

THE COMPANIES ACT, 2016
MALAYSIA

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

CYCLE & CARRIAGE BINTANG BERHAD
(Company No. 7378-D)

Incorporated on the 5th day of September 1967

(Adopted on 23 April 2019)

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MALAYSIA

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CYCLE & CARRIAGE BINTANG BERHAD

1. The name of the Company is **CYCLE & CARRIAGE BINTANG BERHAD**.
2. The registered office of the Company will be situated in Malaysia.
3. The liability of the members is limited.

INTERPRETATION

WORDS

MEANINGS

“Act”

The Companies Act 2016 or any statutory modification, amendment or re-enactment thereof for the time being in force or any and every other act for the time being in force concerning companies and affecting the Company and any reference to any provision of the Act is to that provision as so modified, amended or re-enacted or contained in any such subsequent Companies Act.

“Annual General Meeting”	Meeting required to be held by the Company pursuant to Section 340 of the Act.
“Authorised Nominee”	An authorised nominee defined under the Central Depositories Act.
“Company”	The abovenamed Company by whatever name from time to time called.
“Central Depositories Act”	Securities Industry (Central Depositories) Act 1991 or any statutory modification, amendment or re-enactment thereof for the time being in force.
“Deposited Security”	A security standing to the credit of a securities account (as defined in the Central Depositories Act) and includes securities in a securities account that is in suspense.
“Depositor”	A holder of a securities account (as defined in the Central Depositories Act).
“Depository”	Bursa Malaysia Depository Sdn Bhd and its successors-in-title.
“Director”	Includes any person acting as a Director of the Company and includes any person duly appointed and acting for the time being as an alternate Director.
“Dividend Reinvestment Scheme”	Means a scheme which enables members to reinvest cash dividend into new shares.
“Exempt Authorised Nominee”	An authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.
“Extraordinary General Meeting”	Meeting of members held by the Company other than Annual General Meeting.
“General Meeting”	Annual General Meeting or Extraordinary General Meeting, as the case may be.
“Listing Requirements”	Main Market Listing Requirements of the Stock Exchange as may be modified or amended from time to time.
“Market Day”	Any day on which there is official trading on Bursa Malaysia Securities Berhad.

"Member"	Unless expressed to the contrary, a person who is registered as the holder of shares in the capital of the Company including a Depositor who shall be treated as if he were a Member pursuant to Section 35 of the Central Depositories Act but excludes the Depository in its capacity as a bare trustee member.
"Month"	Calendar month.
"Omnibus Account"	A Securities Account which holds or may hold deposited securities for more than one (1) beneficial owner.
"Record of Depositors"	A record provided by the Depository to the Company under Chapter 24.0 of the Rules pursuant to Section 34 of the Central Depositories Act.
"Register of Members"	A record kept by the Company pursuant to Section 50 of the Act.
"Rules" or "Rules of Depository"	The Rules of the Depository and any appendices thereto including any amendment that may be made from time to time.
"Office"	The registered office of the Company for the time being.
"Seal"	The Common Seal of the Company, or in appropriate cases, the Official Seal or duplicate Common Seal.
"Secretary"	The Secretary or Secretaries appointed under this Constitution and shall include any person entitled to perform the duties of Secretary temporarily.
"Securities"	Has the meaning given in Section 2(1) of the Capital Markets and Services Act 2007.
"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.
"Share Grant Scheme"	A scheme involving the granting of shares to eligible Directors, officers and/or employees.

“Share Issuance Scheme”	A scheme involving the allotment and issuance or transfer of shares and/or grant of options over shares to eligible Directors, officers and/or employees.
“Share Seal”	The share seal of the Company.
“Stock Exchange”	Bursa Malaysia Securities Berhad in which the shares of the Company are listed and quoted.
“Territory”	The Federation of Malaysia.
“writing” or “written”	Includes printing, lithography, typewriting, photocopy, photography and any other mode of representing or reproducing words in a visible form and “in writing” shall include telex, facsimile, telegram, electronic mail and other means or methods of communicating writing in visible form.
“Year”	Calendar year.

Words denoting the singular number only shall include the plural and also vice versa.

Words denoting the masculine gender only shall include the feminine gender.

Words denoting persons shall include corporations.

References:

- (a) to ‘and’ and ‘or’ mean ‘and/or’ where the context permits;
- (b) to the registered address of a Member or person entitled to a share means the registered address and/or the service address of such Member or person entitled as it appears in the Register of Members or the Record of Depositors (as the case may be);

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

The headnotes and marginal notes are inserted for convenience only and shall not affect the construction of this Constitution.

SHARES

4. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privilege, conditions or restriction as to dividends, capital, voting or otherwise. Classes of shares
5. Subject to and in accordance with the provisions of the Act and such other relevant laws, regulations and/or guidelines, the Company is allowed and shall have power, to the fullest extent permitted, to purchase any of its own shares and thereafter, the Directors may resolve and shall have the fullest power to deal with such purchased shares in accordance with the provisions of the Act and such other relevant laws, regulations and/or guidelines. Share buy-back
6. If at any time the share capital is divided into different classes, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may subject to the provisions of the Act, whether or not the Company is being wound up, be varied or abrogated with the sanction of a Special Resolution passed at a General Meeting and to every such Special Resolution the provisions of Section 292 of the Act shall with such adaptations as are necessary apply. To every such separate General Meeting, the provisions of this Constitution relating to General Meetings shall with such modifications specified in Section 339 of the Act mutatis mutandis apply; and the necessary quorum shall be at least two (2) persons holding or representing by proxy or by attorney one-third of the issued shares of the class excluding any shares of that class held as treasury shares. Provided always that where the necessary majority for such a Special Resolution is not obtained at the General Meeting, consent in writing if obtained from three-fourths of the shares of the class concerned within two (2) months of the General Meeting shall be as valid and effectual as a Special Resolution, carried at the General Meeting. Variation of rights
7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall, unless otherwise expressly provided by the terms of issue of the shares of that class or by this Constitution as are in force at the time of such issue, be deemed to be varied by the creation or issue of further shares ranking equally therewith. Creation or issue of further shares with special rights
8. The Company may exercise the powers of paying commission conferred by the Act, provided that the rate, per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and that the commission shall not exceed the rate of ten per cent (10%) of that price at which the shares in respect whereof the same is paid are issued or an amount equal to ten per cent (10%) of that price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly the other. The Company may also on any issue of shares pay such brokerage as may be lawful. Power to pay commission and brokerage

9. 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 long period, the Company may, subject to the conditions and restrictions mentioned in the Act, pay interest on so much of the share capital as is for the time being paid up and may charge the same to capital as part of the cost of the construction or provision. Power to charge interest in capital
10. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by this Constitution otherwise provided for or as the Act requires or pursuant to any other order of court) any other rights in respect of any share, except an absolute right to the entirety thereof in the registered holder. Trusts not to be recognised
11. No person shall be recognised by the Company as having title to fractional part of a share or otherwise than as the sole holder of the entirety of such share. Fractional part of a share
12. A Depositor who is deemed a Member, debenture holder, interest holder or option holder (as the case may be) pursuant to Section 147 of the Act shall, subject to the provisions of the Central Depositories Act and any regulations made thereunder, be entitled to the number of securities stated in the Record of Depositors and all rights, benefits, powers and privileges and be subject to all liabilities, duties and obligations in respect of, or arising from such securities (whether conferred or imposed by the Act or this Constitution). The Company shall not be obliged to enter in the Register of Members, Register of Holders of Debentures, Register of Interest Holders, Register of Option Holders (as the case may be) the names and particulars of Depositors who are deemed to be Members, debenture holders, interest holders or option holders pursuant to Section 147 of the Act.
13. If by the conditions of allotment of any shares the whole or any part of the amount of the issue price thereof shall be payable by instalments, every such instalment shall, when due, be paid to the Company by the person who for the time being shall be the registered holder of the share or his personal representatives, but this provision shall not affect the liability of any allottee who may have agreed to pay the same. Payment of instalments

14. The certificate of title to shares or debentures in the capital of the Company shall be issued under the Seal in such form as the Directors shall from time to time prescribe and shall bear the autographic or facsimile signatures of at least one (1) Director and the Secretary or some other person appointed by the Directors, and shall specify the number and class of shares to which it relates and the amounts paid thereon. The facsimile signatures may be reproduced by mechanical or other means provided the method or system of reproducing signatures has first been approved by the auditors of the Company. Share certificate
15. Subject to the Central Depositories Act and the Rules, every person whose name is entered as a Member in the Register of Members shall be entitled, within sixty (60) days from receipt of the application by a Member for share certificate relating to his shares in the Company, to one (1) certificate for all his shares of any one (1) class or to several certificate in reasonable denominations each for a part of the shares so allotted or transferred. Where a Member transfers part only of the shares, comprised in a certificate or where a Member requires the Company to cancel any certificate or certificates and issue new certificates for the purpose of subdividing his holding in a different manner, the old certificate or certificates shall be cancelled and a new certificate or certificates for the balance of such shares shall be issued in lieu thereof, the Member shall pay the amount of the proper duty such new certificate or certificates are chargeable under any law for the time being in force relating to stamp duty together with a further fee not exceeding RM50/- for each such new certificate as the Directors may determine. Entitlement to certificate
16. Subject to the Central Depositories Act and the Rules, if any certificate be worn out or defaced, then upon production thereof to the Directors, they may order the same to be cancelled and may issue a new certificate in lieu thereof. For every certificate so issued there shall be paid to the Company the amount of the proper duty such certificate is chargeable under any law for the time being in force relating to stamps together with a further fee not exceeding RM50/- as the Directors may determine. Subject to the provisions of the Act and the requirements of the Directors thereunder, if any certificate be lost or destroyed or stolen, then upon proof thereof to the satisfaction of the Directors and on such indemnity as the Directors deem adequate being given, and on the payment of the amount of the proper duty with which such certificate under any law for the time being in force relating to stamps together with further fee not exceeding RM50/-, as the Directors may determine, a new certificate in lieu thereof shall be given to the person entitled to such lost or destroyed or stolen certificate. When an indemnity is required in such form as may be acceptable to the Directors, an indemnity from a partnership or company which is a member of any Stock Exchange upon which the Company is listed may be accepted for the purpose of this clause. New certificates may be issued

ISSUE OF SECURITIES

17. The Company must ensure that all new issues of securities for which listing is sought are made by way of crediting the Securities Accounts of the allottees with such securities save and except where it is specifically exempted from compliance with Section 38 of the Central Depositories Act, in which event, it shall so similarly be exempted from compliance with this provision. For this purpose, the Company must notify the Depository of the names of the allottees and all such particulars required by the Depository, to enable the Depository to make the appropriate entries in the Securities Accounts of such allottees.
18. The Company must allot and issue securities and despatch notices of allotment to the allottees and make application for the quotation of such securities within such period as specified in the Listing Requirements or as may be prescribed by the Stock Exchange, applicable to the mode or scheme of issue from the occurrence of specific event for an issue of securities and deliver to the Depository the appropriate certificates in such denominations as may be specified by the Depository registered in the name of the Depository or its nominee company.
- Allotment of securities and despatch of notices of allotment

TRANSFER OF SHARES

19. The transfer of any listed security or class of listed security of the Company, shall be by way of book entry by the Depository in accordance with the Rules, and notwithstanding Sections 105, 106 or 110 of the Act, but subject to subsection 148(2) of the Act and any exemption that may be made from compliance with subsection 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the listed securities.
20. The instrument of transfer of a share lodged with the Company shall be signed by or on behalf of the transferor and the transferee and by the witness or witnesses thereto and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.
21. No shares shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind.
22. There shall be no restriction on the transfer of fully paid up shares but the Directors may, in their discretion and without assigning any reason therefor, decline to register any transfer of shares upon which the Company has a lien or in the case of shares not fully paid up, the Directors may refuse or delay to register a transfer of any partly paid share. If they refuse to register a transfer, they shall pass a resolution to refuse or delay the registration of the transfer within thirty (30) days after the date on which the transfer was lodged with the Company setting out in full the reasons for refusing or delaying the registration and send to the transferor and the transferee notice of the resolution as required by the Act within seven (7) days of the resolution being passed.
- Form of transfer of shares
- Execution
- Person under disability
- Directors' power to decline to register

23. The Depository may refuse to register any transfer of deposited security that does not comply with the Central Depositories Act and the Rules.
24. The Directors may decline to recognise any instrument of transfer unless: Terms of registration of transfers
- (a) such fee not exceeding RM10/- as the Directors may from time to time require, is paid to the Company in respect thereof;
 - (b) the amount of the proper duty with which each certificate to be issued in consequence of the registration of such transfer is chargeable under any law for the time being in force relating to stamp duty is tendered;
 - (c) the instrument of transfer is deposited at the Office or at such other place (if any) as the Directors may appoint accompanied by the certificates of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer and, if the instrument of transfer is executed by some other person on his behalf, the authority of the person so to do; and
 - (d) the instrument of transfer is in respect of only one (1) class of shares.

All instruments of transfer which are registered may be retained by the Company but any instrument of transfer which the Directors may decline to register shall be returned to the person depositing the same except in the case of fraud.

25. The registration of transfers may be suspended at such times and for such period as the Directors may from time to time determine provided always that such registration shall not be suspended for more than thirty (30) days in any year. Suspension of registration
26. Nothing in this Constitution shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person. Renunciation of allotment
27. In the case of the death of a Member, the legal representative(s) of the deceased shall, upon the production of such evidence as may from time to time be properly required by the Directors and/or the Depository in that behalf, be the only person(s) recognised by the Company and/or Depository as having any title to the deceased Member's interest in the shares, but nothing herein contained shall release the estate of a deceased Member from any liability in respect of any share which had been held by him. Transmission on death

28. Any person becoming entitled to a share in consequence of the death or bankruptcy of any Member may, upon producing such evidence of title as the Directors shall require, be registered himself as holder of the share upon giving to the Company a notice in writing of such desire or transfer such share to some other person provided that where the share is a Deposited Security, subject to the Rules, a transfer or withdrawal of the share may be carried out by the person becoming so entitled. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so selects provided that where the share is a Deposited Security and the person becoming entitled elects to have the share transferred to him, the aforesaid notice must be served by him on the Depository. If he shall elect to have another person registered, he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of this Constitution relating to the right to transfer and the registration of transfers shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer executed by such Member.
29. Save as otherwise provided by or in accordance with this Constitution, a person becoming entitled to a share in consequence of the death or bankruptcy of a Member shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share except that he shall not be entitled in respect thereof to exercise any right conferred by membership in relation to General Meetings of the Company until he shall have been registered as a Member in respect of the share.
30. There shall be paid to the Company in respect of the registration of any probate, letters of administration, certificate of marriage or death, power of attorney or other document, relating to or affecting the title to any shares, such fee not exceeding RM100/- as the Directors may from time to time require or prescribe.
- Persons becoming entitled on death or bankruptcy of Member may be registered
- Rights of unregistered executors and trustees
- Fee for registration of probate etc.

TRANSMISSION OF SECURITIES FROM FOREIGN REGISTER

31. In the event that:
- (a) the securities of the Company are listed on their 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,

the Company shall, upon the 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 (hereinafter referred to as “**Foreign Register**”), to the register of holders maintained by the registrar of the Company in Malaysia (hereinafter referred to as the “**Malaysian Register**”) and vice versa provided that there shall be no change in ownership of such securities.

32. The Company shall not allow any transmission of securities from the Malaysian Register to the Foreign Register.

CALL ON SHARES

33. The Directors may, from time to time, make such calls as they think fit upon the Members in respect of any moneys unpaid on their shares and not by the terms of the issue thereof made payable at fixed times, and each Member shall (subject to receiving at least fourteen (14) days’ notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified, the amount called on his shares. A call may be revoked or postponed as the Directors may determine. Calls on shares
34. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be made payable via instalments. Time when made
35. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum due from the day appointed for payment thereof to the time of actual payment at such rate not exceeding eight per cent (8%) per annum as the Directors determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part. Interest on calls
36. Any sum which by the terms of issue of a share becomes payable upon allotment or at any fixed date, shall for all purposes of this Constitution be deemed to be a call duly made and payable on the date, on which, by the terms of issue, the same becomes payable, and in case of non-payment, all the relevant provisions of the Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified. Sum due on allotment
37. The Directors may on the issue of shares differentiate between the holders as to the amount of calls to be paid and the times of payments. Power to differentiate

38. 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 the shares held by him and such payments in advance of calls shall extinguish, so far as the same shall extend, the liability upon the shares in respect of which it is made, and upon the moneys so received or so much thereof as from time to time exceeds the amount of the calls then made upon the shares concerned, the Company may pay interest as such rate not exceeding eight per cent (8%) per annum as the Member paying such sum and the Directors may agree upon. Capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits.
- Payment in advance of calls

FORFEITURE AND LIEN

39. If any Member fails to pay in full any call or instalment of a call on the day appointed for payment thereof, the Directors may at any time thereafter serve a notice on such Member requiring payment of so much of the call or instalment as is unpaid together with any interest and expenses which may accrued.
- Notice requiring payment of calls
40. The notice shall name a further day on or before which and the place where the payment required by the notice is to be made, and shall state that in the event of non-payment in accordance therewith the shares on which the call was made will be liable to be forfeited.
- Notice to state time and place
41. 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 and interest and expenses due in respect thereof be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited share and not actually paid before the forfeiture. The Directors may accept a surrender of any share liable to be forfeited hereunder.
- Forfeiture on non-compliance with notice
42. A share so forfeited or surrendered shall become the property of the Company and may be sold, re-allotted or otherwise disposed of either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit, and at any time before a sale, re-allotment or disposition the forfeiture or surrender may be cancelled on such terms as the Directors think fit. To give effect to any such sale, the Directors may, if necessary, authorise a person to transfer a forfeited or surrendered share to any such person as aforesaid. If any shares are forfeited and sold, any residue after the satisfaction of the unpaid calls and accrued interest and expenses, shall be paid to the person whose shares have been forfeited, or his executors, administrators or assignees or as he directs.
- Sale of shares forfeited

43. A Member whose shares have been forfeited or surrendered shall cease to be a Member in respect of the shares, but shall notwithstanding the forfeiture or surrender remain liable to pay to the Company all moneys which at the date of forfeiture or surrender were payable by him to the Company in respect of the shares with interest thereon at eight per cent (8%) per annum (or such lower rate as the Directors may approve) from the date of forfeiture or surrender until payment, but such liability shall cease if and when the Company receives payment in full of all such money in respect of the shares and the Directors may waive payment of such interest either wholly or in part. Rights and liabilities of Members whose shares have been forfeited or surrendered
44. The Company shall have a first and paramount lien and charge on every share (not being a fully paid share) registered in the name of each Member (whether solely or jointly with others) and on the dividends declared or payable in respect thereof, for all calls and instalments due on any such share and interest and expenses thereon but such lien shall only be upon the specific shares in respect of which such calls or instalments are due and unpaid and to such amount as the Company may be called upon by law to pay in respect of the shares of the Member or deceased Member. The Directors may resolve that any share shall for some specified period be exempt from the provisions of this Article. Company's lien
45. The Company may sell in such manner as the Directors think fit any share on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable nor until the expiration of fourteen (14) days after notice in writing stating and demanding payment of the sum payable and giving notice of intention to sell in default, shall have been given to the registered holder for the time being of the share or the person entitled thereto by reason of death or bankruptcy of a Member. To give effect to any such sale, the Directors may authorise some person to transfer the shares sold to the purchaser thereof. Sale of shares subject to lien
46. The net proceeds of sale, whether of a share forfeited by the Company or of a share over which the Company has a lien, after payment of the costs of such sale, shall be applied in or towards payment or satisfaction of the unpaid calls and accrued interest and expenses and the residue (if any) paid to the Member entitled to the share at the time of sale or his executors, administrators or assigns, as he may direct. Application of proceeds of such sale
47. A statutory declaration in writing that the declarant is a Director or secretary of the Company and that a share has been duly forfeited or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts stated therein as against all persons claiming to be entitled to the share, and such declaration and the receipt of the Company for the consideration (if any) given for the share on the sale, re-allotment or disposal thereof together with the certificate of proprietorship of the share under Seal delivered to a purchaser or allottee thereof shall (subject to the execution of a transfer if the same be required) Title to shares forfeited or surrendered or sold to satisfy a lien

constitute a good title to the share and the person to whom the share is sold, re-allotted or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, surrender, sale, re-allotment or disposal of the share.

ALTERATION OF CAPITAL

48. Subject to any special rights for the time being attached to any existing class of shares, the new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the General Meeting resolving upon the creation thereof shall direct and if no direction be given, as the Directors shall determine subject to the provisions of this Constitution and such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company or otherwise. Rights and privileges of new shares
49. Section 85 of the Act shall not apply to the Company. Subject to any direction to the contrary that may be given by the Company in General Meeting, any new shares or other convertible securities, from time to time to be created shall before they are issued, be offered in the first instance to all Members in proportion as nearly as may be to the amount of existing shares or convertible securities held by them. In offering such new shares in the first instance to all Members, the offer shall be made by notice specifying the number of shares or securities offered, and limiting the 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 convertible securities offered, the Directors may dispose of those shares or convertible securities in such manner as they think most beneficial to the Company. The Directors may, as they think most beneficial to the Company, dispose of any such new shares or convertible securities which (by reason of the proportion borne by them to the number of holders entitled to any such offer or by reason of any other difficulty in apportioning the same) cannot, in the opinion of the Directors, be conveniently offered under this clause. Issue of new shares to Members
50. Except so far as otherwise provided by the conditions of issue or by this Constitution, all new shares shall be subject to the provisions of this Constitution with reference to allotments, payment of calls, lien, transfer, transmission, forfeiture and otherwise. New shares otherwise subject to provisions of Constitution

51. Section 84 of the Act shall not apply to the Company. The Company may by Ordinary Resolution: Power to consolidate, cancel and subdivide shares
- (a) consolidate and/or divide all or any of its shares;
 - (b) 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 share capital by the amount of the shares so cancelled; or
 - (c) subject to the provisions of this Constitution and the Act, convert any class of shares into any other class of shares.
52. The Company may by Special Resolution reduce its share capital in any manner and with and subject to, any authorisation and consent required by law. Power to reduce share capital

STOCK

53. The Company may by Ordinary Resolution convert any paid up shares into stock and may from time to time by like resolution reconvert any stock into paid up shares of any denomination. Power to convert into stock
54. The holders of stock may transfer the same or any part thereof in the same manner and subject to the same Constitution as and subject to which the share from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit but no stock shall be transferable except in such units as the Directors may from time to time determine, provided that such units shall not be fractions of that minimum. Transfer of stock
55. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regard dividend, return of capital, voting and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except as regards dividend and return of capital and the assets on winding up) shall be conferred that privilege or advantage; and no such conversion shall affect or prejudice any preference or other special privileges attached to the shares so converted. Rights of stockholders
56. All such of the provisions of this Constitution as are applicable to paid up shares shall apply to stock and the words "share" and "shareholder" or similar expressions herein shall include "stock" or "stockholder". Interpretation

GENERAL MEETINGS

57. (1) Subject to the provisions of the Act, the Company shall in each year hold an Annual General Meeting in addition to any other meetings in that year and not more than fifteen (15) months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its First Annual General Meeting within eighteen (18) months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Directors shall appoint. Annual General Meeting
- (2) All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings. Extraordinary General Meeting
58. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists, as provided by Section 310 of the Act. Calling Extraordinary General Meetings
59. Subject to the provisions of the Act as to Special Resolutions and special notice, the notices convening General Meetings shall be given to all Members at least fourteen (14) days before the General Meeting or at least twenty-one (21) days before the General Meeting where any Special Resolution is to be proposed or where it is an Annual General Meeting. At least fourteen (14) days' notice or twenty-one (21) 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 the daily newspaper and in writing to each stock exchange upon which the Company is listed. Notice of General Meetings
- (a) The Company shall request the Depository in accordance with the Rules of the Depository, to issue a Record of Depositors to whom the notices of General Meetings shall be given by the Company.
- (b) The Company shall also request the Depository in accordance with the Rules of the Depository, to issue a Record of Depositors, as the latest date which is reasonably practicable which shall in any event be not less than three (3) Market Days before the General Meeting (hereinafter referred to as "**General Meeting Record of Depositors**").
- (c) Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable), a Depositor shall not be regarded as a Member entitled to attend any General Meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.

Provided that a General Meeting other than a meeting for the passing of a Special Resolution notwithstanding that it has been called by a shorter notice than that specified above shall be deemed to have been duly called if it is so agreed:

- (i) In the case of an Annual General Meeting, by all the Members, entitled to attend and vote thereat; and
- (ii) In the case of an Extraordinary General Meeting, by that number or majority in number of the Members having a right to attend and vote thereat as is required by the Act for shorter notice.

Provided also that the accidental omission to give notice to, or the non-receipt by any person entitled thereto shall not invalidate the proceedings at any General Meeting.

60. (1) Every notice convening a General Meeting shall specify the place, day and hour of the General Meeting as well as the general nature of the business of the General Meeting, and there shall appear with reasonable prominence in every such notice a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and to vote instead of him and that a proxy need not be a member of the Company.
- (2) In the case of an Annual General Meeting, the notice shall also specify the meeting as such.
- (3) In the case of any General Meeting at which business other than routine business is to be transacted, the notice shall specify the general nature of the business and if any resolution is to be proposed as a Special Resolution or as requiring special notice, the notice shall contain a statement to that effect.

61. Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say:

Routine Business

- (a) the laying of audited financial statements and the reports of the directors and auditors;
- (b) the declaration of dividend (if any);
- (c) the appointment of auditors and the fixing of the remuneration of auditors or determining the manner in which such remuneration is to be fixed; and
- (d) appointing Directors in place of those retiring by rotation or otherwise and fixing the remuneration of the Directors.

62. Any notice of a General Meeting to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business.

Special Business

PROCEEDINGS AT GENERAL MEETING

63. No business shall be transacted at any General Meeting unless a quorum is present. Save as herein otherwise provided, three (3) Members present in person shall form a quorum. For the purpose of this Article, "Member" includes a person attending by proxy or by attorney or as representing a corporation which is a Member. For the purpose of consisting a quorum:
- Quorum
- (a) One (1) or more representatives appointed by a corporation shall be counted as one (1) Member; or
 - (b) One (1) or more proxies appointed by a person shall be counted as one (1) Member.
64. If within half an hour from the time appointed for the General Meeting a quorum is not present, the General Meeting if convened on the requisition of Members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or if that day be a public holiday then to the next business day following that public holiday or to such other day and at such other time and place as the Director may determine, and if at such adjourned Meeting a quorum is not present within fifteen (15) minutes from the time appointed for holding the General Meeting, the General Meeting shall be dissolved. No notice of any such adjournment as aforesaid shall be required to be given to the Members.
- Adjournment if quorum not present
65. The Chairman of the Directors shall preside as Chairman at every General Meeting. If there be no such Chairman or if at any General Meeting he be not present within fifteen (15) minutes after the time appointed for holding the General Meeting or be unwilling to act, the Members present shall choose some Director to be Chairman of the General Meeting or, if no Director be present or if all the Directors present decline to take the Chair, one of their number present, to be Chairman. The election of the Chairman of the General Meeting shall be by majority on a show of hands.
- Chairman
- For avoidance of doubt, a proxy or authorised representative of a corporation may be elected as the Chairman of the General Meeting.
66. The Chairman may, for the purpose of promoting the orderly conduct of the business of a General Meeting, impose any rules including without limitation, on the number, frequency, time allowed and point at which questions may be raised at a General Meeting and any member who fails to abide by such rules may be asked to desist by the Chairman and if he persists asked to leave. The Chairman shall take any action as he thinks fit to promote the orderly conduct of the business as laid down in the notice of the General Meeting and the Chairman's decisions on matters or procedure or arising incidentally from the business of the General Meeting (including ordering the exclusion or expulsion of any member or other person who, by his presence or conduct, the Chairman considers to be an impediment to the orderly conduct of the business of the meeting) shall be final as shall be his determining as to whether any matter is of such nature.
- Chairman's power to promote orderly conduct of meeting

67. The Chairman may, with the consent of any General Meeting at which a quorum is present (and shall if so directed by the General Meeting) adjourn the General Meeting from time to time and from place to place, but no business shall be transacted at any adjourned General Meeting except business which might lawfully have been transacted at the Meeting from which the adjournment took place. When a General Meeting is adjourned for thirty (30) days or more, notice of the adjourned Meeting shall be given as in the case of the original General Meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned General Meeting. Adjournment
68. At any General Meeting, a resolution put to the vote of the General Meeting shall be decided on show of hands unless: Method of voting
- (a) voting by poll is required by the Listing Requirements or other applicable laws, rules and regulations; or
 - (b) a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (i) by the Chairman; or
 - (ii) by at least three (3) Members present in person or by proxy or by attorney or in the case of a corporation by a representative and entitled to vote thereat; or
 - (iii) by any Member or Members present in person or by proxy or by attorney or in the case of a corporation by a representative and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the General Meeting; or
 - (iv) by a Member or Members present in person or by proxy or by attorney or in the case of a corporation by a representative, holding shares in the Company conferring a right to vote at the General Meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Provided always that no poll shall be demanded on the election of a Chairman or on a question of adjournment. Unless a poll be so demanded (and the demand be not withdrawn), 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 the resolution. A demand for a poll may be withdrawn.

69. If a poll be duly demanded (and the demand be not withdrawn), it shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman may direct and the result of a poll shall be deemed to be the Resolution of the Meeting at which the poll was demanded. The Chairman may, and if so requested, shall appoint scrutineers and may adjourn the General Meeting to some place and time fixed by him for the purpose of declaring the result of the poll and for this purpose, the Chairman may delegate any other Director or the Company Secretary to be the Chairman of such adjourned General Meeting at which the results of the poll will be declared or determine that the results of the poll, if certified by any Director or the Company Secretary, shall be published on the Company's website without the requirement for the results being declared at any General Meeting or adjourned General Meeting. Any such declaration at an adjourned General Meeting or publication on the Company's website of the results of the relevant poll shall, in the absence of manifest error, be conclusive evidence of such fact. Taking a poll
- Subject to this Constitution and any applicable laws, the Board of Directors may approve and implement, subject to such security measures as may be deemed necessary or expedient, such voting methods to allow Members who are unable to vote in person at any General Meeting the option to vote in absentia, including but not limited to voting by mail, electronic mail or facsimile. Voting in absentia
70. If any votes 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 General Meeting or at any adjournment thereof and not in any case unless it shall in the opinion of the Chairman be of sufficient magnitude. Vote counted in error
71. In the case of equality of votes, whether on a show of hands and on a poll, the Chairman of the General Meeting shall be entitled to a casting vote. Chairman's casting vote
72. A poll demanded on any question shall be taken either immediately or at such subsequent time (not being more than thirty (30) days from the date of the General Meeting) and place as the Chairman may direct. No notice need be given of a poll not taken immediately. Time for taking a poll
73. The demand for a poll shall not prevent the continuance of a General Meeting for the transaction of any business other than the question on which the poll has been demanded. Continuance of business after demand for a poll

VOTES OF MEMBERS

74. Subject to this Constitution and to any special rights or restriction as to voting attached to any class of shares hereinafter issued on a show of hands, a holder of ordinary shares or preference shares who is personally present as a Member or a Member's representative or proxy or attorney and entitled to vote shall be entitled to one (1) vote and on a poll every Member present in person or by proxy or attorney or in the case of a corporation by a representative shall have one (1) vote for every share of which he is the holder. Voting rights of Members
75. A Member of unsound mind or whose person or estate is liable to be dealt with in any way under law relating to mental disorders may vote whether on a show of hands or on a poll by his committee, curator bonis or other person as properly has the management of his estate and any such committee, curator bonis or other person may vote by proxy or attorney, provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than forty eight (48) hours before the time appointed for holding the General Meeting. Voting rights of Members of unsound mind
76. Subject to the provisions of this Constitution, every Member shall be entitled to be present and to vote at any General Meeting either personally or by proxy or by attorney or in the case of a corporation by a representative and to be reckoned in a quorum in respect of shares fully paid and in respect of partly paid shares where calls are not due and unpaid. Right to vote
77. No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned General Meeting at which the vote objected to is given or tendered and every vote not disallowed at such General Meeting shall be valid for all purpose. Any such objection made in due time shall be referred to the Chairman of the General Meeting whose decision shall be final and conclusive. Objections
78. On a poll, votes may be given either personally or by proxy or by attorney or in the case of a corporation, by its representative. A person entitled to more than one (1) vote need not use all his votes or cast all the votes he uses in the same way. Votes on a poll
79. An appointment of proxy shall be in writing and if the Board in its absolute discretion determines, may be contained in an electronic communication. In any such case in any common form or in such other form as the Board may approve and: Appointment of proxies
- (a) if in writing but not contained in an electronic communication, under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, under its common seal or where a corporation does not have a seal by any two (2) of its authorised officers or under the hand of the officer or attorney duly authorised and in the case of a single director corporation it shall be signed by the single director and countersigned by the company secretary of the corporation; or

- (b) in the case of an appointment contained in an electronic communication, submitted by or on behalf of the appointor, subject to such terms and conditions and authenticated in such manner as the Board may in its absolute discretion determine.
80. A proxy need not be a Member of the Company. Proxy need not be a Member
81. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office or such other place within Malaysia as is specified for that purpose in the notice convening the General Meeting, not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. For these purpose, it is deemed that the time appointed for the taking of any poll is to commence at such time, with the taking of the poll completing when it is actually completed. Deposit of proxies
82. (1) A Member shall be entitled to appoint not more than two (2) proxies to attend and vote on his behalf at any General Meetings. Where he appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy;
- (2) Where a Member is an authorised nominee as defined under the Central Depositories Act, it may appoint not more than two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account;
- (3) Where a Member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) Securities Account (“**omnibus account**”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
83. An instrument appointing a proxy shall be in the form with such variations, if any, as circumstances may require or in such other form as the Directors may accept and shall be deemed to include the right for the proxy to demand or join in demanding a poll, subject to any contrary direction contained in the same and be valid as well for any adjournment of the General Meeting as for the meeting to which it relates. Form of proxies
- An instrument appointment a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote in the resolution except as specified in the instrument. The instrument of proxy, where more than one (1) proxy is appointed must specify the proportion or number of votes that the proxy/proxies may exercise.

84. A vote given in accordance with the terms of an instrument of proxy (which for the purposes of this Constitution shall also include a power of attorney) shall be 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 shall have been received by the Company at the Office (or such other place as may be specified for the deposit of instruments appointing proxies) before the commencement of the General Meeting or adjourned General Meeting (or in the case of a poll before the time appointed for the taking of the poll) at which the proxy is used. Intervening death or insanity of principal not to revoke proxy
85. Any corporation which is a Member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any General Meeting of the Company or of any class of Members of the Company and the persons so authorised shall be entitled to exercise the same powers on behalf of the corporation as the corporation would exercise as if it were an individual Member of the Company. Corporations acting by representatives
- (a) If the corporation authorizes more than one person as its representative, every one (1) of the representatives is entitled to exercise the same powers on behalf of the corporation as the corporation could exercise as if every one (1) of the representatives was an individual member of the Company.
- (b) If the corporation authorizes more than one (1) person and more than one (1) of the representatives purport to exercise the power under subclause 85(a):
- (i) if the representatives purport to exercise the power in the same way, the power is treated as exercised in that way.
- (ii) if the representatives do not purport to exercise the power in the same way, the power is treated as not exercised.

DIRECTORS

86. The number of the Directors all of whom shall be natural person who is at least eighteen (18) years of age shall not be less than three (3) and unless otherwise determined by a General Meeting, be more than fifteen (15). Appointment and number of Directors
87. A Director need not be a Member and shall not be required to hold any share qualification unless and until otherwise determined by the Company in General Meeting. Qualification
- Where a Director acts by virtue of his position as an employee of the Company or who was appointed by or as a board representative of a Member of the Company of debenture holder, that Director shall be taken to have acted in the best interest of the Company, and in the event of any conflict between his duty to act in the best interest of the Company and his duty to his nominator, he shall not subordinate his duty to act in the best interest of the Company to his nominator. Duty of nominee Director

88. The remuneration of the Directors shall be determined, from time to time, by the Company in General Meeting and such remuneration shall not be increased except pursuant to an Ordinary Resolution passed at a General Meeting where notice of the proposed increase shall have been given in the notice convening the General Meeting. Such remuneration shall be divided among the Directors in such proportions and manner as they may agree and in default of agreement equally, except that in the latter event any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for the proportion of remuneration related to the period during which he has held office. Remuneration of Directors
89. (1) The Directors shall be entitled to be repaid all travelling or such reasonable expenses as may be incurred in attending and returning from meetings of the Directors or of any committee of the Directors or General Meeting or otherwise howsoever in or about the business of the Company in the course of the performance of their duties as Directors. Expenses remuneration and extra
- (2) Any Director who is appointed to any executive office or serves on any committee or who otherwise performs or render services, which in the opinion of the Directors are outside his ordinary duties as a Director, may be paid such extra remuneration as the Directors may determine, subject however as is hereinafter provided in this clause.
- (3) The remuneration in the case of a Director other than an Executive Director shall be by fixed sum, and not at any time be a commission on or percentage of the profits or turnover and no Director whether an Executive Director or otherwise shall be remunerated by a commission on or percentage of turnover.
90. (1) Subject to the provisions of Section 227 of the Act, the Directors may pay a pension or allowances (either revocable or irrevocable and either subject or not subject to any terms and conditions) to any Executive Director (as hereinafter defined) on or at any time after his retirement from his office or employment under the Company or under any associated company or on or after his death to his widow or other dependents. Pensions
- (2) The Directors shall have power and shall be deemed always to have had power to establish and maintain and to concur with associated companies in establishing and maintaining any schemes or funds for providing pensions, sickness or compassionate allowance, life assurances or other benefits for staff (including any Director for the time being holding any executive office or any office of profit in the Company) or employees of the Company or any such associated company and for the windows or other dependents of such persons and to make contributions out of the Company's moneys for any such schemes or funds.
- (3) The expression "associated company" for the purpose of this Constitution shall include any company which is deemed to be related to the Company in terms of Section 7 of the Act or which in the opinion of the Directors can properly be otherwise regarded as being connected with the Company.

- (4) In this Constitution, the expression "Executive Director" shall mean and include any Director including a Managing Director who has been or is engaged substantially whole-time in the business of the Company or of any associated company or partly in one and partly in another.

91. Other than the office of auditor, a Director may hold any other office or place of profit under the Company and he or any firm of which he is a member may act in a professional capacity for the Company in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. No Director or intending Director shall be disqualified by his office from contracting or entering into any arrangement with the Company either as vendor, purchaser or otherwise nor shall such contract or arrangement 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 so contracting or being so interested be liable to account to the Company for any profit realized by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established but every Director shall observe the provision of Section 221 and Section 219 of the Act relating to the disclosure of the interests of the Directors in contracts or proposed contracts with the Company or of any office or property held by a Director which might create duties or interests in conflict with his duties or interests as a Director. No Director shall as a Director vote in respect of any contract, arrangement or transaction in which he is so interested whether, directly or indirectly, as aforesaid and if he does so vote, his vote shall not be counted but this prohibition as to voting shall not apply to any contract by or on behalf of the Company to give to the Directors or any of them any security by way of any lawful indemnity or to any allotment of share in or debentures of the Company to any Director or to any contract, arrangement or transaction where the Director is interested merely as a shareholder or a director of another company or both and such prohibition may at any time or times by the Company in General Meeting be suspended or relaxed to any extent and either generally or in respect of any particular contract, arrangement or transaction and any particular contract, arrangement or transaction carried out in contravention of this clause may be ratified by the Company in General Meeting.
- Power of Directors to hold office of profit and to contract with Company
92. (1) A director may be or become a director of or hold any office or place of profit (other than as auditor) or otherwise interested in any company in which the Company may be interested as vendor, purchaser, shareholder or otherwise and unless otherwise agreed, shall not be accountable for any fees, remuneration or other benefits received by him as a director, or officer of or by virtue of his interest in such other company.
- (2) The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner and in all respects as the Directors think fit in the interests of the Company (including the exercise thereof in favour of any resolution appointing the Directors or any of them to be directors of such company or voting or providing for the payment of remuneration to the directors of such company) and any such Director of the Company may vote in favour of the exercise of such voting powers in manner aforesaid notwithstanding that he may be or be about to be appointed a director of such other company.
- Holding of office in other companies

MANAGING DIRECTORS AND EXECUTIVE DIRECTORS

93. The Directors may from time to time appoint one (1) or more of their body to be Managing Director or Executive Directors of the Company and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their places. Where an appointment is for a fixed term such term shall not exceed five (5) years.
94. A Managing Director as well as the Executive Director shall be subject to the same provisions as to retirement by rotation, resignation and removal as the other Directors of the Company and if they cease to hold the office of Director from any cause they shall ipso facto immediately cease to be a Managing Director or Executive Director, as the case may be.
95. The remuneration of a Managing Director and Executive Director shall from time to time be fixed by the Directors and may, subject to this Constitution, be by way of salary, bonus, commission or participation in profits or by any or all of these modes but shall not under circumstances be remunerated by a commission on or percentage of turnover.
96. A Managing Director and an Executive Director shall at all times be subject to the control of the Directors but subject thereto the Director may from time to time entrust to and confer upon a Managing Director or an Executive Director for the time being such powers exercisable under this Constitution by the Directors as they may think fit and may confer such powers for such time and to be exercised on such terms and conditions and with such restrictions as they think expedient and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

VACATION OF OFFICE OF DIRECTORS

97. The office of a Director shall be vacated in any one of the following events, namely:
- (a) If he becomes prohibited from being a Director by reason of any order made under the Act;
 - (b) If he ceases to be a Director by virtue of any of the provisions of the Act;
 - (c) If he resigns by writing under his hand left at the Office;
 - (d) If he has a receiving order made against him or suspend payments of compound with his creditors generally;
 - (e) If he is found lunatic or becomes of unsound mind or bankrupt during his term of office;

- (f) If he is removed by the Company in General Meeting pursuant to this Constitution;
- (g) If he has been convicted of an offence involving bribery, fraud or dishonesty;
- (h) If he has been convicted by a court of law of an offence under the securities law; or
- (i) If he dies.

ROTATION OF DIRECTORS

98. Subject to this Constitution and to the provisions of the Act, at each Annual General Meeting, one-third of the Directors for the time being, or if their number is not a multiple of three (3), the number nearest to one-third with a minimum of one, shall retire from office PROVIDED ALWAYS that all Directors shall retire from office once at least in each three (3) years. A retiring Director shall retain office until the close of the General Meeting at which he retires. Retirement of Directors by rotation
- The Directors to retire in every year shall be those who, being subject to retirement by rotation, have been longest in office since their last election or appointment, but as between persons who become 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. Selection of Directors to retire
99. The Company at the General Meeting at which a Director retires under any provision of this Constitution may by Ordinary Resolution fill up the vacated office, by electing a person thereto. In default, the retiring Director shall be deemed to have been re-elected, unless: Filling vacated office
- (a) at such General Meeting it is expressly resolved not to fill up such vacated office or a resolution for the re-election of such Director is put to the General Meeting and lost; or
 - (b) such Director is disqualified under the Act from holding office as a Director or has given notice in writing to the Company that he is unwilling to be re-elected; or
 - (c) such Director has attained any retiring age applicable to him as a Director.
100. No person, other than a Director retiring at the General Meeting, shall be eligible for election as a Director at any General Meeting unless a member intending to propose him for election has, at least eleven (11) clear days before the day appointed for the General Meeting left at the Office a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such Member to propose him for election, provided that in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary, and notice of each and every candidature for election to the board of Directors shall be served on all Members at least seven (7) clear days prior to the General Meeting at which the election is to take place. Notice of intention to appoint Director

101. The Company may by Ordinary Resolution of which special notice has been given in accordance with Section 207 of the Act, remove any Director before the expiration of his period of office, notwithstanding any provision of this Constitution or of any agreement between the Company and such Director, but without prejudice to any claim he may have for damages for breach of any such agreement. The Company may, if thought fit, by Ordinary Resolution, appoint another person in place of a Director so removed from office and any person so appointed shall be subject for retirement by rotation at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In default of such appointment the vacancy so arising may be filled by the Directors as a casual vacancy.

Removal of Director

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

Directors' power to fill casual vacancies and to appoint additional Director

103. At any General Meeting at which more than one (1) Director is to be elected, each candidate shall be the subject of a separate motion and vote unless a motion for the appointment of two (2) or more persons as Directors by a single resolution shall have first been agreed to by the meeting without any vote being given against it.

ALTERNATE DIRECTORS

104. (1) Any Director of the Company may at any time appoint any person approved by a majority of his co-Directors to be his alternate Director of the Company and may at any time remove any such alternate Director so appointed from office. An alternate Director so appointed shall be entitled to receive from the Company such proportion (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but save as aforesaid he shall not in respect of such appointment be entitled to receive any remuneration from the Company.

(2) An alternate Director shall (subject to his giving to the Company an address in the Territory) be entitled to receive notices of all meetings of the Directors and to attend and vote at such meetings at which the Director appointing him is not personally present and generally to perform all functions of his appointor as a Director in his absence.

(3) An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director otherwise than by retiring and being re-elected at the same meeting.

Alternate Directors

- (4) All appointments and removals of alternate Directors shall be effected in writing under the hand of the Director making or terminating such appointment left at the Office.
- (5) A Director may not act as an alternate Director to another Director on the Board. An alternate Director may not represent more than one (1) Director.

PROCEEDINGS OF DIRECTORS

105. (1) The Third Schedule of the Act shall not apply to the Company. Meeting of Directors
The Directors may meet together for the despatch of business, adjourn or otherwise regulate their meetings as they think fit. Subject to the provisions of this Constitution, questions arising at any meeting shall be determined by a majority of votes and in case of an equality of votes, the Chairman of the meeting shall have a second or casting vote except when only two (2) Directors are present and form a quorum or only two (2) Directors are competent to vote on the question.
- (2) A Director may, and the Secretary on the requisition of a Director, shall at any time summon a meeting of the Directors to any Director for the time being absent from the Territory.
- (3) Meetings By Electronic Means:
- (a) In this Constitution, "electronic" means actuated by electric, magnetic, electron-magnetic, electro-chemical or electro-mechanical energy and "by electronic means" means by any manner only capable of being so actuated and shall include, but not limited to the telephone, video conferring and telephone conferencing.
 - (b) A person in communication by electronic means with the Chairman and with all other parties to a meeting of the Directors or of a committee of the Directors shall be counted in a quorum and be entitled to vote but only for so long he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by electronic means.
 - (c) A meeting at which one (1) or more of the Directors attends by electronic means is deemed to be held at such place as the Directors shall at the said meeting resolve. In the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the place, if any, where a majority of the Directors attending the meeting are physically present, or in default of such a majority, the place at which the Chairman of the meeting is physically present.
 - (d) Subject to the Act, all business transacted in the manner provided above by electronic means shall for the purpose of this Constitution be deemed to be validly effectively transacted at a meeting of the board or a committee of the board notwithstanding that two (2) or fewer than two (2) Directors or Alternate Director are physically present at the same meeting.

106. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be two (2). A meeting of the Directors at which a quorum is present shall be competent to exercise all the powers and discretion for the time being exercisable by the Directors. For the purpose of determining whether the quorum for the transaction of the business of the Directors exists:
- Quorum
- (a) In the case of a resolution agreed by Directors in telephonic communications, all such Directors shall be counted in the quorum; and
 - (b) In the case of a meeting of Directors, in addition to the Directors present at the meeting, any Director in telephonic communications with such meeting shall be counted in the quorum.
107. A Director, notwithstanding his interest, may be counted in the quorum present at any meeting where he or any other Director is appointed to hold any office or place of profit under the Company or where the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or where the Director resolve to enter into or make arrangements with him or on his behalf pursuant to this Constitution or where the terms of any such appointment or arrangements as hereinbefore mentioned are considered, and he may vote on any such matter other than in respect of the appointment or arrangements with himself or the fixing of the terms thereof.
- Relaxation of restrictions on voting
108. The continuing Directors may act notwithstanding any vacancies but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with this Constitution, the continuing Directors or Director may, except in an emergency, act only for the purpose of increasing the number of Directors to such minimum number or to summon a General Meeting of the Company. If there be no Directors or Director able or willing to act, then any two (2) Members may summon a General Meeting for the purpose of appointing Directors.
- Proceedings in case of vacancies
109. The Directors may from time to time elect a Chairman and if desired a Deputy Chairman and determine the period for which he is or they are to hold office. The Deputy Chairman will perform the duties of the Chairman during the Chairman's absence for any reason. The Chairman and in his absence the Deputy Chairman shall preside as Chairman at meetings of the Directors but if no such Chairman or Deputy Chairman be elected or if at any meeting the Chairman and the Deputy chairman be not present within five (5) minutes after the time appointed for holding the same, the Directors present shall choose one (1) of their number to be Chairman of such meeting. Any Director acting as Chairman of a meeting of the Directors shall in the case of an equality of votes have the Chairman's right to a second or casting vote, where applicable.
- Chairman of Directors

110. A Resolution in writing signed by all Directors for the time being in the Territory and constituting a quorum shall be as effective as a Resolution passed at a meeting of the Directors duly convened provided that where a Director is not so present but has an alternate who is so present, then such resolution must also be signed by such alternate. All such resolutions shall be described as "Directors' Circular Resolution" and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's minutes book. Any such resolution may consist of several documents in like form (prepared and circulated by electronic means, digital written message, telefax, telex or telegram with copy sent by hand, courier or post), each signed by one (1) or more Director or their alternates. An approval by letter or other written or electronic means of a proposed resolution in writing (which has been prepared and circulated as aforesaid) signed by a Director and sent or transmitted by him by electronic means, telefax, telex or telegram (with copy sent by hand, courier or post) shall be deemed to be a document signed by him for the purpose of the foregoing provisions. Resolutions in writing
111. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors. Power to appoint committees
112. The meetings and proceedings of any such committee consisting of two (2) or more members 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 regulations made by the Directors under the last preceding Clause. Proceedings at committee meetings
113. All acts done by any meeting of Directors or of a committee of Directors or by any person acting as Director shall as regards all persons dealing in good faith with the Company, notwithstanding that there was some defect in the appointment of any such Director or person acting as aforesaid or that they or any of them were disqualified or had vacated office or were not entitled to vote be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote. Validity of acts of Directors in spite of some formal defect

GENERAL POWERS OF THE DIRECTORS

114. The management of the business of the Company shall be vested in the Directors who (in addition to the powers and authorities by this Constitution or otherwise expressly conferred upon them) may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not hereby or by the Act expressly directed or required to be exercised or done by the Company in General Meeting but subject nevertheless to the provisions of the Act and of this Constitution and to any regulations from time to time made by the Company in General Meeting provided that no regulations so made shall invalidate any prior act of the Directors which would General Power of Directors to manage Company's business

have been valid if such regulation had not been made and in particular and without prejudice to the generality of the foregoing, the Directors may at their discretion exercise every borrowing power vested in the Company by its Constitution or permitted by law together with collateral power of hypothecating the assets of the Company including any uncalled or called but unpaid capital, provided that any sale or disposal by the Directors of the Company's main undertaking shall be subject to prior approval by the Members in General Meeting.

115. The Directors may establish any local boards or agencies for managing and affairs of the Company, either in the Territory or elsewhere and may appoint any persons to be members of such local boards or any managers or agents, and may fix their remuneration, and may delegate to any local board, manager or agent, any of the powers, authorities and discretions vested in the Directors, with power to subdelegate, 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 any such delegation but no person acting in good faith and without notice of any such annulment or variation shall be affected thereby. Power to establish local boards etc.
116. The Directors may from time to time by power of attorney under the Seal appoint any company, firm or person or any fluctuating body of persons whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with such attorney as the Directors may think fit and may also authorise any such attorney to subdelegate all or any of the powers, authorities and discretion vested in him. Power to appoint attorneys
117. The Company or the Directors on behalf of the Company may in exercise of the powers in that behalf conferred by the Act cause to be kept a Branch Register or Registers of Members and the Directors may (subject to the provisions of the Act) make and vary such regulations as they think fit in respect of the keeping of any such Register. Power to keep a branch register
118. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments and all receipts for moneys 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

BORROWING POWER

119. The Directors may borrow or raise money from time to time for the purpose of the Company or secure the payment of such sums as they think fit and may secure the repayment or payment of such sums by mortgage or charge upon all or any of the property or assets of the Company or by the issue of debentures (whether at par or at discount or premium) or otherwise as they may think fit. Directors' borrowing power

SECRETARY

120. The Secretary or Secretaries shall and a Deputy or Assistant Secretary or Secretaries may be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary, Deputy or Assistant Secretary so appointed may be removed by them, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company. The appointment and duties of the Secretary or Secretaries shall not conflict with the provisions of the Act and in particular Section 235 thereof. Secretary

The office of a Secretary may or will become vacant if the Secretary resigns from office by notice in writing to the Board and the Secretary shall cease office upon the expiry of thirty (30) days from the date of the notice to the Board or from the effective date as specified in his notice; or if the Secretary is unable to communicate with the Directors at their last known residential address, the Secretary may notify the Registrar of that fact and of his intention to resign from office, and he shall cease from office on the expiry of thirty (30) days from the date of the notice to the Registrar.

The Board shall fill the vacancy of the Secretary within thirty (30) days after the occurrence of any of the events specified above.

SEAL

121. (1) The Company shall have a Seal. Seal and Seal for use abroad
- (2) The Directors shall provide for the safe custody of the Seal which shall only be used by the authority of the Directors or a committee of Directors authorised by the Directors in that behalf, and for every instrument to which the Seal shall be affixed, the Seal shall (subject to the provisions of this Constitution as to certificates for shares) be affixed in the presence of and signed by a Director and by the Secretary or some other person appointed by the Directors in place of the Secretary for the purpose.
- (3) The Company may exercise the powers conferred by the Act with regard to having an Official Seal for use abroad, and such powers shall be vested in the Directors.

The Company may have a duplicate Common Seal as 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".

AUTHENTICATION OF DOCUMENTS

122. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Directors, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or accounts elsewhere than at the Office, the local manager and other officer of the Company having the custody thereof shall be deemed to be a person appointed by Directors aforesaid. Power to authenticate documents
123. A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of Directors which is certified as such in accordance with the provisions of the last proceeding clause shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors. Certified copies of resolution of the Directors

DIVIDENDS AND RESERVES

124. The Directors or the Members, on the recommendation of the Board of Directors as it thinks appropriate, may by Ordinary Resolution declare dividends but (without prejudice to the powers of the Company to pay interest on share capital as hereinbefore provided), no dividend shall be payable in excess of the amount recommended by the Directors and no dividend shall be payable except out of the profits of the Company available for distribution and provided that the Company is solvent and remains solvent for a period of twelve (12) months after the distribution is made. Payment of dividends
125. Subject to the rights of holders and shares with special rights as to dividend (if any), all dividends shall be declared and paid according to the amounts paid to on the shares in respect whereof the dividend is paid, but (for the purposes of this clause only) no amount paid on a share in advance of calls shall be treated as paid on the share. All dividends shall be apportioned and paid pro rata according to the amount paid on the shares during any portion or portions of the period in respect of which the dividend as from a particular date such share shall rank for dividend accordingly. Apportionment of dividends
126. If and so far as in the opinion of the Directors, the profits of the Company justifies such payments, the Directors may pay the fixed preferential dividends on any expressed class of shares carrying a fixed preferential dividend expressed to be payable on fixed date on the half-yearly or other days (if any) prescribed for the payment thereof by the terms of issue of the shares, and subject thereto may also from time to time pay to the holders of any other class of shares interim dividends thereon of such amounts and on such dates as they may think fit. Payment of preference and interim dividends

127. Subject to the provisions of the Act, where any asset, business or property is bought by the Company as from a past date upon the terms that the Company shall as from that date take the profits and bear the losses thereof, such profits or losses, as the case may be, shall, at the discretion of the Directors, be credited or debited wholly or in part to revenue account, and in that case the amount so credited or debited shall, for the purpose of ascertaining the fund available for dividend, be treated as a profit or loss arising from the business of the Company and available for dividend accordingly. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest when paid may at the discretion of the Directors be treated as revenue and it shall not be obligatory to capitalise the same or any part thereof. Profit earned before acquisition of a business
128. No dividend or other moneys payable or in respect of a share shall bear interest against the Company. Dividends not to bear interest
129. The Directors may deduct from any dividend or other moneys payable to any Member on or in respect of a share all sums of money (if any) presently payable by him to the Company on account or calls or in connection therewith. Deduction of debts due to Company
130. The Directors may retain any dividend or other moneys payable on or in respect of a share on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists. Retention of dividends on share subject to lien
131. The Directors may retain the dividends payable on shares in respect of which any person is under the provisions as to the transmission of shares herein before contained entitled to become a Member or which any person under those provisions is entitled to transfer until such person shall become a Member in respect of such shares or shall duly transfer the same. Retention of dividends on share pending transmission
132. The Company shall comply with the Unclaimed Moneys Act 1965 in respect of any dividend unclaimed. Unclaimed dividends
133. The Company may, upon the recommendation of the Directors, by Ordinary Resolution direct payment of a dividend in whole or in part by the distribution of specific assets and in particular of paid up shares or debentures of any other company or in any one or more of such ways: and the Directors shall give effect to such Resolution and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors. Payment of dividend in specie
134. Any dividend, interest, or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post and to the last registered address of the Member or person entitled thereto or by direct transfer or such other mode of electronic means (subject to the provision of the Act, the Central Depositories Act and the Rules, Dividends payable by cheque

the Listing Requirements and/or other regulatory authorities) to the bank account of the holder whose name appear in the Register or Record of Depositors respectively. Every such cheque or warrant or payment by direct transfer shall be made payable to the order of the person to whom it is sent or to such person as the holder or person or persons entitled to the share in consequence of the death or bankruptcy of the holder may direct and the payment of the cheque or warrant by such electronic means shall be a good discharge to the Company of the dividend to which it relates, regardless that it may subsequently appear that the cheque or warrant has been stolen or that endorsement thereon has been forged or of any discrepancy given by the Member in the details of the bank account(s). Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.

135. Subject to the approval being obtained from the Members of the Company and the Listing Requirements, the Company may issue shares pursuant to a Dividend Reinvestment Scheme to all its Members who are entitled to dividend in accordance with the provisions of the Act and any rules, regulations and guidelines thereunder or issued by the Stock Exchange and any other relevant authorities in respect thereof.

136. A transfer of shares shall not pass the right to any dividend declared on such shares before the registration of the transfer. Effect of transfer

RESERVES

137. The Directors may from time to time, set aside out of the profits of the Company and carry to reserve such sums as they think proper which, at the discretion of the Directors, shall be applicable for meeting contingencies or for the gradual liquidation of any debt or liability of the Company or for repairing or maintaining the works, plant and machinery of the Company or for special dividends or bonuses or for equalizing dividends or for any other purpose to which the profits of the Company may properly be applied and pending such application may either be employed in the business of the Company or be invested. The Directors may divide the reserve into such special funds as they think fit and may consolidate into one fund any special funds or any parts of any special funds into which the reserve may have been divided. The Directors may also without placing the same to reserve carry forward any profits which they may think is not prudent to divide. Power to carry profit to reserve

CAPITALISATION OF PROFITS AND RESERVES

138. The Company, may upon the recommendation of the Directors, by Ordinary Resolution resolve that it is desirable to capitalise any sum for the time being standing to the credit of any of the Company's reserve accounts or any sum standing to the credit of the profit and Power to capitalise profits

loss account or otherwise available for distribution, provided that such sum be not required for paying the dividends on any shares carrying a fixed cumulative preferential dividend, and accordingly that the Directors be authorised and directed to appropriate the sum resolved to be capitalised to the Members holding shares in the Company in the proportions in which such sum would have been divisible amongst them had the same been applied or been applicable in paying dividends and to apply such sum on their behalf either in or towards paying up the amounts (if any) for the time being unpaid on any shares held by such Members respectively, or in paying up in full unissued shares or debentures to be allotted and distributed and credited as fully paid up to and amongst such Members in the proportion aforesaid or partly in one way and partly in the other.

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

MINUTES AND BOOKS

140. The Directors shall cause minutes to be made in books to be provided for the purpose:
- (a) of all appointments of officers made by the Directors;
 - (b) of the names of the Directors present at each meeting of Directors and of any committee of Directors; and
 - (c) of all Resolutions and proceedings at all General Meetings of the Company and of any class of Members, of the Directors and of committees of Directors.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and shall be accepted as prima facie evidence without further proof of the facts stated therein.

141. The Directors shall duly comply with the provisions of the Act and in particular the provisions in regard to registration of charges created by
- Keeping of registers etc.

or affecting property of the Company, in regard to keeping a Register of Directors and Secretaries, a Register of Members, a Register of Mortgages and Charges and a Register of Directors' Share and Debenture Holdings and in regard to the production and furnishing of copies of such Registers and of any Register of Holders of Debentures of the Company.

142. Any register, index, minutes book, book of accounts or other book required by this Constitution or by the Act to be kept by or on behalf of the Company may be kept either by making entries in bound books or by recording them in any other manner. In any case in which bound books are not used, the Directors shall take adequate precautions for guarding against falsification and for facilitating discovery. Form of registers etc.

ACCOUNTS

143. The Directors shall cause to be kept such accounting and other records as are necessary to comply with the provisions of the Act and shall cause those records to be kept in such manner as to enable them to be conveniently and properly audited. Directors to keep proper accounts
144. Subject to the provisions of Section 245 of the Act, the accounting and other records shall be kept at the Office or at such other place or places as the Directors think fit within the Territory. No member (other than a Director) shall have any right of inspecting any account or book or document or other recording of the Company except as is conferred by law or authorized by the Directors or by Ordinary Resolution of the Company. Location and inspection
145. In accordance with the provisions of the Act, the Directors shall cause to be prepared and to be circulated to the Members, Directors and auditors and laid before the Company in General Meeting the audited financial statements of the Company and reports as may be necessary. Whenever so required, the interval between the close of a financial year of the Company and the issue of accounts relating thereto shall not exceed four (4) months. Presentation of accounts
146. A copy of every audited financial statement which is to be laid before a General Meeting of the Company (including every document required by the Act to be annexed thereto) together with a copy of every report of the auditors relating thereto and of the Directors' report shall not less than twenty-one (21) days before the date of the General Meeting be sent to every Member of, any every holder of debentures (if any) of, the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or this Constitution; provided that this clause shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of a share in the Company or the several persons entitled in consequence of the death or bankruptcy of a Member or otherwise but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office. For avoidance of doubt, the Company shall be entitled to send the copy of every audited Copies of accounts

financial statements (including every document require by law to be annexed thereto) and the auditors' report to the members in electronic format or other electronic means provided it gives a printed copy to its Members upon the Member's request and the same be forwarded as soon as reasonably practicable after the receipt of the request.

147. A copy of each such document as is referred to in the preceding clause shall be forwarded to the Stock Exchanges upon which the Company may be listed at the same time as such documents are sent to the Members. Accounts to Stock Exchange

148. Save as may be necessary for complying with provisions of the Act or as the Company may by Special Resolution otherwise resolve, the Directors shall not be bound to publish any list or particulars of the securities or investments held by the Company or to give any information with reference to the same to any Member. Particulars of investments

AUDITORS

149. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act. Subject to the provisions of the Act, Members may by an Ordinary Resolution re-appoint the existing auditors, appoint another person as the Company's auditors, remove the auditors and/or if there is a vacancy in the office of the auditors, appoint auditors to fill the vacancy. Every auditor of the Company shall have a right of access at all times to the accounting and other records of the Company and shall make his report as required by the Act. Appointment and change of Auditors

150. Subject to the provisions of the Act, all acts done by any person acting as an auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment. Validity of acts of Auditors in spite of some formal defect

151. The auditors shall attend any Annual General Meeting where the financial statements of the Company for the financial year are to be laid, so as to respond according to their knowledge and ability to any question relevant to the audit of the financial statements and to receive notices of and other communications relating to any General Meeting which the auditors are entitled to be heard on any part of the business of the General Meeting which concerns them as auditors. Auditors' right to receive notices of and attend Annual General Meetings

NOTICES

152. Any notice or document (including a share certificate) may be served by the Company on any Member either personally or by sending it through the post in a prepaid letter or wrapper addressed to such Member at his registered address or service address entered in the Register of Members or Record of Depositors. Service of notices

153. Unless expressly provided otherwise in this Constitution, any notice to be given to or by any person, statements, reports, information or documents required to be sent to Members, pursuant to this Constitution, the Act and/or the Listing Requirements shall be in writing either in hardcopy, in electronic form or partly in hardcopy and partly in electronic form or made available on a website prescribed by the Company from time to time except that a notice calling a meeting of the Directors need not be in writing.
154. Any Member with a registered address, service address or electronic address provided by the Member for such purpose or as appearing in the Record of Depositors shall be entitled to have served upon him at such address any notice or other documents to which he is entitled under this Constitution. The Company may also give any notice, information or documents to a Member by publishing the same on the Company's website or by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English language daily newspaper.
155. Where notices or other documents are published on the Company's website, the Company shall separately and immediately on the day such notice or document is published notify its members in writing or by electronic means to the electronic address provided by the Member to the Company (other than through the Company's website) or any other form of communication permitted including but not limited to advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed about the publication and the designated web link, whether established by the Company or third parties duly authorised by the Company, as address where a copy of the notice or document may be downloaded.
156. If a Member has no registered address within the Territory, a notice may be sent to him by airmail to his registered address or service address as appearing in the Register of Members or Record of Depositors or by electronic mail or any electronic communication platform established by the Company or third parties duly authorised to the electronic address provided by the Member for such purpose.
157. Subject to the Central Depositories Act and the Rules, a person entitled to a share in consequence of the death or bankruptcy of a Member or otherwise upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share, and upon supplying also an address for the service of notice, shall be entitled to have served upon him at such address any notice or document to which the Member but for his death or bankruptcy or otherwise would be entitled and such service shall for all purposes be deemed a sufficient service of such notice or document on all person interested in the share. Save as aforesaid, any notice or document delivered or sent by post to or left at the registered address or service address or sent by electronic mail to the electronic address provided by the Member for such purpose in pursuance of this Constitution shall (notwithstanding that such Member be then dead or bankrupt or otherwise not entitled to such share and whether or not the Company has notice of the same) be deemed to have been duly served in respect of any share registered in the name of such Member.

Notice to be in writing can be sent in hardcopy or by electronic means

Members shall be served at registered address

Service of notice on Members abroad

Service of notice after death etc. on a Member

158. Any notice or other document: When notice deemed served
- (a) if sent by post and whether by airmail or not, shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is posted, and in proving such service by post it shall be sufficient to prove that the letter or wrapper containing the same was properly addressed and put into the Post Office as a prepaid letter or wrapper;
 - (b) if sent by electronic means, no acknowledgement is required and the email is deemed to have been delivered even if rejected, filtered, quarantined, or not actually delivered unless written notification of delivery failure is received. In the event of receipt of such written notification, notice or document will be given by the Company to the Member either personally or sending by post or by courier to him at his registered address as appearing in the Record of Depositors;
 - (c) if published on the Company's website, deemed served when the Member is notified of such publication.

The accidental omission to give any notice of any General Meeting to or the non-receipt of any such notice by any of the Members shall not invalidate the proceedings at any General Meeting or any resolution passed thereat. For the purposes of this Constitution, a notice includes any document.

159. Where a notice or document is sent via electronic means or where copies are made available for download from the Company's website, a Member is entitled to request for hard copies of the same. Upon receipt of the request, the Company shall within the prescribed period specified under the Listing Requirements send to the member hardcopies of such documents. Members' right to request for hard copies
160. Any notice on behalf of the Company or of the Directors shall be deemed effectual if it purports to bear the signature of the Secretary or other duly authorized officer of the Company, whether such signature is printed or written. Signature on notice
161. When a given number of days' notice or notice extending over any other period is required to be given, the day of service shall, unless it is otherwise provided or required by this Constitution or by the Act, be not counted in such number of days or period. Day of service not counted

162. Notice of every General Meeting shall be given in manner hereinbefore authorised to: Notice of General Meeting
- (a) Every Member;
 - (b) Every person entitled to a share in consequence of the death or bankruptcy or otherwise of a Member who but for the same would be entitled to receive notice of the General Meeting;
 - (c) The auditor for the time being of the Company;
 - (d) Every Director; and
 - (e) Every stock exchange on which the Company is listed and any other relevant authorities.

Except as aforesaid, no other person shall be entitled to receive notices of General Meetings

163. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the Register of Members in respect of the share jointly held to the address as stated therein. Notice of General Meeting

WINDING UP

164. If the Company is wound up (whether the liquidation is voluntary, under supervision, or by the Court) the Liquidator may, with the authority of a Special Resolution, divide among the Members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds and may for such purpose set such value as he deems fair upon any one or more class or classes of property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members. The Liquidator may, with the like authority, vest the whole or any part of the assets in trustees upon such trusts for the benefit of Members as the Liquidator with the like authority thinks fit and the liquidation of the Company may be closed and the Company dissolved but so that no Member shall be compelled to accept any shares or other securities in respect of which there is a liability. Distribution of assets in specie
165. On a voluntary winding up of the Company, no commission or fee shall be paid to a Liquidator without the prior approval of the Members in General Meeting. The amount of such commission or fee shall be notified to all Members not less than seven (7) days prior to the General Meeting at which it is to be considered. Liquidator's commission

INSURANCE AND INDEMNITY

166. (1) The Company shall indemnify an officer or auditor of the Company for any costs incurred by him or the Company in respect of any proceedings that relates 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 Indemnity for Directors and officers

which the officer or auditor is acquitted or in which the auditor or officer is granted relief under the Act or proceedings are discontinued or not pursued.

- (2) Subject to the Act, the Company shall indemnify an officer or auditor of the Company in respect of (i) any liability to any person, other than the Company, for any act or omission in his capacity as an officer or auditor; and (ii) costs incurred by that director or officer or auditor in defending or settling any claim or proceedings relating to any such liability or (iii) in connection with an application for relief under the Act.

SECRECY

167. Save as may be expressly provided by the Act, no Member shall be entitled to enter into or upon or inspect any premises or property of the Company or where the Company is carrying on business and no Member shall be entitled to required discovery of or any information respecting any detail of the Company's trade or any matter which may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interest of the Members of the Company to communicate to the public save as may be authorized by law. Secrecy

EFFECT OF THE LISTING REQUIREMENTS

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

LODGER INFORMATION

Name : LIM HOOI MOOI
NRIC No : 590814-10-6262
Address : Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia
Phone No : +603-27839191
Email : Donna.Lim@my.tricorglobal.com / Candy.Ong@my.tricorglobal.com