

The Companies Act 2016

MALAYSIA

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

of

United Malacca Berhad

Reg. No. 191001000010 (1319-V)

INCORPORATED ON 27TH DAY OF APRIL, 1910



SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA
(Agensi di bawah KPDNHEP)



**COMPANIES ACT 2016
(ACT 777)**

**CERTIFICATE OF INCORPORATION ON CHANGE
OF NAME OF COMPANY**

This is to certify that

**THE UNITED MALACCA RUBBER ESTATE BHD
191001000010 (1319-V)**

which was, on the 27th day of April 1910, incorporated under the Companies Act 1965, as a public company, on the 21st day of September 2000 changed its name to

UNITED MALACCA BERHAD

and that the company is a public company, and is a company limited by shares.

Dated at **KUALA LUMPUR** this 21st day of September 2000.



MY2209089113580
Scan to verify

DATUK NOR AZIMAH ABDUL AZIZ
REGISTRAR OF COMPANIES
MALAYSIA

A copy or extract issued pursuant to Section 601(2).



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SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA
(Agensi di bawah KPNHNP)



**COMPANIES ACT 2016
(ACT 777)**

**CERTIFICATE OF INCORPORATION
OF PUBLIC COMPANY**

This is to certify that

**THE UNITED MALACCA RUBBER ESTATE BHD
191001000010 (1319-V)**

is, on and from the 27th day of April 1910, incorporated under the Companies Act 1965, and that the company is a company limited by shares and that the company is a public company.

Dated at **KUALA LUMPUR** this 27th day of April 1910.



MY2209086941566
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DATUK NOR AZIMAH ABDUL AZIZ
REGISTRAR OF COMPANIES
MALAYSIA

A copy or extract issued pursuant to Section 601(2).





PEJABAT PENDAFTAR SYARIKAT
(Registry of Companies)
MALAYSIA

BORANG 13
AKTA SYARIKAT 1965
[Seksyen 23 (2)]

No. Syarikat

1319	V
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PERAKUAN PEMERBADANAN ATAS
PERTUKARAN NAMA SYARIKAT

Adalah diperakui bahawa
THE UNITED MALACCA RUBBER ESTATES, BERHAD

yang telah diperbadankan di bawah Akta Syarikat 1965, pada
27 haribulan April 1910, sebagai sebuah syarikat
awam, pada 21 haribulan September 2000,

telah menukar namanya kepada

UNITED MALACCA BERHAD

dan bahawa syarikat ini adalah sebuah syarikat awam

dan adalah sebuah syarikat berhad menurut syer.

Diberi di bawah tandatangan dan meterai saya di MELAKA

pada 21 haribulan September 2000

RAMLE BIN LEEN
PENOLONG PENDAFTAR SYARIKAT
MALAYSIA

Borang 13 (M) diperbadankan oleh Penguasa Pendaftaran Syarikat, Melaka, menurut Peraturan Pendaftaran No. 12 tahun 1984
pada 24/09/2000, di Seksyen 23 (2)

BORANG 14A
ACT SHARIKAT, 1965

(Maklumat 174)

No. Sharikat

Sekshen 23 (5)

L. 1319

PERAKUAN PERBADANAN SHARIKAT
SEBUAH SHARIKAT AWAM

Ini ada-lah memperakui bahawa THE UNITED MALACCA RUBBER ESTATES, LIMITED

yang telah di-perbadankan pada 27 haribulan April, 1910,
1886

di-bawah Ordinance¹ Sharikat Negeri² Tanah Melayu / 1908 (1908) Ordinance³ Sarawak
sa-belum Act ini di-Ruat Kuasakan
No. 18 tahun 1950 Ordinance Sarawak No. 38 tahun 1956 ada-lah di-sifatkan

sa-bagai telah mengubahkan nama-nya kepada THE UNITED MALACCA RUBBER
ESTATES, BERHAD

mulai dari 15hb April, 1966, dan bahawa sharikat itu ia-lah* sa-buah sharikat
berhad menurut sher.

Di-buat di-bawah tandatangan dan meteri saya di.. Kuala Lumpur,

pada.....3.....haribulan.....Julai....., 1969.



(Lee Moh Tet)
Penolong Pendaftar Sharikat, Malaysia

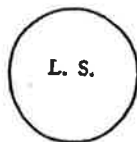
* Masokkan sama ada sharikat itu—

- (a) sa-buah sharikat berhad menurut sher;
- (b) sa-buah sharikat berhad menurut jaminan;
- (c) sa-buah sharikat berhad menurut sher dan jaminan;
- (d) sa-buah sharikat tidak berhad.

CERTIFICATE OF INCORPORATION
OF
THE UNITED MALACCA RUBBER ESTATES,
LIMITED.

I, FELIX HENRY VALENTINE GOTTLIEB, The Registrar of Joint Stock Companies, Singapore, do hereby certify that the UNITED MALACCA RUBBER ESTATES, LIMITED, is this day Registered and Incorporated under "The Companies Ordinance, 1889," and that this Company is Limited.

GIVEN under my hand and seal this 27th day of April, 1910.



(Sd.) F. H. V. GOTTLIEB,
Registrar of Joint Stock Companies,
Singapore.

THE COMPANIES ACT, 2016
MALAYSIA
PUBLIC COMPANY LIMITED BY SHARES
CONSTITUTION
OF
UNITED MALACCA BERHAD
Company No. 1319-V

1. The name of the Company is "UNITED MALACCA BERHAD".
2. The registered office of the Company will be situated in Malacca.
3. The objects for which the Company is established are:-

	Objects
(a) To enter into and carry into effect, with such (if any) modifications or alterations as may be agreed upon, an agreement dated the 20th day of April, 1910, and made between Tan Cheng Lock of the one part and E. L. Seth, acting on behalf of the Company of the other part being an agreement for the sale and purchase of certain plantations in Malacca.	Carry into effect Agreement
(b) (i) To carry on the business of planters, cultivators, receivers and buyers of Rubber and every kind of produce of the soil, to prepare, manufacture and render marketable any such produce, and to sell, dispose of and deal in any such produce, either in its prepared, manufactured or raw state, and either by wholesale or retail.	Carry on business as rubber planters, & c.
(ii) To work, win, get and render merchantable oil palm, stevia, coconut, cocoa and coffee, turn to account and deal with any mineral or other substances in or under or near to any lands of the Company, and any timber on such lands, and to carry on business as farmers, miners, merchants, warehouseowners, general store keepers and brokers and any other trade or business whatsoever which can, in the opinion of the Board, be advantageously carried on by the Company in connection with or as auxiliary to any expressly authorised business of the Company which that it believes will directly enhance the value of or render profitable any of the Company's properties or rights.	

- | | | |
|-----|--|---|
| (c) | To purchase, take on lease or in exchange, or on grant from the relevant authority, hire or otherwise acquire and hold for any estate or interest, any lands, building, easement, rights, privileges, concessions, machinery, patent, plant, stock-in-trade, and any real and personal property of any kind necessary or convenient for the Company's business. | Acquire lands, buildings, & c. |
| (d) | To erect, construct, lay down, enlarge, alter and maintain any buildings, works, conveniences, and machinery necessary or convenient for the Company's business, or which may seem calculated directly or indirectly to benefit the Company's property or rights, or any of such property or rights. | Erect building, & c. |
| (e) | To borrow and raise money for the purpose of the Company's business. | Borrow money |
| (f) | To mortgage and charge the undertaking and all or any of the real and personal property, present or future, and all or any of the uncalled capital for time being of the Company and to issue debentures, mortgage debentures and debenture stock payable to bearer or otherwise, and either permanent or irredeemable or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or order assurance, and to confer upon the trustees of any such deed all such powers of management and realisation whether before or after the security constituted by the deed has become enforceable, and also such powers of control, supervision and vote as the Company may think expedient. | Mortgage and charge undertaking, & c. |
| (g) | To issue and deposit any securities which the Company has power to issue by way of mortgage, to secure any sum less than the actual value of such securities, and also by way of security for the performance or any contracts of obligations of the Company. | Issue and deposit securities |
| (h) | To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the debts and contracts of customers and others, and to make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others. | Receive deposits and loans and guarantee debts and contracts and make advances, act as bankers. |
| (i) | To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Company or the dependents of such persons, and to establish and support, or to aid in the establishment and support of any school, and any educational, scientific, literary, religious or charitable | Grant pensions, & c. Support and subscribe in school and other Institutions and |

institutions, or trade societies, whether such societies be solely connected with the trade carried on by the Company or its predecessors in business or not and any clubs or other establishments calculated to advance the interests of the Company or of the persons employed by the Company or its predecessors in business.

trade societies

- (j) To make, accept, endorse and execute promissory notes, bills of exchange and other negotiable instruments. Make and accept bills of exchange, & c.
- (k) To issue any shares of the Company as fully or partly paid-up, and to invest, and deal with the monies of the Company, not immediately required, upon such securities and in such manner as may from time to time be determined. Issue shares and invest moneys
- (l) To purchase its own shares in the manner and to the extent permitted by and subject to the provisions of the Companies Act, 2016 and the requirements of the Bursa Malaysia Securities Berhad and any applicable laws, rules, regulations and guidelines for the time being in force, including any modifications, amendments and re-enactments in relation thereto. Share buy back
- (m) To pay for any property or rights acquired by the Company either in cash or shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as the Company may determine. Pay for property & c., in cash or shares
- (n) To remunerate any person or Company for services rendered or to be rendered in placing or assisting to place any of the shares or securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business. Pay brokerage and commissions
- (o) To accept payment for any property or rights sold, or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in shares, of any Company, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of mortgage or by debentures or mortgage debentures or debenture stock or other securities of any company, or partly in one mode and partly in another, and generally on such terms as the Company may determine. Accept payment in cash or shares, & c.
- (p) To enter into partnership or joint venture arrangement or any arrangement for sharing profits, union of interests or co-operation with any company or person carrying on or Enter into partnership or joint purse arrangements,

proposing to carry on any business within the objects of this Company and to acquire and hold shares or securities of any such company. & c.

- (q) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the undertaking, assets and liabilities of or the carrying on of any business within the objects of this Company, or shall be deemed as in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold shares or securities of and to guarantee any shares or securities issued by or any other obligations of any such company. Promote other companies
- (r) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purpose of the Company. Purchase other business or property
- (s) To sell, improve, manage, develop, turn to account, exchange, let out on rent, royalty, share of profits or otherwise, grant licences, easements and other rights of and over and in any other manner deal with or dispose of the undertaking and all or any of the property for the time being of the Company. Sell or otherwise deal with undertaking
- (t) To amalgamate with any other Company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for shares or otherwise) of the undertaking, subject to the liabilities of this or any such other Company aforesaid with or without winding up, or by sale or purchase (for shares or otherwise) of all the shares of this or any such other Company as aforesaid, or by partnership or any arrangement of the nature or partnership or in any other manner. Amalgamate with other company
- (u) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, whether by way of dividend or upon a return of capital, but so that no distribution amounting to a reduction of capital, be made except with the sanction (if any) for the time being required by law. Distribute property among Members
- (v) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors, or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise and to do all such other things as are incidental or conducive to the above objects or any of them. Generally to do things conducive to above objects

AND it is hereby declared that the word "COMPANY" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated, and whether domiciled or constituted in the Straits Settlements, the Federated Malay States, the United Kingdom or elsewhere.

4. The liability of the Members is limited.

Liability of
Members

WE, the several persons whose names and addresses were subscribers upon formation of the Company, respectively agreed to take the number of Shares in the capital of the Company set opposite our respective names.

Name, Address and Description of Subscribers		Number of shares taken by each Subscriber
YEO TECK SOON,	Singapore, Broker.	ONE
TAN ENG QUEE,	Singapore, Broker.	ONE
CHUA KIP TAY,	Singapore, Clerk.	ONE
WEE KAY HIN	Singapore, Clerk.	ONE
LEE PANG LENG,	Singapore, Merchant	ONE
LEE CHIM TEK,	Singapore, Contractor.	ONE
PHUA LIP SIAN,	Singapore, Merchant	ONE

Dated the 27th day of April, 1910.

5. The provisions set out in the Third Schedule to the Companies Act, 2016 shall not apply to the Company, except in so far as the same are repeated or contained in this Constitution.
6. In this Constitution the words standing in the first column of the Table shall bear the meanings set opposite to them respectively in the second column, if not inconsistent with the subject or context:-

Third
Schedule not
to apply.

Definitions

"Act"

The Companies Act, 2016 or any statutory modification, amendment or re-enactment thereof for the time being in force;

"beneficial owner"	In relation to deposited securities, means the ultimate owner of the deposited securities who is entitled to all rights, benefits, powers and privileges and is subject to all liabilities, duties and obligations in respect of, or arising from, the deposited securities and does not include a nominee of any description;
"Board"	The board of directors of the Company for the time being;
"Central Depositories Act"	Securities Industry (Central Depositories) Act 1991 or any statutory modification, amendment or re-enactment thereof for the time being in force;
"Central Depository"	Bursa Malaysia Depository Sdn. Bhd. (165570-W) which expression shall include any successors thereof;
"Company"	United Malacca Berhad (1319-V);
"Constitution"	This Constitution as originally framed or as altered from time to time by special resolution;
"Depositor"	A holder of Securities Account established by the Central Depository;
"Deposited Security"	A security in the Company standing to the credit of a Securities Account of the Depositor subject to the provisions of the Central Depositories Act and the Rules;
"Directors"	The Directors for time being of the Company as a body, or a quorum of the Directors present at a meeting of the Directors;
"dividend"	Includes bonus;
"Entitled Member"	Any Member of the Company for the time being shall be entitled under the provisions of this Constitution to receive notice of, and to attend and vote at general meeting or meetings of the Company but excluding any

	Member who has not paid all calls and other moneys for the time being due and payable on and in respect of the shares in the Company held by him;
"Year"	Year from the 1st January to the 31st December inclusive;
"in writing"	Written, printed or lithographed, or visibly expressed in all or any of these or any other modes of representing or reproducing words;
"Listing Requirements"	The main market listing requirements of Bursa Malaysia Securities Berhad as may be amended from time to time including any re-enactment thereof;
"Market Day"	Any day between Monday and Friday which is not a public holiday or not a day on which there is no trading on the Stock Exchange;
"Member"	Any person or persons for the time being holding shares in the Company and whose names appear in the Register of Members (except the Bursa Malaysia Depository Nominees Sdn. Bhd.) and subject to the provisions of the Central Depository Act any depositor/depositors for the time being of any deposited security whose names appear on the Record of Depositors;
"Month"	Calendar month;
"Office"	The registered office of the Company;
"Person"	This expression shall include a body of persons, corporate or unincorporated;
"Record of Depositors"	A record provided by the Central Depository to the Company under Chapter 24.0 of the Rules;
"Register of Members"	The register of members maintained by the Company under Section 50 of the Act;

"Rules"	The Rules of the Central Depository and any appendices thereto including any modification or amendment thereof that may be made from time to time;
"Seal"	The Common Seal of the Company;
"Securities"	Debentures, stocks and shares of the Company and includes any right or option in respect thereof;
"Securities Account"	An account established by the Central Depository for a Depositor for the recording of deposit of securities and for dealing in such securities by the Depositor as permitted by under the Central Depositories Act and/or the Rules;
"Statutes"	The Act and every other law for the time being in force concerning and affecting the Company;
"Stock Exchange"	Bursa Malaysia Securities Berhad and/or other stock exchange on which the Securities of the Company are quoted.

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

Words importing the masculine gender only shall include the feminine and neuter gender, and

Subject as aforesaid, any words defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in this Constitution.

BUSINESS

7. No part of the funds of the Company shall be used for the purpose of the purchase of shares in the Company and the Company shall not, except as authorised by Section 123 of the Act, give any financial assistance for the purpose of or in connection with any purchase of, or subscription for, shares in the Company nor, except as authorised by Section 224 of the Act, make, guarantee or provide any security in connection with a loan to any Director of the Company or a company which is deemed to be related to the

Funds of the Company not to be used for purchase of Company's shares or loan to Directors

Company by virtue of Section 7 of the Act.

8. The Company shall have the power, subject to and in accordance with Section 127 of the Act and any rules, regulations and guidelines thereunder issued by Bursa Malaysia and any other relevant authorities in respect thereof for the time being in force to purchase its own shares and thereafter to deal with the shares purchased in accordance with the provisions of the Act and any rules, regulations and guidelines thereunder issued by Bursa Malaysia and any other relevant authorities in respect thereof.
- Share buyback

SHARES

9. Any shares for the time being unissued, and any new shares from time to time to be created, may from time to time be issued with any such guarantee or any such right of preference, whether in respect of dividend or of repayment of capital, or both or any such other special privilege or advantage over any shares previously issued or about to be issued, or subject to any conditions or provisions, and with any such right or without any right of voting, and generally on such terms as the Company may from time to time by special resolution determine. Nevertheless, the rights or privileges attached to any class of shares (including any class of shares in the original capital) may be affected, altered, modified, or dealt with in accordance with the provisions in that behalf contained in this Constitution as originally framed or as altered by special resolution.
- Issue of Shares with preference, & c.
10. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares already issued, any shares in the Company (whether forming part of the original capital or not) shall be issued only with the prior approval of the Company in general meeting and in accordance with Sections 75 and 76 of the Act and may be issued with or have attached thereto such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by ordinary resolution determine provided that:-
- Power to issue shares
- (a) the holders of preference shares shall have the same rights as the holders of ordinary shares as regards receiving notices, reports and audited accounts and attending general meetings of the Company but such holders shall not be entitled to vote at any such meeting unless:
- (i) the meeting is convened for the purpose of reducing any part of the share capital of the Company (other than repayment in the course of a winding up of the Company) in accordance with this Constitution, or to wind up the Company, or to sanction the disposal of the whole of the property, business and undertaking of the Company, or where the proposition directly affects their

rights and privileges (in which case the holders of the preference shares shall be entitled to vote only on such resolution); or

(ii) at the date of the notice convening the meeting the dividend or part of the dividend on the preference shares in arrears for more than six (6) months; or

(iii) during the period of winding-up of the Company

(b) the holders of preference shares shall be entitled to a return of the capital paid up on these shares (together with a sum equal to any arrears or deficiency of the fixed dividend calculated down to the date of the return of capital) in priority to any payment to the holders of the ordinary shares on a winding up of the Company, but the preference shares shall not entitle the holders thereof to any further or other participation in the profits or assets of the Company.

11. The Company must ensure that all new issues of shares for which listing is sought are made by way of crediting the Securities Accounts of the allottees with such shares save and except where it is specially exempted from compliance with the Central Depositories Act, in which event it shall similarly be exempted from compliance with the Listing Requirements. For this purpose, the Company must notify the Central Depository of the names of the allottees and all such particulars required by the Central Depository, to enable the Central Depository to make the appropriate entries in the securities accounts of such allottees. Issue of new shares
12. The Company must not cause or authorise the registrars to cause the securities accounts of the allottees to be credited with the additional shares until after the Company has filed with Bursa Malaysia an application for listing of such additional shares and been notified by Bursa Malaysia that the shares have been authorised for listing. Crediting of Securities Accounts
13. Subject to Section 72 of the Act, any preference shares may be issued on the terms that they are or at the option of the Company are liable, to be redeemed. The shares shall be redeemable only if the shares are fully paid up and the redemption shall be out of- Preference shares redeemable
 - (a) profits;
 - (b) a fresh issue of shares; or
 - (c) capital of the company.

The redemption of the preference shares shall not be taken as reducing the amount of share capital of the Company.
14. (a) Whenever the capital of the Company is divided into different classes of shares, the special rights attached to any class may, either with the consent in writing of the Entitled Modification of rights of classes of

Members being holders representing not less than seventy-five per centum (75%) of the total voting rights of the shareholders in the class or a special resolution by shareholders in that class sanctioning the variation (but not otherwise), be modified or abrogated, and may be so modified or abrogated either while the Company is a going concern or during or in contemplation of a winding up. To every such separate meeting all the provisions of this Constitution relating to general meetings or to the proceedings thereat shall, mutatis mutandis, apply, except that the necessary quorum shall be two Entitled Members at least holding or representing by proxy one-third of the issued shares of the class held by Entitled Members (but so that if the meeting of such holders shall stand adjourned to another day and time and at such adjourned meeting a quorum as above defined is not present, those Entitled Members who are present at such adjourned meeting in person or by the proxy shall be a quorum) and that the Entitled Members being holders of shares of the class shall, on a poll, have one vote for every share of the class held by them respectively,

- (b) The special rights conferred upon the holders of any shares or class of shares issued with preferred or other special rights shall not, unless otherwise expressly provided by the terms of issue of such shares of that class or by this Constitution as are in force at the time of such issue, be deemed to be modified by the creation or issue of further shares ranking *pari passu* therewith. In this regards, the Company shall not unless with the consent of the existing preference shareholders at a class meeting or pursuant to Clause 14(a) hereof issue further preference capital ranking in priority above preference shares already issued but may issue preference shares ranking equally therewith.
15. The repayment of preference share capital other than redeemable preference capital, or any other alteration of preference shareholders' rights, may only be made pursuant to a special resolution of the preference shareholders concerned, PROVIDED ALWAYS that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing representing not less than seventy-five per centum (75%) of the total voting rights of the preference capital concerned within two (2) months from the meeting, shall be valid and effectual as a special resolution carried at the meeting. Alteration of rights of preference shareholders
 16. If shares of a class other than ordinary shares are issued, the rights attaching to these shares shall be clearly expressed and set out in this Constitution. Rights of other class shares
 17. Subject to any conditions imposed by Bursa Malaysia and/or other relevant authorities, no shares shall be issued which shall Transfer of controlling

have the effect of transferring a controlling interest in the Company to any person or corporation without the prior approval of the Members in a general meeting. interest

18. Except with the approval of the Company in general meeting, the Company shall not:- Certain issue of shares to be specially authorised
- (a) In the case of shares offered to the public for subscription, the amount payable on application on each share offered shall not be less than five per centum (5%) of the offer price of each share; or
 - (b) Grant any right or option to full time employees and/or Directors to take up any shares whether under a scheme or otherwise.
19. Notwithstanding anything to the contrary in this Constitution, no Director shall participate in a grant or an issue of shares to employees of the Company unless the Members in a general meeting have approved specifically the details of the amount of shares or options to be issued to such Director. Issue of shares to Directors
20. (a) Subject to paragraph (b) below, all new shares or other convertible securities proposed to be issued shall before they are issued be offered to such persons as are at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise so 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 Clause. Offer of shares to existing members
- (b) No such offer of shares referred to in paragraph (a) above shall be required if:-
- (i) Subject to this Constitution, the Company shall by ordinary resolution in general meeting otherwise determine; or
 - (ii) The shares proposed to be issued together with all other shares previously issued during the preceding twelve

(12) months do not in aggregate exceed an amount equal to ten per cent (10%) of the total number of the issued share (excluding treasury shares) of the Company as at the commencement of such Financial Year or such other amount as may from time to time be fixed by Bursa Malaysia or by successor bodies carrying on their functions; and subject to the existing laws such Bursa Malaysia or successors bodies have agreed that no prior approval from Members of the Company in general meeting need be obtained to make such offer of shares to persons other than such Members.

- | | | |
|-----|---|--|
| 21. | The Company may exercise the powers of paying commissions conferred by Section 80 of the Act, provided that the commissions paid or agreed to be paid shall not exceed ten per centum (10%) of the price at which the shares in respect of which the commissions are paid are issued and shall be disclosed in the manner required by that Section. The Company may on any issue of the shares pay such brokerage as may be lawful. | Powers of paying commissions and brokerage |
| 22. | If any shares of the Company 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 lengthened period, the Company may, subject to the conditions and restrictions prescribed by Section 130 of the Act, pay interest on so much of that share capital as is for the time being paid up, and may charge the same to capital as part of the cost of construction of the works, buildings or plant. | Shares issued for purposes of raising money for construction of works or buildings |
| 23. | Except as authorised by law and as provided under the Rules, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share or (except only as by this Constitution or by law or the Rules) any interest in any fractional part of a share or any other right in respect of any share an absolute right to the entirety thereof in the registered holder. | Trusts not to be recognised |
| 24. | The Company may by notice in writing, require any Member of the Company, within such reasonable time as is specified in the notice: | Information of shareholding |
| | (a) to inform the Company whether he holds any voting shares in the Company as beneficial owner, authorised nominee or as trustee; and | |
| | (b) if he holds the shares as trustee or authorised nominee, to indicate so far as he can, the persons for whom he holds the shares by name and other particulars sufficient to enable those persons to be identified and the nature of their interest. | |

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| 25. | Subject to the provisions of the Act, the Central Depositories Act, the Listing Requirements and the Rules, the Company shall allot shares and despatch notices of allotment to the allottees, within eight (8) market days of the final applications' closing date for an issue of shares or such other period as may be prescribed by Bursa Malaysia. | Allotment |
| 26. | The Registrar of the Company shall only issue jumbo certificates in respect of shares or securities in favour of Bursa Malaysia Depository Nominees Sdn Bhd as it may be directed by the Securities Commission 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. | Despatch of Certificate |
| 27. | The Company shall not be bound to register more than three (3) persons as the joint holders of any share or shares (except in the case of legal personal representatives or trustees of a deceased Member). | Joint Holders |
| 28. | Subject to the provisions of this Constitution, no shareholder shall be entitled to receive any dividend or to be present or vote at any meeting or upon a poll, or to exercise any privilege as a member, until he shall have paid all calls for the time being due and payable on every share held by him, together with interest and expenses (if any). For the avoidance of doubt, a non-Entitled Member shall under no circumstances be entitled to vote at any meeting of the Company. | Condition precedent to entitlement of dividend vote and privileges |

CALLS ON SHARES

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| 29. | The Directors may from time to time make calls upon the Members in respect of any money unpaid on their shares or on any class of their shares and not by the conditions of allotment thereof made payable at fixed time.

In the event of the Directors making such calls:-

(a) no call shall exceed one-fourth (1/4) of the issued price of each share or be payable at less than thirty (30) days from the date fixed for the payment of the last preceding call; and

(b) each Member shall, subject to receiving at least fourteen (14) days' notice specifying the date, time and place of payment, pay to the Company the amount called on his shares.

A call may be made payable by instalments. A call may be revoked or postponed as the Directors may determine. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed. | Calls and when payable |
| 30. | The joint holders of a share shall be jointly and severally liable to | |

pay all calls in respect their shares.

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| 31. | If before or on the day appointed for payment thereof a call payable in respect of a share is not paid, the person from whom the amount of the call is due shall pay interest on such amount at the rate of eight per centum (8%) per annum from the day appointed for payment thereof to the time of actual payment, but the Directors shall be at liberty to waive such interest wholly or in part. | Interest on calls |
| 32. | Any sum which by the terms of allotment of a share is made payable upon issue or at any fixed date and any instalment of a call shall for all purposes of this Constitution be deemed to be a call duly made and payable on the date fixed for payment and in case of non-payment the provisions of this Constitution as to payment of interest and expenses, forfeiture and the like, and all other relevant provisions of this Constitution shall apply as if such sum were a call duly made and notified as hereby provided. | Non-payment of calls |
| 33. | The Directors may from time to time, make arrangements on the issue of shares for varying the amounts and times of payment of calls as between shareholders. | Differences in calls and payments |
| 34. | The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become presently payable) pay or allow such interest as may be agreed upon between the Directors and the Members at a rate not exceeding eight per centum (8%) per annum, in addition to the dividend payable upon such part of the shares in respect of which such advance has been made as is actually called up. Capital paid in advance of calls shall not while carrying interest confer a right to participate in profits. In any event, except in a liquidation, sums paid in advance of calls shall not, until the same would for such advance have become payable, be treated as paid up on the shares in respect of which they have been paid. | Calls may be paid in advance |

TRANSFER OF SHARES

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| 35. | The transfer of any listed security or class of listed security of the Company, shall be by way of book entry by the Central Depository in accordance with the Rules and notwithstanding Sections 105, 106 and 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 and Clause 48 hereof, the Company shall be precluded from registering and effecting any transfer of such shares. Subject to the restrictions of this Constitution, the Central Depositories Act and the Rules, all transfers of shares may be effected in writing in the form prescribed and approved by Bursa Malaysia, the Registrar of Companies and the Rules, where applicable. | Transfer in writing |
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36. Subject to the provisions of the Central Depositories Act and the Rules, the transferor shall remain the holder of the shares concerned until the name of the transferee is entered in the Record of Depositor in respect thereof. Transferor shall remain holder
37. (a) The Directors may refuse or delay to register any transfer of shares, if:- Refusal to register transfer
- (i) the shares are not fully paid up; or
- (ii) the Company has a lien on the shares;
- by passing a resolution to refuse or delay the registration of the transfer within thirty (30) days from the receipt of the instrument of transfer. The resolution shall set out in full the reasons for refusing or delaying the registration of the transfer.
- (b) If the Board refuses to register or delays registering a transfer, it shall within seven (7) days of the passing of the resolution in Clause 37(a) above, send to the transferor and the transferee written notice of the refusal and the precise reason thereof.
38. Any fee charged on the transfer of shares shall not exceed RM3/- per transfer or such sum as may be permitted by Bursa Malaysia governing the registration of transfer securities plus any stamp duty levied by the Government concerned from time to time. Fee for transfer
39. Neither the Company nor its Directors nor any of its offices shall incur any liability for registering or acting upon a transfer of shares apparently made by proper parties, although the same may, by reason of 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. In every such case, the person registered as transferee, his legal personal representatives 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 title thereto. No liability for wrongful transfer
40. Subject to the provisions of the Central Depositories Act and the Rules, every instrument of transfer shall be in writing and in the form approved in the Rules and shall be presented to the Central Depository with such evidence (if any) as the Central Depository may require to prove the title of the intending transferor and that the Share certificate evidence of title

intended transferee is a qualified person.

41. All instruments of transfer which shall be registered shall be retained by the Company, but any instrument of transfer which the Directors may decline to register shall, upon demand, be returned to the persons depositing the same except when the Directors have reason to believe or reasonably respect that a fraud may have been committed. When transfer to be retained
42. The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty (30) days in any year. The Company shall give Bursa Malaysia prior written notice and publication in a daily newspaper circulating in Malaysia of the period of the intended suspension or closure and the purposes thereof, which notice shall be ten (10) market days or such number of days as may be prescribed by Bursa Malaysia. In relation to the closure, the Company shall give written notice in accordance with the Rules to the Central Depository to prepare the appropriate Record of Depositors. Closing of register

TRANSMISSION OF SHARES

43. In the case of the death of a member, the persons recognised by the Company as having any title to his interest in the shares or debentures shall be- Death of member
- (a) where the deceased was a sole holder, the legal personal representatives; and
 - (b) where the deceased was a joint holder, the survivor,
- but nothing in this Clause shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
44. Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon the production of such evidence as to his title as may from time to time be properly required by the Central Depository and 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 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. Person becoming entitled on death or bankruptcy of member may be registered
- Provided always that where the share is a Deposited Security, subject to the Rules, the provisions of the Act and this Constitution, a transfer of the share may be carried out by the person becoming so entitled.

45. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing by him stating that he so elects, provided that where the shares are Deposited Securities and the person becoming entitled elects to have the shares transferred to him, the aforesaid notice must be served by him on the Central Depository. If he shall elect to have his nominee registered, he shall testify his election by executing a transfer of such shares to his nominee. The Company shall register the person as a shareholder in respect of the shares within sixty (60) days from receiving the notification. All the limitations, restrictions and provisions of the Act and this Constitution relating to the right to transfer shares and the registration of transfer thereof shall apply to any such notice or transfer as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer executed by that Member.
46. Subject to this Constitution, a person becoming entitled to the shares by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share except that he shall not be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company if he has not been registered as the registered holder of the share or if being so registered or otherwise he is a non-Entitled Member in respect of the share. If the person becoming entitled elects to have the shares transferred to him, the aforesaid notice shall be given to the Central Depository and subject to the Rules, a transfer of the shares may be carried out by the person becoming so entitled.
47. The Directors may at any time give notice requiring any such person to elect to register himself or to transfer the shares, and if the notice is not complied with within ninety (90) days from the date of such notice the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.
48. Where:
- (a) the securities of the Company are listed on another stock exchange; and
 - (b) the Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29 of the Securities Industry (Central Depositories) (Amendment) Act 1998, as the case may be, under the Rules in respect of such securities:-

Person electing to be registered to give notice

Dividends and voting powers

Directors to give notice to register

Transmission of shares from Foreign Register

the Company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the Registrar of the Company in the jurisdiction of the other stock exchange, to the register of

holders maintained by the Registrar of the Companies in Malaysia and vice versa provided that there shall be no change in the ownership of such securities.

FORFEITURE OF SHARES

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| 49. | If any Member fails to pay the whole or any part of any call within a stipulated time, the Directors may at any time thereafter, during such time as the call, or any part thereof remains unpaid, serve a notice on him requiring him to pay the amount unpaid together with interest at eight per centum (8%) per annum, compensation and any expenses that may have accrued by reason of such non-payment. | Directors may require payment of call with interest and expenses |
| 50. | The notice shall specify a date on or before which such call or such part as aforesaid, and all interest and expenses that have accrued by reason of such non-payment, are to be paid. It shall also state that, in the event of non-payment at or before the time, the shares in respect of which such call was made will be liable to be forfeited. | Notice requiring payment to contain certain particulars |
| 51. | If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls, interest, compensation and expenses due in respect thereof 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. | On non-compliance with notice shares forfeited on resolution of Directors |
| 52. | 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 the person entitled to the share by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof shall forthwith be made in the Register of Members opposite to the share; but 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 to be given and entered in Register of Members |
| 53. | 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 such further terms (if any) as they shall see fit. | Directors may allow forfeited share to be redeemed |
| 54. | Every share which shall be forfeited shall thereupon become the property of the Company, and may be either cancelled or sold, or re-allotted, or otherwise disposed of either to the person who was before forfeiture the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit. For the purpose of the sale the Directors may | Shares forfeited belong to Company and power to dispose |

authorise some persons to transfer the shares sold to the purchaser thereof.

55. A member whose shares have been forfeited shall cease to be a Member in respect of the forfeited share, but shall, notwithstanding, be liable to pay to the Company all calls made and not paid on such shares at the time of forfeiture, and interest or compensation at the rate of eight per centum (8%) from the date of the forfeiture on the money for the time being unpaid if the Directors think fit to enforce payment of the interest or compensation, and the Member's liability shall cease if and when the Company receives payment in full of all such money in respect of the shares. Holders of forfeited shares liable for call made before forfeiture
56. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company, and that the shares have been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated against all persons claiming to be entitled to the shares, and such declaration and the receipt of the Company for the consideration (if any) given for the shares on the re-allotment or re-issue thereof shall constitute a good title to the shares, and the person to whom the shares are re-allotted or re-issued shall be registered as the holder thereof, and this title to the shares shall not be affected by any irregularity or invalidity in the proceedings relative to the forfeiture, re-allotment or re-issue of the shares. Title to forfeited shares
57. Subject to any lien for sums not presently payable, if any, residue of the proceeds of re-allotment or re-issue of shares which are forfeited 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 to his legal personal representatives or assigns or as he shall direct. Application of proceeds of re-allotment
58. 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 the shares, become payable at a fixed time, as if the same had been payable by virtue of a call duly made and notified. Non-payment of calls

LIEN

59. The Company shall have a first and paramount lien on all shares (not being fully paid shares) for all monies (whether presently payable or not) called or payable at a fixed time in respect of those shares, such lien shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such monies were due and unpaid and on the shares of a Member or deceased Member for such amounts as the Company may be called upon by law to pay and has paid in respect of such shares, but the Directors may at any time declare any shares to be wholly or in part exempt from the provisions of this Constitution. The Company's lien, if any, on Paramount lien

the shares shall extend to all dividends payable thereon.

60. 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:
- Notice to pay
- (a) a sum in respect of which the lien exists is presently payable; and
 - (b) until the expiration of fourteen (14) days after a notice in writing, stating and demanding payment of the sum presently payable and giving notice of intention to sell in default, shall have been given to the holder for the time being of the shares or the person entitled thereto by reason of his death or bankruptcy.
61. Upon any sale being made by the Directors of any share to satisfy the lien of the Company thereon, the proceeds shall be applied first, in the payment of all costs of such sale, next, in satisfaction of the debt, obligation or liability of the Member to the Company including accrued interest, and the residue (if any) shall be paid to the Member whose shares have been forfeited or his executors, administrators or assignees or as he directs.
- Application of sale proceeds
62. To give effect to any such sale of shares the Directors may authorise some person to transfer the shares sold to the purchaser of the shares who 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. The purchaser's title to the shares shall not be affected by any irregularity or invalidity in the proceedings relating to the sale.
- Transfer of shares under lien

INCREASE OF CAPITAL

63. The Company may from time to time by ordinary resolution increase its capital by the creation of new shares of such amount as may be deemed expedient, such aggregate increase to be divided into shares of such respective amounts as the Company by the resolution authorising such increase directs. The new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the general meeting resolving upon the creation thereof shall direct, and in particular, such new shares may be issued with a preferential or qualified right to dividends, and in the distribution of the assets of the Company and with a special or restricted or without any right to voting.
- Power to increase
64. Unless otherwise determined by the Company in general meeting, any original shares for the time being unissued and any shares from time to time to be created shall before they are issued, be offered to the Members in proportion as nearly as the circumstances admit to the number of shares to which they are entitled. Such offer shall be made by notice specifying the number
- Right of existing Members to take up new shares

of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of those shares in such manner as they think most beneficial to the Company. The Directors may, in like manner dispose of any such new share as aforesaid, which, by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares, cannot in the opinion of the Directors be conveniently offered under this Constitution.

65. Subject to any directions that may be given in accordance with the powers contained in this Constitution, any capital raised by the creation of new shares shall be considered as part of the original capital, and as consisting of ordinary shares, and shall be subject to the same provisions with reference to the payment of calls, transfer, transmission, forfeiture, lien and otherwise as if it had been part of the original capital.
- New Shares to be considered as part of original capital

ALTERATIONS OF CAPITAL

66. The Company may alter its share capital by passing a special resolution to:-
- Power to consolidate, cancel and sub-divide share
- (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 is derived from;
 - (b) convert all or any of its paid-up shares into stock and may reconvert that stock into paid-up shares;
 - (c) subdivide its shares, or any of them, however the shares or any of them are subdivided, 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;
 - (d) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its shares capital by the amount of the shares so cancelled; or
 - (e) reduce its share capital.

CONVERSION OF SHARES INTO STOCK

67. The Company in general meeting may by special resolution convert any paid-up shares into stock, and re-convert any stock into paid-up shares.
- Conversion of shares into stock &

up shares of any number.

reconversion

68. The holders of stock may transfer the same or any part thereof in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might prior to conversion have been transferred, or be transferred in the closest manner as circumstances admit, but the Directors may from time to time fix the minimum amount of stock transferable and may restrict or forbid the transfer of fractions of that minimum.
69. The holders of stock shall, according to the amount of the stock held by them, have the rights, privileges and advantages as regards dividends, participation in assets on a winding up, voting at meetings and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred such privilege or advantage.
70. Such of the provisions of this Constitution as are applicable to paid-up shares shall apply to stock, and the words 'share' and 'shareholder' therein shall include 'stock' and stockholder'
- Transfer of stock
- Rights of stockholders
- Provisions applicable to paid-up shares to apply to stocks

GENERAL MEETINGS

71. (a) The Company shall, in each calendar year, hold an annual general meeting, in addition to any other meetings in that year within six (6) months of the Company's Financial Year end and not more than fifteen (15) months shall elapse between the date of one annual general meeting and that of the next unless the Registrar of Companies, on the application of the Company, has permitted the extension of the said period to such periods as the Registrar considers appropriate, upon being satisfied with the reasons provided.
- (b) All general meetings other than annual general meetings shall be called extraordinary general meetings.
72. The Directors may, whenever they think fit, convene an extraordinary general meeting, and the Directors shall convene an extraordinary general meeting on the requisition of Members representing at least ten per centum (10%) of the paid up capital of the Company carrying the right of voting at meetings of Members as provided under Section 311 of the Act, or if the Directors do not in accordance with Section 312 of the Act call for the meeting within fourteen (14) days after the date of the requisition, such meeting may be convened by the requisitionists, as provided by Section 313
- Annual General Meeting
- Extraordinary General Meeting
- Calling Extraordinary General Meeting

of the Act, in the same manner as nearly as possible as that in which meetings are requisitioned to be convened by the Directors.

73. In the case of an extraordinary general meeting called in pursuance of a requisition, if the requisition received by the Company identifies a resolution intended to be moved at the meeting, the notice of the meeting shall include the text of the resolution. No business other than that stated in the requisition as the objects of the meeting shall be transacted. Business at meetings called by requisition
74. The time and place of any Meeting shall be determined by the conveners of the meeting. Time and place
75. (a) The Company may hold a meeting of its members at more than one venue within Malaysia using any instantaneous telecommunication device that allows members a reasonable opportunity to participate in the meeting and the chairperson shall be present at the main venue of the meeting; and
- (b) Participation by members at different venues shall be counted as quorum.

NOTICE OF GENERAL MEETINGS

76. Subject to the provisions of the Act relating to shorter notice, (i) at least fourteen (14) clear days' notice in writing before any general meeting (ii) at least twenty-one (21) clear days' notice before any general meeting where any special resolution is to be proposed or where it is an annual general meeting, shall be given in the manner hereinafter mentioned to such Members as are, under the provisions herein contained, entitled to receive notices from the Company, and also to the Directors and Company's Auditors. The length of notice in every case shall be calculated exclusive of the day on which the notice is served or deemed to be served and the day on which the general meeting is held. At the same time as Members are notified and for so long as the Company is listed on Bursa Malaysia, at least fourteen (14) clear days' notice or, twenty one (21) clear days' notice in the case where any special resolution is proposed or where it is the annual general meeting, of every such meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to Bursa Malaysia or in such manner as may from time to time be required by Bursa Malaysia. Notice of Meeting
77. (a) Where a general meeting is scheduled to be held, the Company shall in writing request the Central Depository in accordance with the Rules of the Central Depository to issue a first Record of Depositors for the purposes of issuing notices of such general meeting as required under the Act.

- (b) The Company shall also in writing request the Central Depository in accordance with the Rules to issue a second Record of Depositors as at a date not less than three (3) market days prior to and not including the date of the general meeting to whom notices of general meetings shall be given by the Company ("**General Meeting Record of Depositors**"). A depositor shall not be regarded as a Member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.

78. Every notice of meeting shall specify the place, the day and the hour of meeting, and in the case of special business shall also specify the general nature of such business and shall be accompanied by an explanatory note which contains the necessary information to enable a Member to make an informed decision and includes the effect of any proposed resolution in respect of such special business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Every notice of meeting shall state with reasonable prominence that a Member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and, on a poll, to vote instead of him and that a proxy need not be a member and shall also specify the place at which the instrument of proxy is to be deposited. Contents of notice
79. Notice of a meeting of Members shall be given to:- Persons entitled to receive notice of meetings of Members
- (a) every Member, includes any person who is 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 and the company has been notified of the person's entitlement in writing;
- (b) every Director; and
- (c) every auditor of the Company.
80. A meeting shall, notwithstanding that it is called by shorter notice than that specified in this Constitution, be deemed to have been duly called:- Short notice
- (a) in the case of a meeting called as the annual general meeting, if agreed by all the Members entitled to attend and vote at the meeting; and
- (b) in the case of any other meeting, if agreed by the majority in the number of Members entitled to attend and vote at the meeting, being a majority who together hold not less than ninety-five per centum (95%) in the number of the shares giving that right.

81. The accidental omission to give notice of any meeting to or the non-receipt of the notice by any Member shall not invalidate the proceedings at the meeting. Omission not to invalidate proceedings

PROCEEDINGS AT GENERAL MEETINGS

82. All business shall be deemed special that is transacted at an extraordinary general meeting. The following business shall be transacted at an annual general meeting: Business at Extraordinary General Meetings and Annual General Meeting
- (a) the laying of audited financial statements and the reports of the Directors and auditors;
 - (b) the election of Directors in place of those retiring;
 - (c) the appointment and re-appointment and the fixing of the fee of Directors;
 - (d) the declaring of dividends;
 - (e) the appointment or re-appointment and fixing of the remuneration of the auditors; and
 - (f) any resolution or other business of which notice is given in accordance with the Act or this Constitution.
83. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, three (3) Entitled Members shall be a quorum for all purpose. For the purposes of this Clause "Entitled Member" includes a person attending as a proxy or representing a corporation which is an Entitled Member. Quorum
84. If within half an hour after the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of or by Members, shall be dissolved. In any other cases it shall stand adjourned to the same day in the next week (or if that day be a public holiday, then to the next business day following that public holiday) at the same time and place, or such other date, time or place as the Directors may by not less than fourteen (14) days' notice appoint, and if at such adjourned meeting a quorum is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Entitled Members present in person or by proxy, not being less than two (2), shall save as herein otherwise provided be a quorum. Adjournment if quorum not present
85. The chairman (if any) of the Board shall preside as chairman at every general meeting of the Company. If there is no such chairman or if at any meeting he is not present within fifteen (15) minutes after the time appointed for commencement of the meeting or is unwilling to act as chairman, the Directors present may choose one of their members to be chairman, and if no Director is present or if all the Directors present decline to take the chairs, the Members present shall elect one of the Entitled Members present Chairman of Board to preside at all meetings

at the meeting to be chairman.

86. The chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When such meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.
- Adjournments

87. Subject to the Listing Requirements and the Act, any resolution set out in a notice of any general meeting, or in any notice of resolution which may be moved and is intended to be moved at any general meeting shall be decided by way of poll. Matters other than the foregoing types of resolutions which require the vote of the meeting shall be decided on a show of hands by Entitled Members present in person or by proxy unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
- Voting on resolutions

- (a) by the chairman; or
- (b) by at least three (3) Entitled Members present in person or by proxy; or
- (c) by any Entitled Member or Entitled Members present in person or by proxy and representing not less than ten per centum (10%) of the total voting rights of all the Entitled Members; or
- (d) by a Entitled Member or Entitled Members present in person or by proxy and holding shares in the Company being shares on which an aggregate sum has been paid up equal to not less than ten per centum (10%) of the total sum paid up on all the shares conferring a right to vote at the meeting.

Unless a poll is so demanded, a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the minute book, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

88. If a poll is duly demanded, it shall be taken in such manner as the chairman may direct, and the Company shall appoint at least one (1) scrutineer to validate the votes cast at the general meeting. Such scrutineer must not be an officer of the Company or its related corporation, and must be independent of the person
- Taking a poll

undertaking the polling process. If such scrutineer is interested in a resolution to be passed at the general meeting, the scrutineer must refrain from acting as the scrutineer for that resolution. For the purpose of this Clause, "officer" has the meaning given in Section 2 of the Act. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

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| 89. | No poll shall be demanded on the election of a chairman of a meeting or on any question of adjournment. | No poll in certain cases |
| 90. | In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or the poll is demanded shall be entitled to a further or casting vote. | Casting vote of Chairman |
| 91. | The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded and it may be withdrawn at any time before the poll is taken. | Continuance of meeting after demand of poll |
| 92. | If in any general meeting any votes shall be counted which ought not to have been counted or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, or at any adjournment thereof and not in any case unless it shall, in the opinion of the Chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting. | Error in counting votes not to vitiate result of voting |

VOTES OF MEMBERS

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| 93. | Subject to the provisions of the Listing Requirements and this Constitution and unless the Company shall determine otherwise, every Member shall be entitled to be present at any general meeting. Subject to any special rights or restrictions as to voting for the time being attached to or imposed on any shares or classes or shares, on a show of hands every Entitled Member who is present in person or by proxy shall have one (1) vote, and on a poll, shall have one (1) vote for every share of which he is the holder. A proxy shall be entitled to vote on a show of hands on any question at any general meeting. A Member may appoint more than one (1) proxy in relation to a meeting, provided that the member specifies the proportion of the member's shareholdings to be represented by each proxy. | Voting power |
| 94. | If any Entitled Member is in the opinion of the Directors non compos mentis or impaired either partially or completely of his mental faculties so as to enable him to understand and appreciate the state of the commercial affairs of the Company upon which he is called to vote, he may vote by his committee, curator barorum or other legal curator and such last mentioned persons may give their votes either personally or by proxy, but no person claiming to vote pursuant to this Clause shall do so unless such evidence as the | Votes by lunatic member |

Directors may require of his authority shall have been deposited at the Office not less than forty-eight (48) hours before the time for holding the Meeting at which he wishes to vote.

95. In the case of joint registered holder of shares who are Entitled Members, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto; and if more than one (1) of such joint holders be present at any meeting personally or by proxy, that one of the said persons whose name stands first in the Register of Members in respect of such shares shall alone be entitled to vote in respect thereof. Votes of joint shareholders
96. Save as herein expressly provided in, no person shall be entitled to be present, speak or vote on any question either personally or by proxy at any general meeting until his name shall have been entered in the Record of Depositors referred to in Clause 77(b) above and unless he shall have paid all calls or other sums presently payable by the Member in respect of shares in the Company has been paid. For the avoidance of doubt, a non-Entitled Member shall under no circumstances be entitled to vote on any question either personally or by proxy at any general meeting. Entitlement to vote
97. On a poll, votes may be given either personally or by proxy. Poll
98. Any corporation which is an Entitled Member of the Company, by resolution of its directors or other governing body, may authorise any person or persons to act as its representative or representatives at any meetings of the Company or meetings of any class of Members of the Company. If the corporation authorises only one (1) person, the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as if he had been an individual shareholder in accordance with this Constitution. If the corporation authorises more than one (1) person as its representative:- Representation of corporate Member
- (a) every one (1) of the representative is entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if every one of the representative was an individual shareholder of the Company; and
 - (b) if more than one (1) of the representatives purport to exercise the power in (a) above;
 - (i) if the representatives purport to exercise the power in the same way, the power is treated as exercised in the same way; or
 - (ii) if the representatives do not purport to exercise the power in the same way, the power is treated as not exercised.

99. The proxy appointed by any Entitled Member need not be an Entitled Member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Entitled Member to speak at the meeting. The instrument appointing a proxy shall be in writing in the form or to the effect as follows or in any other form which the Directors may approve:-

Appointment
of Proxy

UNITED MALACCA BERHAD

I(We).....NRIC/ Passport/ Company
No.....of.....
.....being an *Entitled Member(Members) of United
Malacca Berhad (1319-V), hereby
appoint.....of.....*
and/or.....of.....failing
him/her, the Chairman of the meeting as *my(our) proxy, to vote for
*me(us) and on *my(our) behalf, at the Annual (or Extraordinary as
the case may be) General Meeting of the Company to be held at
.....o
n theday of and at any
adjournment thereof.

The proportion of *my/our holding to be represented by
*my/our proxies are as follows:

First Proxy (1) Second Proxy (2)

*My/our proxy is to vote as indicated below:

Resolution	For	Against

(Please indicate with an "x" in the space indicated above as to how you wish to cast your vote. If no specific directions as to voting are given, the proxy shall vote or abstain from voting at his/her full discretion

No of stocks held

As witness *my(our) hand

this.....day of20.....

signed by the said :

in the presence of :

*Delete if not applicable

Note: Entitled Member(Members) is defined under the provisions
of this Constitution of the Company as Member(Members)

of the Company for the time being as shall be entitled under the provisions of this Constitution to receive notice of, and to attend and vote at general meeting or meetings of the Company but excluding any Member(Members) who has(have) not paid all calls and other moneys for the time being due and payable on and in respect of the shares held by him(them).

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| 100. | Where a member of the Company is an exempt authorised nominee, as defined under the Central Depositories Act, which holds ordinary shares in the Company for multiple beneficial owners in one securities account (" omnibus account "), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. | Appointment of Multiple Proxies |
| 101. | The instruments appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised or in some other manner approved by the Directors. | Instrument of appointment |
| 102. | 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 such 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 at least forty-eight (48) hours before the time appointed for holding the Meeting or adjourned Meeting at which the person named in such instrument proposes to vote or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid; otherwise the person so named shall not be entitled to vote in respect thereof. | Instrument to be deposited |
| 103. | The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and generally to act at the Meeting for the Entitled Member giving the proxy in the manner referred to in Section 294 of the Act. | Extent of authority |
| 104. | Subject to Section 338 of the Act and unless otherwise directed by the Chairman, a vote given in accordance with the terms of an instrument of proxy shall be treated as valid notwithstanding the previous death or insanity, of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at the Office before the announcement of the Meeting or adjourned Meeting at which the proxy is used. | Validity of proxy |

DIRECTORS

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| 105. | All Directors of the Company shall be natural persons who are at least eighteen (18) years of age. | Directors to be natural persons |
| 106. | Unless otherwise determined at a general meeting by ordinary resolution and subject to Section 196 of the Act, the number of Directors shall not be less than two (2) or more than nine (9). The Company must ensure that at least two (2) Directors or one-third (1/3) of the Board, whichever is the higher, are independent Directors. | Number of Directors |
| 107. | <p>The first Directors of the Company were:-</p> <ul style="list-style-type: none"> (a) Mr. Tan Tat Yan (b) Mr. Tan Cheng Lock (c) Mr. Chi Kang Cheng (d) Mr. Chi Sim Cheng (e) Mr. Tan Wi Yan | |
| 108. | <ul style="list-style-type: none"> (a) The fees of the Directors and any benefits payable to Directors, including any compensation for loss of employment of a Director or former director, shall be subject to annual shareholder approval at a general meeting. (b) Fees and benefits payable to Directors shall not be increased except pursuant to a resolution passed at general meeting where notice of the proposed increase has been given in the notice convening the meeting. (c) If the fees of each non-Executive Director is not specifically fixed by the Company in general meeting then the quantum of fees to be paid to each non-Executive Director, within the overall limits fixed by the Company in general meeting, shall be decided by resolution of the full Board subject to annual shareholder approval at a general meeting. (d) In default of any decision being made in this respect by the full Board, the fees payable to the non-Executive Directors shall be divided equally amongst them and such a Director holding office for part only of a year shall be entitled to a proportionate part of a full year's fees. (e) The non-Executive Directors shall be paid by a fixed sum and not by a commission on or percentage of profits or turnover. (f) The fees and benefits of any Executive Director for his services as such shall be determined by the Directors and | Directors' remuneration |

may be of any description except that such fees may not include a commission on or percentage of profits or turnover.

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| 109. | Any Director who by request of the Board serves on any committee of performs special services or makes special exertions in going or residing outside Malaysia for any purposes of the Company may be paid such extra fees by way of salary or otherwise (subject to any other provisions of this Constitution) as the Board may determine. Such fees may be either in addition to or in substitution for his share in the fees above provided. All the Directors shall also be entitled to be repaid by the Company all such reasonable travelling expenses (including hotel and incidental expenses) as they may incur in attending meetings of the Board or of committees of the Board or general meetings or otherwise in or about the business of the Company. | Remuneration for special services |
| 110. | A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any general meeting of, and at any separate meeting of, the holders of any class of shares in the Company. | Directors' qualification |
| 111. | The office of a Director shall be vacated if the person holding that office:

(a) resigns by giving a written notice to the Company at the Office;

(b) ceases to be, is prohibited or becomes disqualified from being a Director under the Act;

(c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the Mental Health Act 2001;

(d) is absent from meetings of the Directors for six (6) months without leave expressed by a resolution of the Directors, and the Directors resolve that his office be vacated;

(e) dies;

(f) is absent from more than 50% (or such percentage as may be stipulated by the relevant regulations for the time being in force) of the total meetings of the Board held during a Financial Year;

(g) has retired in accordance with the Act or this Constitution but is not re-elected; or

(h) is removed from office or otherwise vacates his office in accordance with the Act or this Constitution. | Vacation of office |

112. Subject to Section 196(3) of the Act, a Director may resign from his office upon giving one (1) months' notice in writing to the Company of his intention so to do, and such resignation shall take effect upon the expiration of such notice or its earlier acceptance. Directors may resign on giving one month's notice
113. (a) A Director who is in any way, whether directly or indirectly interested in a contract or proposed contract with the Company shall, as soon as practicable after the relevant facts have come to the director's knowledge, declare the nature of his interest at a meeting of the Directors and shall comply with Sections 219 and 221 of the Act. Director interested in contract to declare
- (b) Subject to Section 221 of the Act, a Director who is in any way, whether directly or indirectly, interested in a contract entered into or proposed to be entered into by the Company, unless the interest is one that need not be disclosed under Section 221 of the Act, shall be counted only to make the quorum at the meeting of the Board, but shall not participate in any discussion while the contract or proposed contract is being considered during the meeting and shall not vote on the contract and proposed contract, but none of these prohibitions shall apply to:- Safeguards
- (i) any contract or proposed contract of indemnity against any loss which the Director may suffer by reason of becoming or being a surety for the Company; and
 - (ii) any contract or proposed contract entered into or to be entered into by the Company, with another company in which the interest of the Director consists solely of –
 - (A) in him being a Director and the shareholder not more than the number or value as is required to qualify him for the appointment as a Director; or
 - (B) in him having an interest in not more than five per centum (5%) of its paid up capital.
- (c) No Directors shall hold any office or place of profit with the Company or be employed as a salaried officer of the Company, except as Executive Director, but no Director shall be disqualified by his office from being employed by the Company in a professional capacity, or from contracting with the Company either as vendor, purchaser or otherwise. No such contract, or any contract or arrangement entered into by or on behalf of the Company, in which any Director shall be in any way interested, be avoided, nor shall any Director be liable to account to the Company for any fees or profit arising from any such employment, or for any profit realised by any such contract or arrangement, by reason only of such Director holding that office, or the fiduciary relationship thereby established, but the nature of his interest must be disclosed by him before or at the meeting of the Directors at Directors may contract with Company

which the contract or arrangement is determined on, if his interest then exists, or, in any other case, at the first meeting of the Directors after the acquisition of his interest.

114. Any Director may continue to be or become a director, managing director, chief executive officer, manager or other officer or member of any other corporation in which the Company may be interested, and no such Director shall be accountable for any remuneration or other benefits received by him as a Director, managing director, chief executive officer, manager or other officer or member of any such other corporation. The Directors may exercise the voting power conferred by the shares in any other corporation held or owned by the Company, or exercisable by them as directors of such other corporation, in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them as directors, managing director, chief executive officer, managers or other officers of such corporation, or voting or providing for the payment of remuneration to the directors, managing director, chief executive officer, managers or other officers of such corporation), and any Director of the Company may vote in favour of the exercise of such voting rights in the manner aforesaid, notwithstanding that he may be, or about to be, appointed a Director, managing director, chief executive officer, manager or other officer of such other corporation and is or may become interested in the exercise of such voting rights in the manner aforesaid, provided always no Director shall vote (or be counted in the quorum) in respect of a resolution concerning his own appointment.
115. The Company shall keep a register of Directors as required by Sections 57 and 59 of the Act, and the said register shall be open to the inspection of Members and holders of the debentures of the Company as required by the said Sections.

Directors may hold office in corporation which Company may be interested

Registers of Directors to be kept

POWER AND DUTIES OF DIRECTORS

116. The management of the business and the control of the Company shall be vested in the Directors, who, in addition to the powers and authorised by this Constitution or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things necessary for managing and directing and supervising the management of the business and affairs of the Company. The Directors shall at all times exercise their powers in accordance with the Act, for a proper purpose and in good faith in the best interest of the Company.
117. Notwithstanding anything to the contrary contained in this Constitution and subject to Section 228 of the Act, the Directors or any person connected with the Directors shall not carry into effect any proposal or execute any transaction for the acquisition of an undertaking or property of a substantial value or the disposal of a

General powers of Company vested in Directors

Disposal or acquisition

substantial portion of the Company's undertaking or property, which would materially and adversely affect the performance or financial position of the Company unless the proposal or transaction has been approved by the Company in general meeting.

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| 118. | The Directors may from time to time and at any time may establish any local boards or agencies for managing any of the affairs of the Company, either in Malaysia or elsewhere, and may appoint any persons to be members of such local boards, or any managers, inspectors or agents, and may fix their remuneration and may delegate to any local board, manager, inspector or agent, any of the powers, authorities and discretions vested in the Directors with power to sub-delegate, and may authorise the members of any local board, or any of them, to fill any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby. Every Director while present in the country or territory in which any such local board or any committee thereof shall have been established shall be ex-officio a member thereof and entitled to attend and vote at all meetings thereof held while he is present in such country or territory. | Local boards or agencies |
| 119. | The Directors may by power of attorney under the Seal appoint any corporation, firm or person, or any fluctuating body of persons, whether nominated directly or indirectly by the Directors to be the attorney of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him. | Power of Attorney |
| 120. | The Directors may make and vary such regulations as they think fit respecting the keeping of branch registers of members pursuant to Section 53 of the Act. | Branch Registers |
| 121. | Subject to the Statutes, the Directors may exercise all the powers of the Company to borrow or raise money from time to time for the purpose of the Company or to secure the payment of such sums as they think fit and may secure the repayment or payment of such sums by mortgage or charge upon all or any of the property or assets of the Company or its subsidiaries' undertaking, property or uncalled capital, as the case may be, or any part thereof, or by the issue of debentures, guarantees, indemnities and other securities | Power of Directors to borrow |

whether outright or as security (principal or collateral) for any debt, liability or obligation of the Company, its subsidiary or any related third party as they may think fit.

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| 122. | Notwithstanding the preceding Clause, the Directors shall not borrow any money or mortgage or charge any of the Company's or subsidiary's undertaking, property or any uncalled capital, as the case may be, or any part thereof, or to issue debentures, guarantees, indemnities and other securities whether outright or as security (principal or collateral) for any debt, liability or obligation of any unrelated third party. | Restriction on borrowing |
| 123. | All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine. | Signature of cheques and bills |
| 124. | The Directors shall cause proper minutes to be made in books to be provided for the purpose of all appointments of officers made by the Directors, of the proceedings of all meetings of Directors and Committees of Directors and of the attendances thereat, and of the proceedings of all meetings of the Company, and all business transacted, resolutions passed and orders made at such meetings, and any such minute of any meeting if purported to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting of the Company or Directors or Committee, as the case may be, shall be sufficient evidence without any further proof of the facts therein stated. | Proper minutes of all appointments and proceedings |

MANAGING DIRECTORS AND CHIEF EXECUTIVE OFFICER

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| 125. | <p>(a) The Directors may from time to time appoint one (1) or more of their body to the office of managing director (which term shall be deemed to include the Chief Executive Officer or other such designation) or to any other office or employment under the Company except that of Auditor, on such terms as they think fit and may revoke any such appointment, subject to any other provisions of this Constitution. Where the managing director and the chief executive officer are appointed for a fixed term, that term shall not exceed three (3) years. Any person appointed to be Director may continue in any other office or employment held by him with the Company before he was so appointed. A Director holding any such other office or employment is herein referred to as an "Executive Director".</p> <p>(b) A Director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any such office or employment under the Company or whereat the terms of any such</p> | Power to appoint the Managing Director and Chief Executive Officer |
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appointment are arranged, and he may vote (and be counted in the quorum) in respect of a resolution for any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof.

126. Subject to the proviso of Clause 130 herein below, a Director appointed to the office of the managing director, chief executive officer, shall not, while holding that office, be subject to retirement by rotation and shall not be taken into account in determining the rotation of retirement of Directors pursuant to this Constitution but his appointment shall automatically be determined if he ceases from any cause to be a Director or (subject to the terms of any contract between him and the Company) if the Directors resolve that his term of office as managing director or chief executive officer be determined. Managing Director and Chief Executive Officer are not subject to retirement by rotation
127. An Executive Director shall not as such be exempt from retirement by rotation, and his tenure of the office or employment by virtue whereof he is an Executive Director shall not be determined by reason only of his ceasing for any reason to be a Director, but (subject to the terms of any contract between him and the Company) may be determined at any time by resolution of the Directors. Executive Director subject to retirement by rotation
128. Subject to any other provision of this Constitution, the fees of any managing director or chief executive officer for his services as such shall be determined by the Directors and may be of any description but may not include a commission on or percentage of turnover. Remuneration
129. The Directors may entrust to and confer upon the managing director or chief executive officer any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit and, in the case of the managing director or chief executive officer, either concurrently with or to the exclusion of their own powers and may from time to time revoke, withdraw or vary all or any of such powers and such managing director or chief executive officer shall at all times be subjected to the control of the Board. Power and duties of the Managing Director and Chief Executive Officer

ROTATION OF DIRECTORS

130. An election of Directors shall take place every year whereby one third (1/3) of the Directors of the time being (other than any Directors exempt from retirement by rotation under this Constitution) or, if their number is not three (3) or a multiple of three, the number nearest to but not exceeding one-third (1/3), shall retire from office at each annual general meeting PROVIDED ALWAYS that each Director shall retire from office at least once in every three (3) years. A Director retiring at a meeting shall retain office until the aforesaid meeting. Rotation and retirement of Directors

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| 131. | The Directors to retire in every year shall be those who have been longest in office since their last election or appointment but, as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election as if he is not disqualified under the Act. | Senior Director to retire |
| 132. | The Company at the meeting at which a Director retires in the manner aforesaid shall fill up the vacated office by electing a person thereto and, in default, the retiring Director shall be deemed to have been re-elected unless at such meeting the Company expressly resolved not to fill up the vacated office or a resolution for his re-election is put to the meeting and lost. | Filling of vacancy |
| 133. | No person not being a retiring Director, shall be eligible for election to the office of Director at any general meeting unless a Member intending to propose him 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 and the intention of such member to propose him; provided that in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary, and notice of each and every candidature for election to the Board shall be served on the registered holders of shares at least seven (7) days prior to the meeting at which the election is to take place. | Nomination of Director |
| 134. | Subject to the Act and this Constitution, the Company in general meeting may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine in what rotation such increased or reduced number is to go out of office. | Increase or reduction in number of Directors |
| 135. | The Directors shall have power at any time to appoint any other person to be a Director, either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with this Constitution. Any Director so appointed shall hold office only until the next following annual general meeting and shall be eligible for re-election at such meeting. A Director retiring under this Clause shall not be taken into account in determining at such meeting the Directors or the number of Directors to retire by rotation at such meeting. | Filling of casual vacancy |
| 136. | Except as otherwise authorised by Section 203 of the Act, the election or appointment of any person proposed as a Director shall be effected by a separate resolution and a single resolution purporting to elect or appoint two or more persons to be Directors shall be ineffective and void. | Election on appointment by single resolution |
| 137. | Without prejudice to the provisions of Section 206 of the Act, the Company may by ordinary resolution remove any Director before | Removal of |

the expiration of his tenure of office, and may by an ordinary resolution appoint another person in his place. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he was appointed was last elected or appointed a Director. Special notice is required of a resolution to remove a Director under this Clause or to appoint another person instead of the Director at the same meeting.

Directors

PROCEEDINGS OF DIRECTORS

138. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes. A Director present at a meeting shall be presumed to have agreed to, and have voted in favour of, a resolution of the Board unless such Director expressly dissents from or votes to object against the resolution at the meeting. In case of an equality of votes, the chairman shall have a second or casting vote except where only two (2) Directors:
- (a) constitute the quorum when the question at issue arises for decision; or
- (b) are competent to vote on the question at issue.
- A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors and until otherwise determined two (2) shall be a quorum.
139. The conduct of a meeting of Directors or of a committee of the Directors may include participation by any Director by telephone conferencing, video conferencing, audio visual, or other similar communications equipment by which all persons participating in the meeting can simultaneously hear each other and be heard, without a Director being in the physical presence of other Directors. A Director participating in a meeting in the manner aforesaid shall be deemed to be present at the meeting and be counted for the purpose of a quorum. He shall also be entitled to vote. Such a meeting shall be deemed to be held at a venue where the largest group of Directors is assembled or, if there is no such group, where the Chairman of the meeting is present.
140. The remaining Directors may act notwithstanding any vacancies in the Board but, if and so long as the number of Directors is reduced below the minimum number fixed in accordance with this Constitution, the continuing Directors may, except in an emergency, act for the purpose of filling up vacancies in the Board up to such minimum number or of summoning general meeting of the Company, but not for any other purpose.

Meetings and
quorum for
transaction of
business

Conduct of a
meeting

Remaining
continuing
Directors may
act to appoint
sufficient
Directors to
Board

141. The Directors may elect a chairman of their meetings and determine the period for which he is to hold office but, if no such chairman is elected, or if at any meeting the chairman is not present within fifteen (15) minutes after the meeting appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting. Chairman of Meeting
142. A resolution in writing, signed or assented to by all the Directors then entitled to receive notice of meeting of the Directors shall be valid and effectual as if it had been passed at a meeting of the Directors duly convened provided that where a Director is not present but has an alternate who is present, then such resolution must also be signed by the alternate. All such resolutions shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's Minute Book. Any such resolution may consist of several documents including facsimile, email or other similar means of communication, each signed by the Directors. The expression "in writing" and "signed" shall include approval by any such Director by telefax, telex, cable, telegram, electronic mail or any other form of electronic communication approved by Directors for such purpose from time to time incorporating, if the Directors deem necessary, the use of security and/or identification procedures and devices approved by the Directors. Resolution in writing valid and effectual
143. Where a resolution is passed at an adjourned meeting of the Directors, the resolution shall, for all purposes, be treated as having been passed on the date on which it was in fact passed and shall not to be deemed to have been passed on any earlier date.
144. (a) The Directors may delegate any of their powers to committees consisting of such members or members of their body as they think fit. Any such committee shall, in the exercise of the powers so delegated, conform to any terms or conditions that may be imposed on it by the Directors. Directors may delegate their powers to committee
- (b) The meetings and proceedings of any such committee shall be governed by the provisions of this Constitution regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any provisions made by the Directors under the last preceding Clause.
145. All acts done by any Director or a committee of Directors, or by any person acting as a Director shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any Director or person acting as aforesaid, or that they or any of them were disqualified or had vacated office, be valid as if every such person had been duly appointed and was qualified and had continued to be a Director. All bona fide acts valid notwithstanding

ALTERNATE DIRECTORS

146. (a) Any Director may at any time and from time to time appoint any person approved by a majority of the other Directors for time being to be his alternate, provided that such person is not a Director of the Company and does not act as an alternate for more than one (1) Director of the Company, and may at any time remove any alternate Director appointed by him and (subject to such approval as aforesaid) appoint another in his place. Alternate Director
- (b) An alternate Director shall not be entitled to receive any remuneration from the Company but he shall be entitled to receive notice of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not present, and generally to exercise all the powers, rights, duties and authorities of the Director appointing him.
- (c) An alternate Director shall not be entitled to be remunerated otherwise than out of the remuneration of the Director appointing him and reasonable expenses including expenses on travelling and accommodation.
- (d) An alternate Director shall cease to be an alternate Director if his appointer ceases for any reason to be a Director otherwise than by retiring and being re-elected at the same meeting.
- (e) Everyone person acting as an alternate Director shall be an officer of the Company and shall also be responsible to the Company for his own acts and defaults and he shall not be deemed to be the agent of or for the Director appointing him.
- (f) All appointments and removals of alternate Directors made by any Director in pursuance of this Clause shall be in writing under the hand of the Director making the same and shall be sent to or left at the Office.

SECRETARY

147. The Secretary or Secretaries shall, in accordance with the requirement under Sections 235, 236 and 238 of the Act, be appointed by the Directors for such term, at such remuneration, and upon such conditions as the Directors think fit and any Secretary or Secretaries so appointed may be removed by them. The Directors may from time to time by resolution appoint a temporary substitute or substitutes for the Secretary or Secretaries who shall be deemed to be the Secretary during the term of his appointment. The office of the secretary of the Company shall not Appointment of Secretary

be left vacant for more than thirty (30) days at any one time.

148. (a) A person is prohibited to act in a dual capacity as both a Director and a Secretary in a situation that requires or authorises anything to be done by a Director and a Secretary. Same person may not act as Director and Secretary simultaneously
- (b) A provision of the Act or this Constitution requiring or authorising a thing to be done by or in relation to the Secretary shall be satisfied by its being done by or in relation to one or more of the Secretaries, if any, for the time being appointed by the Directors. Secretaries

SEAL

149. (a) The Directors shall provide for the safe custody of the Seal. The Seal of the Company shall not be affixed to any instrument except by the authority of the Directors or a Committee of the Directors previously given and in the presence of a Director and of the Secretary or a second Director or such other person as the Directors may appoint for such purpose and the said Director and Secretary or the second Director or other person aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence. Custody of Seal
- (b) The Company may exercise the powers conferred by Section 62 of the Act with regard to having an Official Seal for use abroad, and such powers shall be vested in the Directors. Official Seal
- (c) The Company may have a duplicate Common Seal as is referred to in Section 63 of the Act which shall be a facsimile of the Common Seal with the addition on its face of the words 'Share Seal'. Share Seal

DIVIDENDS AND RESERVES

150. Subject as hereinafter provided, and to any rights or privileges for the time being attaching to any shares in the capital of the Company having preferential or special rights in regard to dividend, the profits available for dividend shall be applied in payment of dividends upon the shares of the Company in proportion to the amounts paid up or credited as paid up thereon respectively otherwise than in advance of calls. The Company must ensure that all dividends or distributions are paid not later than three (3) months from the date of declaration or the date on which approval is obtained in a general meeting, whichever is applicable. Once the dividend or distribution has been declared or proposed to the Members, the Company must not make any subsequent alteration to the dividend or distribution entitlement. Payment of dividends

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| 151. | Subject to the provisions of the Statutes and this Constitution, the Directors may with the sanction of a general meeting, from time to time declare a dividend, but no such dividend shall be payable except out of profits of the Company and if the Company is solvent immediately after the distribution is made in accordance with the Act, provided that the Directors may authorise a distribution of dividend at such time and in such amount as the Directors consider appropriate. Such distribution must be authorised by the Directors in accordance with the Act. The Directors may, if they think fit, from time to time declare interim dividends; and no dividend shall exceed the amount recommended by the Directors. | Declaration of dividends |
| 152. | With the sanction of a general meeting, dividends or bonuses may be paid wholly or in part in specie, and may be satisfied in whole or in part by the distribution amongst the Members in accordance with their rights of fully paid shares, debentures or other securities of this or any other Company, or of any other property suitable for distribution as aforesaid. The Directors shall have full liberty to make all such valuations, adjustments and arrangements, and to issue all such certificates or documents of title as may in their opinion be necessary or expedient with a view of facilitating the equitable distribution amongst the Members of any dividends or portions of dividends to give them the benefit of their proper shares and interests in the property. Where requisite a proper contract on a statement in the prescribed form shall be filed pursuant to Section 78 of the Act. | Dividend in specie |
| 153. | The Directors may set aside out of the profits of the Company and carry to reserve or reserves such sums as they think proper, and the sums represented thereby shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may properly be applied, and pending such application may, at the like discretion, be either employed in the business of the Company or invested in such investments (other than shares of the Company or its holding company, if any) 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. | Reserve funds |
| 154. | The Directors may deduct from any dividend payable to any Member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company held by him. | Unpaid calls may be deducted from dividend |
| 155. | No unpaid dividend, bonus or interest shall bear interest as against the Company. | No interest on unpaid dividend |
| 156. | (a) Any dividend, bonus, interest or other money payable in cash in respect of shares must be paid via electronic or other methods of funds transfer or remittance to such account as | Payment by post and discharge |

designated by the Member or such person or persons entitled to the share in consequence of the death or bankruptcy of the Member ("**Entitled Person**") provided that such Member or Entitled Person shall have notified the details of the account to the Depository. Where the Members or Entitled Person have provided to the Depository the relevant contact details for the purposes of electronic notification, the Company must notify or procure the relevant party to notify the Members or the Entitled Person electronically once the Company has transferred or transmitted the payment out of its account;

- (b) In the event that such electronic transfer or remittance is impossible to be affected due to any reason including the absence of the details of the bank account of such Member or Entitled Person, the dividend, interest or other moneys payable in cash, may subject to the Rules be paid by cheque or warrant payable to such Member or Entitled Person; and
- (c) the payment by (a) or (b) shall operate as good discharge to the Company in respect of the dividend, bonus, interest or other payment.

157. The Company shall not be responsible for the loss or theft of any cheque or warrant which shall be sent by post duly addressed to the Member or person entitled thereto or where the endorsement thereon has been forged or where there was discrepancy in the details of the account provided. Every such cheque, warrant, electronic transfer or remittance, shall be sent at the risk of the person entitled to the money. The amount of any dividend, bonus, interest or other money payable in cash in respect of shares is net of any administrative, registration, processing or service fees that may be imposed by a third party service provider or bank through which the Member has directed that payment be made, unless Bursa Malaysia or any other regulatory authority have directed that no such charges or fees are to be deducted.

Company not responsible for the loss of cheque or warrant

CAPITALISATION OF PROFITS AND RESERVES

158. The Company in general meeting may upon the recommendation of the Directors resolve 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 not required for the payment or provision of the fixed dividend on any shares entitled to fixed preferential dividends. Accordingly such sums should be set free for distribution among Members who would have been entitled thereto if distributed by way of dividend and in the same proportion on condition that the same be not paid in cash but be applied towards paying up any amounts for the time being unpaid on any shares held by such Members respectively or paying up in full

Power to capitalise

unissued shares or debentures of the Company to be allotted, distributed and credited as fully paid up to among such Members, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution.

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| 159. | Whenever such a resolution 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 crediting into the relevant designated account pursuant to the requirements under the Central Depositories Act or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all 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 of their respective proportions of the profits to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such Members, or in lieu of making such agreement they may lodge a statement in the prescribed form in accordance with Section 78 of the Act. | Effect of resolution to capitalise |
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ACCOUNTS

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| 160. | The books of account shall be kept at the Office or (subject to the provisions of Section 245 of the Act) at such other place as the Directors think fit, and shall at all times be open to inspection by the Directors. | Books to be kept at Office |
| 161. | No Member (other than a Director) shall have any right of inspecting any account or book or document of the Company, except as conferred by the Act or authorised by the Directors or by the Company in general meeting. | Inspection by Members |
| 162. | The Directors shall from time to time in accordance with Sections 248, 249 and 251 of the Act cause to be prepared financial statements within eighteen (18) months from the date of incorporation and subsequently within six (6) months of its Financial Year end and such financial statements duly audited shall be sent to every Member under Section 257 of the Act and laid before an annual general meeting. | Financial Statements |
| 163. | A copy of every financial statements which is to be laid before the Company in an annual general meeting and of the Directors' and Auditors' reports in printed form or in CD-ROM form or in such other form of electronic media, shall not less than twenty-one (21) | Members to have copies of accounts |

days before the date of the meeting be delivered or sent by post to every Member, every person who is entitled to receive notice of general meetings, every auditor of the Company and debenture holder of the Company of last known address provided to the Company, and to the Company's Auditors. In the event that these documents are sent in CD-ROM form or in such other form of electronic media and a Member requires a printed form of such documents, the Company shall send such documents to the Member within four (4) Market Days from the date of receipt of the Member's request. The financial statements and reports may be circulated at a shorter period if it was agreed by all the members entitled to attend and vote at the annual general meeting.

AUDIT

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| 164. | Auditors of the Company shall be appointed and their duties regulated in accordance with Sections 271 to 287 of the Act. | Audit provisions |
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NOTICE

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| 165. | Any notice or document may be served by the Company to any Member in hard copy either personally or by post to the address supplied by the Member for such purpose. Where a notice is sent by post, service of the notice shall be deemed to be effected by addressing, preparing and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case as at the time which the letter would be delivered in the ordinary course of post. | Service of notices |
| 166. | A notice or any other document may also be given to any Member in electronic form or partly in hard copy and partly in electronic form, except for the Company's annual report where a printed hard copy must be given to the Member as soon as reasonably practicable upon such Member's request (verbal or written). A notice or any other document given in electronic form shall be transmitted to the electronic address provided by the Member to the Company for such purpose or by publishing them on a website. The contact details of a Member as provided to the Depository shall be deemed as the last known address provided by the Member to the Company for the purposes of communication with the Member. | |
| 167. | In respect of joint holdings all notices shall be given to the Senior Member and notice so given shall be sufficient notice to all the joint holders. | Notices to joint holders |
| 168. | Any notice, correspondence or other document, if served by post, shall be deemed to have been served (in the case of a notice of meeting) on the day after the date when the letter containing the same is posted or (in any other case) at the time when the letter containing the same would be delivered in the ordinary course of | When notice may deemed duly served |

post. In proving such service, it shall be sufficient to prove the letter containing the notice or document was properly addressed, stamped and posted. If such notice or document sent in electronic form, then it shall be deemed to have been served immediately after transmission. There must be proof of electronic mail delivery if the notice or document was sent through electronic mail.

169. A person entitled to a share in consequence of the death or bankruptcy of a Member, upon notifying the Company of his entitlement in writing and supplying to the Central Depository such evidence as the Rules of the Central Depository may reasonably require to show his title to the share, shall be entitled to be served upon him at such address provided any notice or document to which the Member but for his death or bankruptcy would be entitled, and such service shall for all purposes be deemed sufficient service of such notice or document on all persons interested in the share. Save as aforesaid, any notice or document delivered or sent by post to or left at the registered address of any Member in pursuance of this Constitution shall, notwithstanding that such Member be then dead or bankrupt, and whether or not the Company has notice of his death or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such Member as holder.
- Notices to member in case of death or bankruptcy

WINDING UP

170. If the Company is wound up the liquidator may, with the sanction of a special resolution of the Company, divide amongst the Members in specie or in kind the whole or any part of the assets of the Company (whether they consist of property of the same kind or not) and may for that purpose set such value as the liquidator deems fair upon any property to be divided as aforesaid and may determine how the division shall be carried out between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or part of any such assets in trustees upon such trusts for the benefit of the Members 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
171. Save that this Clause shall be without prejudice to the rights of holders of shares issued upon special terms and conditions, the following provisions shall apply:-
- Distribution of assets
- (a) If the Company shall be wound up and the assets available for distribution among the Members is insufficient to repay the whole of the paid up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the Members in proportion to the capital paid up or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively; and

- (b) If in a winding up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed among the Members in proportion to the capital paid up or which out to have been paid up, at the commencement of the winding up, on the shares held by them respectively.

INDEMNITY

172. The Company may indemnify an officer or auditor for any cost incurred by him in respect of any proceedings relating to the liability for any act or omission in his capacity as an officer or auditor, and in which judgment is given in favour of the officer or auditor or in which the officer or auditor is acquitted or in which the officer or auditor is granted relief under the Act, or where proceedings are discontinued or not pursued.
- Indemnity by Company to officer or executives of their duties

The Company may indemnify an officer or auditor in respect of any liability to any person, other than the Company, for any act or omission in his capacity as an officer or auditor, and costs incurred by that Director or officer or auditor in defending or settling any claim or proceedings relating to such liability, except:

- (a) any liability of the Director to pay a fine imposed in criminal proceedings, or a sum payable to a regulatory authority by way of penalty in respect of non-compliance with any requirement of a regulatory nature, however arising; or
- (b) any liability of the Director in defending criminal proceedings in which he is convicted, or in defending civil proceedings brought by the Company, or an associated Company, in which judgment is given against him.

The Company may also indemnify an officer or auditor in connection with an application for relief under the Act.

AMENDMENTS TO THE LISTING REQUIREMENTS

173. (a) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit any act being done, that act shall not be done.
- Approval of Bursa Malaysia required
- (b) 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).
 - (c) If the Listing Requirements require this Constitution to contain a provision and this Constitution does not contain such a provision, this Constitution shall be deemed to

contain that provision.

- (d) If the Listing Requirements require this Constitution not to contain a provision and this Constitution does contain such a provision, this Constitution shall be deemed not to contain that provision.
- (e) If any provision in this Constitution is or becomes inconsistent with any of the provisions of the Listing Requirements, this Constitution are deemed not to contain that provision to the extent of the inconsistency.

REQUIREMENTS OF STATUTES, REGULATIONS AND GUIDELINES

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