a winding up), may distribute such shares or securities, or any property of the Company amongst the Members without realisation, or vest the same in trust for them and any special resolution may provide for the distribution or appropriation of the cash, shares or other securities, benefits or property, otherwise than in accordance with the strict legal rights of the Members or contributories of the Company, and for valuation of any such securities or property at such price and in such manner as the meeting may approve, and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised, and waive all rights in relation thereto, save only in the case of the Company which is proposed to be or is in the course of being wound up, such statutory rights (if any) under Section 457 of the Act as are incapable of being varied or excluded by this Constitution.</p> | <p>Power of the Board and liquidators to accept shares, as consideration for sale</p> |
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EFFECT OF THE LISTING REQUIREMENTS

184.	(1) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done.	Effect of Listing Requirements
	(2) Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done.	
	(3) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).	
	(4) If the Listing Requirements require this Constitution to contain a provision and it does not contain such a provision, this Constitution is deemed to contain that provision.	
	(5) If the Listing Requirements require this Constitution not to contain a provision and it contains such a provision, this Constitution is deemed not to contain that provision.	
	(6) If any provision of this Constitution is or becomes inconsistent with the Listing Requirements, this Constitution is deemed not to contain that provision to the extent of the inconsistency.	

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