

THE COMPANIES ACT 2016

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PUBLIC COMPANY LIMITED BY SHARES

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**CONSTITUTION**

**OF**

**GENTING BERHAD**

**Registration No. 196801000315 (7916-A)**

(Adopted by Special Resolution passed on 20 June 2019)

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Incorporated on the 30th day of July, 1968.

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PEJABAT PENDAFTAR SYARIKAT  
(Registry of Companies)  
MALAYSIA

(Courts 565)

FORM 13

COMPANIES ACT, 1965

[Section 21 (6)]

No. of company

284/68  
(Tempatan 7916)

CERTIFICATE OF INCORPORATION OF CHANGE OF NAME  
OF COMPANY

This is to certify that GENTING HIGHLANDS HOTEL BERHAD, which was, on the 30th day of July, 1968, incorporated under the Companies Act, 1965, did on the 9th day of June, 1978, change its name to GENTING BERHAD, and that the company is\* a company limited by shares.

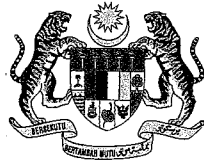
This certificate is issued in substitution of the certificate of Change of Name dated 19th day of June, 1978.

Given under my hand and seal, at Kuala Lumpur  
this 29th day of February, 1988.

(MOKHTAR BIN MOHD. NOOR)  
Asst. Registrar of Companies  
Malaysia.

\* Insert type of company.

L-J.C.K.,K.L.(AQ 90)



PEJABAT PENDAFTAR SYARIKAT  
(Registry of Companies)  
MALAYSIA

(Courts 569)

FORM 20

COMPANIES ACT, 1965

[Section 26 (3)]

No. of company

284/68

CERTIFICATE OF INCORPORATION ON CONVERSION TO A  
PUBLIC COMPANY

This is to certify that GENTING HIGHLANDS HOTEL (SENDIRIAN) BERHAD, which was on the 30th day of July, 1968, incorporated under the Companies Act, 1965, as a company limited by shares, did on the 24th day of July, 1970, resolve to convert to a public company, and that the name of the company now is GENTING HIGHLANDS HOTEL BERHAD.

This certificate is issued in substitution of the certificate of conversion to a public company dated 6th day of October, 1970.

Given under my hand and seal, at Kuala Lumpur  
this 29th day of February, 1988.

(MOKHTAR BIN MOHD. NOOR)  
Asst. Registrar of Companies,  
Malaysia.

10311-5,000-8-4-66-J.C.K.,K.L.

BORANG 9

ACT SHARIKAT, 1965

[Sekshen 16 (4)]

No. Sharikat

.....284/68.....

**PERAKUAN PERBADANAN SHARIKAT SENDIRIAN**

Ini ada-lah memperakuï bahawa **GENTING. HIGHLANDS. HOTEL. (SENDIRIAN) BERHAD** /  
ada-lah di-perbadankan di-bawah Act Sharikat, 1965, pada dan mulai  
dari.....30.....haribulan.....Julai.....1968...., dan bahawa  
sharikat itu ia-lah\*sa-buah sharikat berhad menurut sher dan bahawa  
sharikat itu ia-lah sa-buah sharikat sendirian.

Di-buat di-bawah tandatangan dan meteri saya, di- Kuala Lumpur.....  
pada.....30.....haribulan.....Julai....., 19 68.



.....(S. Sambasivam).....  
Timb. Pendaftar Sharikat  
.....Malaysia.....

- \* Masokkan sama ada sharikat itu—  
(a) sa-buah sharikat berhad menurut sher;  
(b) sa-buah sharikat berhad menurut sher dan jaminan.

THE COMPANIES ACT 2016

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PUBLIC COMPANY LIMITED BY SHARES

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**CONSTITUTION**

**OF**

**GENTING BERHAD**

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|---------------------------------|----|---|
| Name.                           | 1. | The name of the Company is GENTING BERHAD.  |
| Registered Office.              | 2. | The Registered Office of the Company is situated in Malaysia.   |
| Company has unlimited capacity. | 3. | The Company has full capacity to carry on or undertake any business or activity that is in the best interest of the Company with full rights, powers and privileges for that purpose as provided by Section 21 of the Companies Act 2016. |
| Liability of members.           | 4. | The liability of the Members of the Company is limited to any amount unpaid on shares in the Company held by the Member, any liability expressly provided for in this Constitution and any liability as provided for under the Act.       |
| Interpretation.                 | 5. | In this Constitution, unless the subject or context requires otherwise, the words standing in the first column of the following table shall bear the meanings set opposite to them respectively in the second column thereto.             |

**WORDS**

**MEANINGS**

“Act”	The Companies Act 2016 and any statutory modification, amendment or re-enactment thereof and any and every other legislation for the time being in force made thereunder and any written law for the time being in force concerning companies and affecting the Company.
“Central Depositories Act”	The Securities Industry (Central Depositories) Act 1991 or any statutory modification, amendment or re-enactment thereof for the time being in force and any reference to any provision of the Central Depositories Act is to that provision as so modified, amended or re-enacted.
“Company”	The abovenamed Company by whatever name from time to time called.
“Constitution”	This Constitution as originally adopted or as altered from time to time by Special Resolution.

“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.
“Directors/Board”	The Directors for the time being of the Company or such number of them as having authority to act for the Company.
“Deposited Security”	A security standing to the credit of a Securities Account and includes securities in a Securities Account that is in suspense subject to the provisions of the Central Depositories Act.
“Depositor”	A holder of Securities Account established by the Depository.
“Depository”	Bursa Malaysia Depository Sdn Bhd or such other name as may be adopted from time to time and/or its nominee and successors in title.
“Electronic Address”	Any electronic mail address or mobile or contact number used for the purpose of issuing, sending or receiving documents and/or information by electronic means.
“Electronic Form”	The issuing, sending or receiving of documents and/or information (including for the purposes of complying with the Act or the Listing Requirements) via electronic means which includes but shall not be limited to publishing on the Company’s website or by any other electronic mode of communication developed from time to time.
“Exchange”	Bursa Malaysia Securities Berhad.
“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.
“Listing Requirements”	Main Market Listing Requirements of the Exchange including any amendments or modifications to the same that may be made from time to time.
“Market Day”	Any day between Mondays and Fridays (both days inclusive) which is not a market holiday of the Exchange upon which the Company is listed or a Public Holiday.
“Member”	Any person for the time being holding shares in the Company and whose name appears in the Register of Members (except Bursa Malaysia Depository Nominees Sdn Bhd) including a Depositor who shall be treated as if he was a member pursuant to Section 35 of the Central Depositories Act but excludes the Depository in its capacity as a bare trustee.

“Non-Deposited Security”	A security of the Company which is not a Deposited Security.
“Office”	The Registered Office of the Company for the time being.
“Ordinary Resolution”	A resolution which has been passed by a simple majority of more than half of such Members who are entitled to vote and do vote in person, or where proxies are allowed, by proxy at a meeting of Members.
“Paragraph”	A provision contained in this Constitution.
“Record of Depositors”	A record provided by Depository to the Company under Chapter 24.0 of the Rules.
“Rules”	Shall have the meaning given in Section 2 of the Central Depositories Act.
“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”	Include shares, debentures, stocks or bonds issued or proposed to be issued and includes any right, option or interest in respect thereof and includes any securities which fall within the definition of/meaning assigned to “securities” in the Capital Markets and Services Act 2007.
“Securities Account”	An account established by Depository for a Depositor for the recording of deposit of securities and for dealing in such securities by the Depositor.
“Share Issuance Scheme”	A scheme involving a new issuance of shares to the employees.
“Special Resolution”	A resolution of which a notice of not less than twenty-one (21) days has been given and which has been passed by a majority of not less than seventy-five per centum (75%) of such Members who are entitled to vote and do vote in person, or where proxies are allowed, by proxy at a meeting of Members.

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 also.

Words denoting persons shall include corporations.

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

#### SHARE CAPITAL AND VARIATIONS OF RIGHTS

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| Share Capital.                                   | 6.  | The share capital of the Company is its issued share capital which may be divided into several classes and there may be attached thereto respectively such deferred, preferred, qualified or other special rights as set out in this Constitution.  |
| Prohibition of dealing in its own shares.        | 7.  | Save to the extent provided by the Act and this Constitution, none of the funds of the Company or of any subsidiary thereof shall be directly or indirectly employed in the purchase or subscription of or in loans upon the security of the Company's shares.  |
| Issue of shares.                                 | 8.  | <p>Subject always to the provisions of Sections 75 and 76 of the Act, this Constitution and to any special rights attached to any shares for the time being issued, all shares shall be under the absolute control of the Directors who may allot or otherwise dispose of the same to such persons on such terms and conditions and for such considerations and at such time and subject or not to the payment of any part of the amount thereof in cash and with full power to give to any person the call of any shares at a price as the Directors may determine and any shares may be issued with such preferential, deferred, qualified or special rights, privileges or conditions as the Directors may think fit and preference shares may be issued which are or at the option of the Company are liable to be redeemed, the terms and manner of redemption being determined by the Directors provided always that:</p> <ul style="list-style-type: none"><li>(a) no Director shall participate in a Share Issuance Scheme for employees unless the shareholders in general meeting have approved the specific allotments to be made to such Director;</li><li>(b) no shares or other convertible securities shall be issued to transfer a controlling interest in the Company without the prior approval of the shareholders in a general meeting; and</li><li>(c) any issue of shares to Members holding shares of any class shall be offered to such Members in proportion as nearly as may be to the number of shares of such class then held by them and the provisions of the second sentence of Paragraph 53 with such adaptations as are necessary shall apply.</li></ul> |
| Allotment of shares under Share Issuance Scheme. | 9.  | Notwithstanding the provisions of Paragraph 8, allotment of shares may be made to any person under a Share Issuance Scheme for employees which has been approved by the Company in general meeting.   |
| Rights attached to certain shares.               | 10. | The rights attached to shares of a class other than ordinary shares or issued upon special conditions shall be expressed and clearly defined in this Constitution. In the event of preference shares being issued, the Company shall not unless with the consent of existing preference shareholders at a class meeting issue preference shares ranking in priority above preference shares already issued but may issue preference shares ranking equally therewith. Preference shareholders will  |



be deemed to have the same rights as ordinary shareholders as regards the receiving of notices, reports and audited financial statements and the attending of general meetings of the Company and preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital of the Company or on a proposal to wind up the Company or during the winding up of the Company or on a proposal for the disposal of the whole of the Company's property, business and undertaking or where the proposal to be submitted to the meeting affects the rights and privileges attached to the preference share or when the dividend or part of the dividend on the preference share is more than six (6) months in arrears.

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| Variation of rights.                                     | 11. | 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 separate general meeting of the holders of shares of the class 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 meeting shall <i>mutatis mutandis</i> apply; but so that the necessary quorum shall be two (2) persons at least holding or representing by proxy or by attorney one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy or by attorney may demand a poll except that where there is only one (1) holder of the shares of that class, that sole holder shall constitute the quorum for the meeting of the holders of that class of shares. |
| Creation or issue of further shares with special rights. | 12. | 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 <i>pari passu</i> therewith.   |
| Power to pay commission and brokerage.                   | 13. | 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 the commission shall not exceed the rate of ten per centum (10%) of the price at which the shares in respect whereof the same is paid are issued or an amount equal to ten per centum (10%) of that price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.  |
| Power to charge interest on capital.                     | 14. | 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 Section 130 of 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.   |

- Trust not to be recognised.
15. Except as required by law and as provided under the Rules, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share (except only as by this Constitution or by law otherwise provided) any other rights in respect of any share, except an absolute right to the entirety thereof in the registered holder.
- Joint holders.
16. (1) In the case of Non-Deposited Securities, the Company shall not be bound to register more than three (3) persons as the holder of any such securities except in the case of executors or administrators of the estate of a deceased Member.
- (2) If two (2) or more persons are registered as joint holders of any Non-Deposited Security any one (1) of such persons may give effectual receipts for any dividend payable in respect of such Non-Deposited Security and the joint holders of a Non-Deposited Security shall, subject to the provisions of the Act, be severally as well as jointly liable for the payment of all instalments and calls and interest due in respect of such Non-Deposited Securities. Such joint holders shall be deemed to be one (1) Member and only the person whose name stands first in the Register of Members as one (1) of the joint holders of such Non-Deposited Security shall be entitled to receive the certificate relating to such Non-Deposited Security or to receive notices from the Company and delivery of such certificate or such notices to such person shall be sufficient delivery to all such holders.
- Payment of instalments.
17. If by the conditions of allotment of any shares the whole or any part of the amount of the issued 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.
- Notice of allotment/certificates.
18. With respect to Deposited Securities, subject to the provisions of the Act, the Central Depositories Act, the Rules and the rules and requirements of the Exchange:
- (a) where any new securities designated as Deposited Securities are issued by the Company (whether by way of bonus issue, rights issue, conversion of debt securities, exercise of any rights or options or otherwise), the Company shall notify the Depository of the name of the allottees or entitled persons and all such other information as may be required by the Depository (whether under the Rules, by virtue of the Central Depositories Act or otherwise) to enable the Depository to make the appropriate entries in the Securities Accounts of the relevant allottees or entitled person and the Company shall deliver the appropriate scrips or jumbo certificates registered in the name of the Depository or its nominee in respect of such securities, to the Depository;

- (b) the Company shall make application for quotation of such securities and allot all such securities and despatch notices of allotment to the allottees or entitled person in the manner, within the time period prescribed and in accordance with the provisions of the Rules, the Central Depositories Act, and the rules and regulations of the Exchange; and
- (c) no share certificate or scrip will be issued to all such allottees or entitled persons.

### CERTIFICATES

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| Share Certificates.                  | 19. Subject to Paragraph 133(3) of this Constitution, the certificate of title to Non-Deposited Securities 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 signatures or the autographic or facsimile signatures of at least two (2) Directors or one (1) Director and countersigned by the Secretary or some other person appointed by the Directors, and shall specify the number of and class of Non-Deposited Securities 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.   |
| Entitlement to Certificate.          | 20. Subject to the provisions of the Act, in relation to Non-Deposited Securities, every person whose name is registered as a Member in the register shall be entitled without payment to receive such number of certificates in respect of his holdings as the Company may prescribe provided that in the case of joint holders the Company shall not be bound to issue more than one (1) certificate for the same security and delivery of such certificate to any of them shall be sufficient delivery to all. If any Member shall require more certificates than that which are allocated to him by the Company in respect of the securities allotted to him, he shall pay such sum per certificate for every additional certificate as may from time to time be stipulated by the Company. Every Member shall be entitled to receive after lodgement of transfer of Non-Deposited Securities, certificates in respect of his holding upon payment of a charge per certificate as may from time to time be stipulated by the Company. Where a Member transfers part only of the Non-Deposited Securities comprised in a certificate, the old certificate shall be cancelled and a new certificate for the balance of such Non-Deposited Securities issued in lieu with a charge for the sum as may from time to time be stipulated by the Company. |
| New Certificate may be issued.       | 21. Subject to the provisions of the Act, in relation to Non-Deposited Securities, if any certificate shall be defaced or worn out, it may be renewed on such evidence being produced and a letter of indemnity (if required) being given by the member, transferee, person entitled, purchaser, and/or such other persons as the Directors shall require, and on delivery of the old certificate and on payment of such sum as may from time to time be stipulated by the Company.  |
| Loss or destruction of certificates. | 22. (1) Subject to the provisions of the Act, the Central Depositories Act and the Rules, in respect of Non-Deposited Securities, where a certificate or other   |

document of title to a security is lost, destroyed or stolen, the Company shall on payment of a fee not exceeding fifty ringgit, issue a duplicate certificate or document in lieu thereof to the owner on his application accompanied by:

- (a) a statutory declaration that the certificate or document has been lost, destroyed or stolen, and has not been pledged sold or otherwise disposed of, and, if lost, that proper searches have been made;
- (b) an undertaking in writing that if it is found or received by the owner it will be returned to the Company; and
- (c) a letter of indemnity in form and substance acceptable to the Company.

The Member or person entitled to whom such duplicate certificate is issued shall pay to the Company all expenses incidental to the investigations by the Company of the evidence of such destruction, loss or theft and shall bear any loss that may be incurred by the Company as a result of the Company issuing such duplicate certificate to such person.

- (2) The Directors of the Company may, before accepting an application for the issue of a duplicate certificate or document for the Non-Deposited Securities, require the applicant:
  - (a) to cause an advertisement to be inserted in a newspaper circulating in a place specified by the Directors stating that the certificate or document has been lost or destroyed and that the owner intends after the expiration of fourteen (14) days after the publication of the advertisement to apply to the Company for a duplicate; or
  - (b) to furnish a bond for an amount equal to at least the current market value of the Non-Deposited Securities indemnifying the Company against loss following on the production of the original certificate or document,

or may require the applicant to do both of those things.

#### **TRANSFER OF SHARES**

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| Mode of transfer. | 23. Subject to the provisions of this Constitution, the Central Depositories Act, the Rules and the Listing Requirements, 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. |
| Execution.        | 24. Subject to the Act, the Central Depositories Act and the Rules, the instrument of transfer of a Non-Deposited Security 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 Non-Deposited Security until the name of the transferee is entered in the Register of Members in respect thereof.

- Person under disability. 25. Subject to the Act, the Central Depositories Act and the Rules, no shares shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind.
- Directors' power to decline to register. 26. The Directors may in their absolute discretion, decline to register the transfer of any Non-Deposited Security (being a partly paid security) and may also decline to register the transfer of any Non-Deposited Security on which the Company has a lien without assigning any reason for such refusal.
- Terms of registration of transfers. 27. (1) The Directors may decline to recognise any instrument of transfer relating to Non-Deposited Security, unless:
- (a) such fee per transfer as may be stipulated by the Company plus the amount of the proper duty with which each certificate is chargeable under the law relating to stamp duty as the Directors may from time to time require, is paid to the Company in respect thereof; and
  - (b) the instrument of transfer together with the certificate is deposited at the Office or at such other place (if any) as the Directors may appoint accompanied by 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 that person to do so.
- (2) All instruments of transfer relating to Non-Deposited Security which are registered may be retained by the Company.
- (3) If the Directors decline to register any transfer relating to Non-Deposited Security, they shall send to the transferor, lodging broker and to the transferee written notice of refusal. Any instrument of transfer relating to Non-Deposited Security which the Directors may decline to register shall be returned to the person who tendered the same for registration save and except in cases where the Directors suspect fraud.
- Suspension of registration. 28. 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 the aggregate in any calendar year. At least ten (10) Market Days prior notice of such suspension or such other period and/or extension as may be prescribed and/or permitted by any stock exchange upon which the Company may be listed, shall be given to any stock exchange upon which the Company may be listed, stating the period and purpose or purposes for which the suspension is made. At least three (3) Market Days prior notice shall be given to the Depository to enable the Depository to prepare the appropriate Record of Depositors provided that where the Record of Depositors is required in respect of corporate actions, at least seven (7) Market Days prior notice shall be given to the Depository.

- Renunciation of allotment. 29. 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.

#### TRANSMISSION OF SHARES

- Transmission on death. 30. In case of the death of a Member, the survivor or survivors, where the deceased was a joint holder, and the executors or administrators of the deceased, where he was a sole or only surviving holder, shall be the only person recognised by the Company as having any title to his interest in the shares, but nothing herein shall release the estate of a deceased Member (whether sole or joint) from any liability in respect of any share held by him.
- Persons becoming entitled on death or bankruptcy of Member may be registered. 31. 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 notice in writing of such desire or transfer such share to some other person. 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 elects 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 provided always that where the share is a deposited security subject to the Rules, a transfer or withdrawal of the share may be carried out by the person so becoming entitled. 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.
- Rights of unregistered executors and trustees. 32. 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 Meetings of the Company until he shall have been registered as a Member in respect of the share.
- Fee for registration of probate etc. 33. 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 as the Directors may from time to time prescribe.
- Transmission of securities for securities listed on another stock exchange. 34. Where:  
(a) the securities of the Company are listed on another stock exchange; and  
(b) the Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29 of the Securities Industry (Central Depositories) (Amendment)

Act 1998, as the case may be, under the Rules in respect of such securities,

the Company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the other stock exchange, to the register of holders maintained by the registrar of the Company in Malaysia and vice versa provided that there shall be no change in the ownership of such securities.

#### **CALLS ON SHARES**

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| Calls on shares.             | 35. | The Directors may from time to time make such calls as they think fit upon the Members in respect of any money unpaid on their shares and not by the conditions of allotment of shares made payable at fixed date, provided that at least fourteen (14) days' notice specifying the time, date and place of payment, pay to the Company the amount called on his shares. A call may be revoked or postponed as the Directors may determine.   |
| Time when made.              | 36. | 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 by instalments.   |
| Joint holder to pay calls.   | 37. | The joint holders of a share shall be jointly and severally liable to pay all calls in respect of their shares.   |
| Interest on calls.           | 38. | 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 centum (8%) per annum as the Directors may determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part.  |
| Sum due on allotment.        | 39. | 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 this Constitution as to payment of interest and expenses, forfeiture or otherwise shall apply as if the sum had become payable by virtue of a call duly made and notified.   |
| Power to differentiate.      | 40. | 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 payment.  |
| Payment in advance of calls. | 41. | The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the money uncalled and unpaid upon any 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 at such rate not exceeding eight per centum (8%) per annum as the Member paying such sum and the Directors agree upon. Capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in |

profits. The Directors may at any time repay the amount so advanced if they think fit.

#### FORFEITURE AND LIEN

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| Notice requiring payment of calls.                                  | 42. | If any Member fails to pay 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 or compensation which may have accrued.   |
| Notice to state time and place.                                     | 43. | The notice shall name a further day (not earlier than the expiration of fourteen (14) days from the date of service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed, the shares in respect of which the call was made will be liable to be forfeited.   |
| Forfeiture on non-compliance with notice.                           | 44. | If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited share and not actually paid before the forfeiture.   |
| Sale of shares forfeited.   | 45. | A share so forfeited 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 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 may be cancelled on such terms as the Directors think fit. To give effect to any such sale, the Directors may, if necessary, authorise some person to transfer a forfeited share to any such person as aforesaid.   |
| Rights and liabilities of Members whose shares have been forfeited. | 46. | A Member whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall notwithstanding the forfeiture remain liable to pay to the Company all money which at the date of forfeiture was payable by him to the Company in respect of the shares (together with interest at eight per centum (8%) per annum from the date of forfeiture on the money for the time being unpaid if the Directors think fit to enforce payment of the interest), but such liability shall cease if and when the Company receives payment in full of all such money in respect of the shares.   |
| Company's lien.   | 47. | The Company shall have a first and paramount lien and charge on every share (not being a fully paid share) for all moneys, whether presently payable or not, called or payable at a fixed time in respect of such share; and the Company shall also have a first and paramount lien and charge on all shares (other than fully paid shares) standing registered in the name of a Member (whether solely or jointly with others) for all debts and liabilities of such Members or his estate to the Company and that whether the same shall have been incurred before or after notice to the Company of any equitable or other interest in the shares having been given by any person other than such Member, and whether the period for the payment of discharge of the same shall have actually arrived or not, and |



notwithstanding that the same are joint debts or liabilities of such Member or his estate or any other person, whether a Member of the Company or not. The Company's lien (if any) on a share shall extend to all bonuses and dividends payable thereon and subject to such lien being restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid, and to such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of the Member or deceased Member. The Directors may resolve that any share shall for some specified period be exempt from the provision of this Paragraph, and unless otherwise agreed the registration of any shares shall operate as a waiver of the Company's lien (if any) thereon. Fully paid shares shall be free from all liens.

Sale of shares  
subject to lien.

48. 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 a 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 his death or bankruptcy. To give effect to any such sale, the Directors may authorise some person to transfer the shares sold to the purchaser thereof.

Application of  
proceeds of such  
sale.

49. 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 person whose shares have been forfeited, or his executors, administrators or assignees as he may direct.

Title to shares  
forfeited or sold  
to satisfy a lien.

50. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company, and that a share has been duly forfeited 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) 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, sale, re-allotment or disposal of the share.

#### **ALTERATION OF CAPITAL**

Power to  
increase capital.

51. The Company in general meeting may from time to time by Ordinary Resolution, increase its share capital by the creation and issue of new shares of such amount as the resolution shall prescribe.

Rights and privileges of new shares.

52. 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 in particular (but without prejudice to the generality of the foregoing) such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company or otherwise.

Issue of new shares to Members.

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

New shares otherwise subject to provisions of Constitution.

54. 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.

Power to consolidate, cancel and subdivide shares.

55. The Company may by Ordinary Resolution:

- (a) consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived;
- (b) 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 and diminish the amount of its share capital by the amount of the shares so cancelled or in such manner allowed by law;
- (c) subdivide its shares or any part thereof, whatever is in the subdivision, the proportion between the amount paid and the amount (if any) unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived; and
- (d) convert all or any of its paid-up shares into stock and may reconvert that stock into paid-up shares.

- Share Buy Back.                      56.    (1)    Subject always to the compliance with the provisions of the Act and the requirements of the Act and the requirements of the Exchange and all other applicable laws, rules, regulations and guidelines for the time being in force, the Company may, with the sanction of the Members in a general meeting, purchase its own shares upon and subject to such terms and conditions as the Directors may, in their discretion deem fit or necessary, provided that the total aggregate number of shares to be acquired does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company for the time being or cause the issued and paid-up share capital of the Company to fall below the prescribed minimum amount as may be determined from time to time by the Exchange unless the prior approval of the Exchange has been obtained.
- (2)    Where the Company has purchased its own shares in the manner as provided in Paragraph 56(1) above, the Directors may, if the applicable laws for the time being in force so allow:
- (a)    cancel the shares so purchased;
  - (b)    retain the shares so purchased as treasury shares;
  - (c)    retain part of the shares so purchased as treasury shares and cancel the remainder; or
  - (d)    deal with the shares so purchased in the manner as may from time to time be prescribed and/or allowed by applicable laws, rules, regulations and guidelines then in force.
- (3)    Where the shares so purchased or any part thereof are retained as treasury shares, the Directors may at any time subject to the provisions of and in compliance with all applicable laws, rules, regulations and guidelines for the time being in force:
- (a)    distribute all or part of the treasury shares as dividends to the Members in a manner as may be allowed by applicable law;
  - (b)    resell all or part of the treasury shares on the Exchange in accordance with the relevant guidelines, rules and/or requirements of the Exchange; or
  - (c)    transfer all or part of the treasury shares for the purposes of or under an employees' share scheme; or
  - (d)    transfer all or part of the treasury shares as purchase consideration;
  - (e)    cancel the treasury shares or any of the treasury shares; or

(f) deal with the treasury shares in the manner as may from time to time be prescribed and/or allowed by the applicable laws, rules, regulations and guidelines then in force.

(4) While the shares are held as treasury shares, the rights attached to such shares as to voting, dividends and participation in other distribution and otherwise shall be and are suspended and the treasury shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares in the Company for any purposes including, without limiting the generality of Section 127(9) of the Act, the provisions of any law or requirements of this Constitution or the listing rules of the Exchange on substantial shareholding, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting.

Power to reduce capital.

57. The Company may by Special Resolution reduce its share capital in any manner subject to the conditions, requirements and consents required under the Act.

#### **STOCK**

Power to convert into stock.

58. 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 number.

Transfer of stock.

59. 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 shares from which the stock arose might previous to conversion, have been transferred or as near thereto as circumstances admit but no stock shall be transferable except in such amount of stock as the Directors may from time to time determine, provided that such amount of stock shall not be greater than the issue price of the shares from which the stock arose.

Rights of stockholders.

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

Provision applicable to paid-up shares to apply to stock.

61. 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".

#### **GENERAL MEETING**

Annual General Meeting.

62. Subject to the provisions of the Act, the Company shall in each year hold an annual general meeting within six (6) months of the Company's financial year end and not more than fifteen (15) months after the last preceding annual general meeting of the Company.

Such meeting of its Members may be held at more than one (1) venue using any technology or method that allows Members to participate and exercise the Members' rights to speak and vote at the meeting. The main venue of the meeting shall be in Malaysia and the chairperson shall be present at the main venue of the meeting.

Extraordinary  
General  
Meetings.

63. Every general meeting of the Company other than an "Annual General Meeting" shall be called an "Extraordinary General Meeting".

Calling  
Extraordinary  
General  
Meetings.

64. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition as is referred to in Section 311 of the Act, or, in default, may be convened by such requisitionists, as provided by Section 313 of the Act.

#### NOTICE OF GENERAL MEETINGS

Notice of general  
meetings.

65. Subject to the provisions of the Act as to Special Resolutions and special notice, at least fourteen (14) days' notice in writing, or at least twenty-one (21) days' notice in writing where any Special Resolution is to be proposed or where it is an Annual General Meeting (exclusive both of the day on which the notice is served or deemed to be served and of the day on which the meeting is to be held) of every general meeting shall be given in the manner hereinafter mentioned to such persons (including the auditors) as are under the provisions herein contained entitled to receive notice from the Company. At least fourteen (14) days' notice of such meeting or at least twenty-one (21) days' notice in the case where any Special Resolution is proposed or where it is an Annual General Meeting, shall be given by 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. Provided that a general meeting 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:

- (a) in the case of an Annual General Meeting by all the Members entitled to attend and vote thereat at the meeting; and
- (b) in the case of an Extraordinary General Meeting by a majority in number of the Members having a right to attend and vote thereat; being a majority which together holds not less than ninety-five per centum (95%) in the total number of the shares (excluding treasury shares of the Company) giving a right to attend and vote at the meeting.

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

Record of  
Depositors.

66. (1) The Company shall request the Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company.
- (2) The Company shall also request the Depository in accordance with the Rules, to issue a Record of

Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than three (3) Market Days before the general meeting (hereinafter referred to as "the General Meeting Record of Depositors"). The General Meeting Record of Depositors shall be the final record of all the Depositors who shall be deemed to be the registered holders of ordinary shares of the Company eligible to be present and vote at such meetings.

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

Contents of notice.

67. (1) Every notice calling a general meeting shall specify the place, day, date and time of the 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, participate, speak and vote instead of him and that a proxy need not be a Member of the Company. A Member who appoints more than one (1) proxy in relation to a meeting must specify the proportion of the Member's shareholdings to be represented by each proxy.
- (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.

Routine business.

68. Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say:
- (a) Laying before the meeting the audited financial statements and the reports of the Directors and the auditors;
- (b) Electing or appointing Directors in place of those retiring by rotation or otherwise and fixing the fees and benefits of the Directors;
- (c) Appointing auditors and fixing the remuneration of auditors or determining the manner in which such remuneration is to be fixed; and
- (d) Any resolution or other business of which due notice is given in accordance with the Act or this Constitution.

Special business.

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

### PROCEEDINGS AT GENERAL MEETING

- Quorum. 70. No business shall be transacted at any general meeting unless a quorum is present. Save as herein otherwise provided, two (2) Members present in person and entitled to vote thereat shall form a quorum. For the purpose of this Paragraph, "Member" includes a person attending by proxy or by attorney or as duly authorised representative of a corporation which is a Member.
- Adjournment if quorum not present. 71. If within half an hour from the time appointed for the meeting a quorum is not present, the 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 to such other day and at such other time and place as the Directors may determine, and if at such adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for holding the meeting, the Members present shall be a quorum. No notice of any such adjournment as aforesaid shall be required to be given to the Members.
- Power to convene general meetings. 72. A general meeting may be convened by:
- (a) The Board; or
  - (b) Any Member holding at least ten per centum (10%) of the issued share capital of the Company.
- Chairman. 73. The chairman of the Directors or in his absence the deputy chairman (if any) shall be entitled to take the chair at every general meeting. If there be no chairman or deputy chairman or if at any meeting he shall not be present within fifteen (15) minutes after the time appointed for holding such meeting or is unwilling to act, the Directors present may choose a chairman and in default of their so doing the Members present shall choose one of the Directors to be chairman and if no Director present be willing to take the Chair shall choose one of the Members present to be chairman.
- Adjournment. 74. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- Method of voting. 75. Any resolution set out in the notice of any general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting shall be voted on by poll in accordance with the requirements of the Listing Requirements.
- Declaration by chairperson on a show of hands. 76. Subject to Paragraph 75 and any express requirement of the Listing Requirements, at any general meeting of the Company, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll be (before or on the declaration of the result of the show of hands) demanded:

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

Unless a poll is 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 minutes 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.

Taking a poll.

77. If a poll is duly demanded, (and the demand is not subsequently withdrawn) it shall be taken in such manner (including the use of ballot, voting papers, tickets or by way of electronic polling) and either forthwith or after an interval or adjournment or otherwise as the chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. Any vote cast by way of electronic polling shall be deemed to constitute a vote by the Members, or their proxies, for all purposes of this Constitution. The chairman may, and if so requested shall appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.

Votes counted in errors.

78. 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 meeting or at any adjournment thereof and not in any case unless it shall in the opinion of the chairman be of sufficient magnitude.

Chairman's casting vote.

79. In the case of equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a casting vote.

Time for taking a poll.

80. 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 meeting) and place as the chairman may direct. No notice need be given of a poll not taken immediately.

Continuance of business after demand for a poll.

81. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.



### VOTES OF MEMBERS

- Voting rights of Members.
82. (A) Subject to this Constitution and to any special rights or restrictions as to voting attached to any class of shares hereinafter issued on a show of hands every Member who is present at a general meeting in person or by proxy or attorney or in the case of a corporation by a representative shall have one (1) vote and on a poll every such Member shall have one (1) vote for every share of which he is the holder.
- (B) A proxy shall be entitled to vote on a show of hands on any question at any general meeting, provided that he is the only proxy appointed by the Member. Where a Member entitled to vote has appointed more than one (1) proxy, the proxies shall only be entitled to vote on a poll.
- Voting rights of joint holders.
83. When there are joint holders of any Deposited Security or Non-Deposited Security, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such Deposited Security or Non-Deposited Security as if he were solely entitled thereto; and if more than one of such joint holders be present at any meeting personally or by proxy, the person whose name stands first on the register in respect of such Deposited Security or Non-Deposited Security shall alone be entitled to vote in respect thereof.
- Voting rights of Members of unsound mind.
84. A Member of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorders may vote whether on a show of hands or on a poll by his committee, curator bonis or such 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 meeting.
- Rights to vote.
85. Subject to the provisions of this Constitution and in particular, Paragraph 66, 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 any share or shares upon which all calls due to the Company have been paid. A proxy appointed to attend and vote at any general meeting of the Company shall have the same rights as the Member to speak at the general meeting.
- Objection to qualification of voter.
86. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.
- Votes on a poll.
87. 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 and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

- Appointment of proxies.
88. An instrument appointing a proxy shall be in writing and:
- (a) in the case of an individual shall be signed by the appointor or by his attorney; and
  - (b) in the case of a corporation shall be either under the common seal or signed by its attorney or by an officer on behalf of the corporation.
- The Directors may, but shall not be bound to, require evidence of the authority of any such attorney or officer.
- Appointment of multiple proxies.
89. A Member may appoint more than one (1) proxy in relation to a general meeting, provided that the Member specifies the proportion of his shareholdings to be represented by each proxy, otherwise the appointment shall be invalid.
- Where a Member of the Company 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.
- The appointment of two (2) or more proxies in respect of any particular Omnibus Account shall be invalid unless the Exempt Authorised Nominee specifies the proportion of its shareholding to be represented by each proxy.
- Invalid appointment.
90. If a Member has appointed a proxy to attend a general meeting and subsequently he attends such general meeting in person, the appointment of such proxy shall be null and void, and his proxy shall not be entitled to attend the said general meeting.
- Deposit of proxies.
91. The original signed instrument appointing a proxy or 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 left at the Office or such other place (if any) as is specified for the purpose in the notice convening the meeting not less than forty-eight (48) hours before the time appointed for the holding of the meeting or adjourned meeting (or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll) to which it is to be used and in default shall not be treated as valid.
- Form of proxies.
92. The instrument appointing a proxy shall be in the form as determined by the Directors from time to time.
- An instrument appointing a proxy shall, unless the contrary is stated thereon, be valid as well for any adjournment or adjournments of the meeting to which it relates and need not be witnessed.
- Intervening death or insanity of principal not to revoke proxy.
93. 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, bankruptcy 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, bankruptcy, 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 meeting or adjourned meeting (or in the case of a poll before the time appointed for the taking of the poll) at which the proxy is used.

- Corporations acting by representatives.
94. 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 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 would exercise as if it were an individual Member of the Company.

#### **DIRECTORS**

- Number of Directors.
95. Unless otherwise determined by the Company in general meeting, the minimum number of Directors all of whom shall be natural persons, shall be two (2) and the maximum, twelve (12).

- Qualification.
96. 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.

- Remuneration of Directors.
97. The fees of Directors, and any benefits payable to Directors shall be subject to annual shareholder approval at a general meeting. Such fees and benefits 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 fees and benefits are payable shall be entitled only to rank in such division for the proportion of fees and benefits related to the period during which he has held office.

The fees payable to Non-Executive Directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover. Salaries payable to Executive Directors may not include a commission on or percentage of turnover.

- Reimbursement of expenses.
98. 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 meetings or otherwise howsoever in or about the business of the Company in the course of the performance of their duties as Directors.

- Pensions.
99. (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 dependants.
- (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 widows or other dependants 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 purposes 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.

Power of Directors to hold office of profit and to contract with Company.

100. 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 realised 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 of the Act relating to the disclosure of the interest 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 interest 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 or proposed 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 shares in or debentures of the Company to any Director, or to any contract, arrangement or transaction or proposed contract, arrangement or transaction where the Director is interested merely as a shareholder or a director of another company or both, subject always to the Listing Requirements. A Director shall, notwithstanding his interest, be counted in the quorum for any meeting where a decision is to be taken upon any contract or which he is in any way interested.

Holding of office in other companies.

101. (1) A Director may be or become a director of or hold any office or place of profit (other than as auditor) or otherwise be interested in any company in which the Company may or may not 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.

#### **MANAGING DIRECTORS**

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| Appointment of Managing Directors.                            | 102. | The Directors may from time to time appoint one (1) or more of their body to be Managing Director or Managing 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.  |
| Managing Director shall be subject to retirement by rotation. | 103. | A Managing Director shall while he continues to hold that office be subject to retirement by rotation and he shall be taken into account in determining the rotation of retirement of Directors but he shall be subject to the provisions of any contract between him and the Company and be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he ceases to hold the office of Director from any cause he shall ipso facto and immediately cease to be a Managing Director.   |
| Remuneration of Managing Director.                            | 104. | The remuneration of a Managing Director shall from time to time be fixed by the Directors and may subject to this Constitution be by way of salary or commission or participation in profits or by any or all of these modes but he shall not under any circumstances be remunerated by a commission on or a percentage of turnover.  |
| Powers of Managing Director.                                  | 105. | A Managing Director, or a person performing the functions of a managing director, by whatever name called, shall at all times be subject to the control of the Directors but subject thereto the Directors may from time to time entrust to and confer upon a Managing Director for the time being such of the 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**

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| Vacation of office of Director. | 106. | The office of a Director shall be vacated in any one of the following events namely: |
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- (a) if he becomes disqualified from being a Director under Sections 198 or 199 of the Act;
- (b) if he has retired in accordance with the Act or this Constitution but is not re-elected;
- (c) if he resigns by giving notice in writing under his hand left at the Office;
- (d) if he dies;
- (e) if he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Mental Health Act 2001;
- (f) if he be removed from office in accordance with the Act or this Constitution;
- (g) if he absents from more than 50% of the total meetings of the Board of Directors held during a financial year; or
- (h) if he is convicted by a court of law, whether within Malaysia or elsewhere, in relation to the offences set out in Paragraph 15.05(1) of Chapter 15 of the Listing Requirements.

#### **ROTATION OF DIRECTORS**

Retirement of Directors by rotation.

107. An election of Directors shall take place each year. 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, the number nearest to one-third with a minimum of one shall retire from office and a Director at a meeting shall retain office until the close of the meeting whether adjourned or not. All Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election subject to this Constitution.

Selection of Directors to retire.

108. 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 became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election.

Filling vacated office.

109. The Company at the 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:

- (a) at such meeting it is expressly resolved not to fill up such vacated office or a resolution for the re-election of such Director is put to the meeting and lost; or
- (b) such Director 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.

- Notice of intention to appoint Director.
110. No person, not being a retiring Director, 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 meeting, left at the Office a notice in writing 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 candidate for election to the Board of Directors shall be served on all Members at least seven (7) days prior to the meeting at which the election is to take place.
- Removal of Directors.
111. In accordance with the provisions of Section 206 of the Act, the Company may by Ordinary Resolution of which special notice has been given remove any Director before the expiration of his period of office, 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 in general meeting may appoint another person in place of a Director so removed from office and any person so appointed shall be subject to retirement by rotation at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In default of such appointment the vacancy so arising may be filled by the Directors as a casual vacancy.
- Directors' power to fill casual vacancies and to appoint Additional Director.
112. 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 meeting.

#### **ALTERNATE DIRECTORS**

- Alternate Directors.
113. (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 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 fees and benefits 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 fees and benefits from the Company.
- (2) An Alternate Director shall 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.
- (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 person may act as an Alternate Director provided that such person is not a Director of the Company and he does not act as an alternate for more than one (1) Director of the Company.
- (6) An Alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being but he shall be counted for the purpose of reckoning a quorum is present at any meeting of the Directors attended by him at which he is entitled to vote.

Responsibility of Alternate Director.

114. Subject to Paragraph 113 above, every person acting as an Alternate Director shall be an officer of the Company and shall be responsible to the Company for his own acts and default and shall not be deemed to be the agent of or for the Director appointing him.

#### **PROCEEDINGS OF DIRECTORS**

Third Schedule not to apply.

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

Meetings of Directors.

116. (a) 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 at which only two (2) Directors are competent to vote on the question at issue, in which event the chairman shall not have a casting vote and the question arising at the meeting shall be deemed to have been lost or not carried.
- (b) A person may participate in a meeting of the Board or any committee of the Board by conference telephone, electronic or such other communication facilities which would permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously.
- (c) Participation by a person in a meeting by conference telephone, electronic or such other communication facilities shall be treated as presence in person by that person at the said meeting and shall be counted towards the quorum notwithstanding the fact that he/she is not physically present at the venue where the meeting is to be held. For the avoidance of doubt, such a meeting shall be deemed to be held at the place



where the chairman of the meeting is at the start of the meeting.

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| Notice of Board meeting.          | 117. | A Director may at any time and the Secretary upon the request of a Director shall convene a meeting of the Directors. Notice of the meeting shall be given to each Director either in writing or by facsimile or by electronic communication means including but not limited to electronic mail sent to the respective address(es) of each Director from time to time notified to the Company by such Director or in such other manner as the Board may from time to time determine.   |
| Quorum.                           | 118. | The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed the quorum shall comprise a majority of the Directors for the time being of the Company. 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.   |
| Restriction on voting.            | 119. | Subject to the provisions under Section 222(2) of the Act, a Director shall not vote in respect of any contract or proposed contract with the Company in which he is interested, or any matter arising thereout, and if he does so vote his vote shall not be counted.   |
| Proceedings in case of vacancies. | 120. | The remaining 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 remaining Directors or Director may act for the purpose of filling up such vacancies or of summoning general meetings of the Company but not, except in an emergency, for any other purpose. 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.   |
| Chairman of Board.                | 121. | 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 fifteen (15) 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. |
| Resolutions in writing.           | 122. | A resolution in writing signed by a majority of the Directors shall be as effective as a resolution passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form, each signed by one (1) or more of the Directors and may be sent to the Secretary by telefax transmission, or may be first approved via e-mail or other electronic communication means, followed by the documents with original signature to be returned to the Secretary.   |

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| Power to appoint committees.                                  | 123. | 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.   |
| Proceedings at committee meetings.                            | 124. | 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.   |
| Validity of acts of Directors in spite of some formal defect. | 125. | 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. |

#### **GENERAL POWERS OF THE DIRECTORS**

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| General Power of Directors to manage Company's business. | 126. | 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 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, subject to the Act, any sale or disposal by the Directors of a substantial portion of the Company's main undertaking shall be subject to approval or ratification by the Members in general meeting. |
| Power to appoint attorneys.                              | 127. | 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 discretions vested in him.  |

Power to keep a branch register. 128. The Company or the Directors on behalf of the Company in exercise of the powers in that behalf conferred by the Act shall 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 may think fit in respect of the keeping of any such register.

Signature of cheques and bills. 129. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments of 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.

#### **POWER TO BORROW AND GUARANTEE**

Directors' borrowing power. 130. The Directors may exercise all the powers of the Company to borrow or raise money from time to time for 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 part of the undertaking, property or assets of the Company (both present and future) including its uncalled capital for the time being or by the issue of bonds, notes, debentures, debenture stock and other securities or otherwise as they may think fit.

Guarantee for payment of money. 131. The Directors may exercise all the powers of the Company to guarantee the payment of money payable under contracts or obligations of any company or of any person whomsoever whether corporate or incorporate with or without securities.

#### **SECRETARY**

Secretary. 132. The Secretary shall be appointed by the Directors in accordance with the Act for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company. The Secretary may resign from his office in accordance with the Act and any resignation shall be effective on the expiry of thirty (30) days from the date the notice of resignation or such earlier date as may be approved by the Directors. The Directors shall appoint another person as Secretary within thirty (30) days from the date of resignation of the outgoing Secretary.

#### **SEAL**

Seal and Seal for use abroad. 133. (1) The Directors shall provide for the safe custody of the Seal which shall only be used by the authority of a resolution of the Directors or a committee of Directors authorised by the Directors in that behalf, and every instrument to which the Seal is affixed shall (subject to the provisions of this Constitution as to certificates for securities) be affixed in the presence of and signed by two (2) Directors or by a Director and by the Secretary or some other person appointed by the Directors in place of the Secretary for the purpose. The Directors may by resolution determine that such signatures may be fixed by some mechanical electronic facsimile signatures or such other means to be specified by the Directors from time to time in such resolution.

- (2) 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.
- (3) The Company may have an official seal as referred to in Section 63 of the Act with the addition on its face of the word "Securities" for use on any securities certificates issued by the Company.

#### **AUTHENTICATION OF DOCUMENTS**

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| Power to authenticate documents.                             | 134. | Any Director or the Secretary or any other person approved by the Directors for the purpose shall have power to authenticate any documents affecting the Constitution of the Company and any resolution passed by the Company or the Directors or any committee of the Directors, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts.   |
| Certified extract of minutes or resolution of the Directors. | 135. | A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of Directors or of a committee of the Directors, which is certified as such in accordance with the provisions of Paragraph 134 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 or of the committee of the Directors. |

#### **DIVIDENDS AND RESERVES**

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| Distribution of dividends.               | 136. | The Company may make a distribution of dividends to the Members out of profits of the Company available provided that the Company is solvent in accordance with the requirements of the Act, but no dividend shall exceed the amount authorised by the Directors.   |
| Apportionment of dividends.              | 137. | Subject to the rights of holders of shares with special rights as to dividend (if any), all dividends shall be declared and paid according to the amounts paid on the shares in respect whereof the dividend is paid, but (for the purposes of this Paragraph 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 is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly. |
| Payment of fixed preferential dividends. | 138. | If and so far as in the opinion of the Directors the profit 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 date (if any) prescribed for the payment thereof by the terms of issue of the shares.  |
| Distribution only if Company is solvent. | 139. | The Board may authorise a distribution at such time and in such amount as the Board considers appropriate if the Board is satisfied that the Company will be solvent immediately after the distribution is made. The Company is solvent if the Company is   |

able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution.

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| Dividends not to bear interest.                        | 140. | No dividend shall be paid otherwise than out of profits or shall bear interest against the Company.  |
| Deduction of debts due to Company.                     | 141. | 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 of calls or in connection therewith.  |
| Retention of dividends on shares subject to lien.      | 142. | The Directors may retain any dividend 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 shares pending transmission. | 143. | The Directors may retain the dividends payable on shares in respect of which any person is under the provisions as to the transmission of share hereinbefore 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.   |
| Unclaimed dividends.                                   | 144. | All dividends unclaimed after having been declared and remained unpaid for one (1) year are subject to the Unclaimed Moneys Act, 1965 and may be dealt with in accordance with the Unclaimed Moneys Act, 1965.   |
| Dividend in specie.                                    | 145. | The distribution of a dividend or allotment of bonus shares may be paid wholly or partly by the distribution of specific assets and in particular of paid up shares or debentures of the Company or of any other company or in any one or more of those ways and the Directors shall, where any difficulty arises in regard to such distribution, settle the same as they think expedient and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors. |
| Mode of payment of dividend.                           | 146. | Any dividend, interest, or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the last known address of the holder or paid via electronic or other methods of funds transfer to such account as designated by such holder. Every such cheque or warrant or electronic transfer shall be made payable to the order of the person to whom it is sent. Every such cheque or warrant or electronic transfer shall be sent at the risk of the person entitled to the money represented thereby.  |
| Effect of transfer.                                    | 147. | Subject to the provisions of the Central Depositories Act and the Rules, a transfer of shares shall not pass the right to any dividend declared thereon after such transfer and before the registration of the transfer.   |

#### **RESERVES**

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| Power to carry profit to reserve. | 148. | 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 |
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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 equalising 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.

#### **CAPITALISATION OF PROFITS AND RESERVES**

Power to capitalise profits.

149. 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 income statement 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 proportion 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 amount (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 of the Company 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.

Implementation of resolution to capitalise.

150. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the sum resolved to be capitalised thereby and all allotments and issues of fully paid shares or debentures (if any) and generally shall do all acts and things required to give effect thereto with full power to the Directors to make such provision by the issue of certificates, if required or by payment in cash or otherwise as they think fit in the case of shares or debentures becoming distributable and also to authorise 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 capitalisation or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions of the sum resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares and any agreement made under such authority shall be effective and binding on all such Members.

#### **MINUTES AND BOOKS**

Record of minutes.

151. The Directors shall cause minutes to be made in books to be provided for the purpose:

- (a) of the names of the Directors present at each meeting of Directors and of any committee of Directors; and
- (b) of all resolutions and proceedings at all meetings of the Company and of any class of Members, of the Directors and of committees of Directors.

Keeping of registers, etc. 152. The Directors shall duly comply with the provisions of the Act and in particular the provisions in regard to registration of charges created by or affecting property of the Company, in regard to keeping a Register of Directors and Secretaries, a Register of Members, a Register of Mortgages and Charges and a Register of Directors' Shareholdings and a Register of Debenture Holders and in regard to the production and furnishing of copies of such Registers and of any Register of Debenture Holders of the Company.

Form of registers, etc. 153. 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.

#### ACCOUNTS

Directors and managers to keep proper accounts. 154. The Directors and managers (as defined in the Act) of the Company 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.

Location and inspection. 155. Subject to the provisions of Section 245 of the Act, the books of accounts shall be kept at the Office or at such other place or places as the Directors think fit. 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 authorised by the Directors or by an Ordinary Resolution of the Company.

Presentation of accounts. 156. In accordance with the provisions of the Act and any extension of time allowed by the Registrar of Companies and any stock exchange upon which the Company is listed, the Directors shall cause to be prepared and to be laid before the Company in its Annual General Meeting its audited financial statements, group accounts (if any) 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 annual audited financial statements, the Directors' and Auditors' Reports for purposes of filing with the stock exchange on which the Company is listed shall not exceed four (4) months or such period as may be prescribed under the Listing Requirements from time to time.

Copies of financial statements and reports. 157. A copy of the audited financial statements, the Directors' and Auditors' Reports which is to be laid before the Company in the Annual General Meeting (including every document required by the Act and Listing Requirements to be annexed thereto), whether in printed form, or in such other Electronic Form shall, at least twenty-one (21) days before the date of the Annual

General Meeting be sent to the last known address provided to the Company, every Member of, and 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 of this Constitution provided that this Constitution shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one (1) of the joint holders of a share in the Company or the several persons entitled thereto in consequence of the death or bankruptcy of the holder 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.

### **AUDITORS**

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| Appointment of Auditors.   | 158. | Auditors shall be appointed / reappointed for each financial year by Ordinary Resolution at the Annual General Meeting of the Company and their remuneration and duties regulated in accordance with the provisions of the Act. Every auditor of the Company shall have a right of access at all reasonable times to the accounting and other records of the Company and shall make his report as required by the Act. |
| Validity of acts of Auditors in spite of some formal defect.         | 159. | 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.  |
| Auditors' right to receive notices of and attend at general meeting. | 160. | An auditor or his agent authorised by him in writing is entitled to attend any general meeting and to receive all notices of, and other communications relating to any general meeting which a Member is entitled to receive, and to be heard at any general meeting which he attends on any part of the business of the meeting which concerns the auditor in his capacity as auditor.                                |

### **NOTICES**

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| Service of notices and/or documents. | 161. | Subject to the Act, the Central Depositories Act, the Listing Requirements, the Rules and any other laws, any notice or document to be served by the Company or the Secretary on any Member either:<br><br>(a) in hard copy, either personally, by fax or by sending it through the post in a prepaid letter or wrapper addressed to such Member at his last known address entered in the Register of Members or the Record of Depositors;<br><br>(b) In Electronic Form, and sent by the following electronic means:<br><br>(i) Transmitting to his last known Electronic Address provided by the Member to the Company for such purpose or via short messaging service: or<br><br>(ii) Publishing the notice or other documents on the Company's website provided that a notification of publication of the notice or documents on the website is given via hard copy or Electronic Form or short messaging service in accordance with |
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Section 320 of the Act and the Listing Requirements; or

(iii) Using any other electronic platform maintained by the Company or third parties that can host the information in secure manner for access by Members, Directors and auditors provided that a notification of publication or availability of the notice or documents on the electronic platform via hard copy or Electronic Form or short messaging service has been given to them accordingly; or

(c) Partly in hardcopy and partly in Electronic Form which is deemed effected or valid in accordance with Paragraph 163; or

(d) Such other manner as permitted under the Act.

Address of Member outside Malaysia.

162. Notwithstanding Paragraph 161, in respect of notices or documents to be issued by the Company to Members whose last known address as appearing in the Register of Members and the Record of Depositors is outside Malaysia and where such notices or documents are required by the laws of such jurisdictions in which the Members' last known address is situated, to be lodged or registered with any competent governmental or statutory authority of such jurisdictions, all of such Members shall provide an address in Malaysia for service of such notices or documents by the Company. Any such Member who has not supplied an address within Malaysia for service of such notices or documents shall not be entitled to receive any such notices or documents from the Company and service of such notices or documents to Members who have furnished an address in Malaysia shall be deemed good and effectual service of the same on such Members.

When service deemed effected.

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

(a) if sent by post and whether by airmail or not shall be deemed to have been served on the day 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 the following electronic means:

(i) via electronic mail, at the time of transmission to a Member's last known Electronic Address pursuant to Paragraph 161(b)(i), provided that the Company has record of the Electronic Address being sent and that no written notification of delivery failure is received by the Company;

(ii) via publication on the Company's website, on the date the notice or document is first made available on the Company's website provided that the notification on the publication of notice or document on website has been given pursuant to Paragraph 161(b)(ii); or

(iii) via electronic platform maintained by the Company or third parties, on the date the notice or document is first made available thereon provided that the

notification on the publication or availability of the notice or document on the relevant electronic platform has been given pursuant to Paragraph 161(b)(iii).

In the event that service of a notice or document pursuant to Paragraph 161(b) is unsuccessful, the Company must, within two (2) Market Days from discovery of delivery failure, make alternative arrangements for service by serving the notice or document in hard copy in accordance with Paragraph 161(a) hereof.

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| Last known address for service.                        | 164. | A Member's address, Electronic Address and any other contact details provided by Depository shall be deemed as the last known address, Electronic Address and contact details respectively for purposes of communication including but not limited to service of notices and/or documents to the Member.  |
| Service of notice in respect of joint holders.         | 165. | With respect to any Non-Deposited Security that is held in joint names, all notices or documents to such joint holders shall be given to whichever of such persons named first in the register and any notice or document so given shall be sufficient notice or document to all the holders of such security.  |
| Service of notice on Members abroad.                   | 166. | Subject to Paragraph 162, if a Member's last known address is outside Malaysia, a notice or document may be sent to him by airmail or ordinary mail to his last known address appearing in the Register of Members or the Record of Depositors.   |
| Service of notice after death etc. of a Member.        | 167. | 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 persons interested (whether jointly with or as claiming through or under him) in the share. Save as aforesaid any notice or document delivered or sent by post to or left at the last known address of any Member 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 have notice of the same) be deemed to have been duly served in respect of any share registered in the name of such Member as sole or joint holder. |
| Day of service not counted.                            | 168. | When a given number of days' notice or notices 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.   |
| Persons entitled to receive notice of general meeting. | 169. | Notice of every general meeting shall be given in manner hereinbefore authorised to:<br><ul style="list-style-type: none"><li>(a) every Member;</li><li>(b) every Director;</li><li>(c) every person entitled to a share in consequence of the death or bankruptcy of a Member who but for the same would be entitled to receive notice of the meeting and the</li></ul>  |

Company has been notified of the person's entitlement in writing; and

(d) the auditor for the time being of the Company.

Notice bears name of Director or Secretary.

170. All notices served for and on behalf of the Company or the Board shall only be effectual if it bears the name of a Director or the Secretary or a duly authorised officer of the Company and which are issued by order of the Board pursuant to a resolution duly passed by the Board.

Notice and/or document given by advertisement.

171. Any notice or document required by a court of law or otherwise required or allowed to be given by the Company to the Members or any of them, and not expressly provided for by this Constitution or which cannot for any reason be served in the manner referred to in Paragraphs 162 and 163 hereof, shall be sufficiently given if given by advertisement, and any notice or document required to be or which may be given by advertisement, shall be deemed to be duly advertised once advertised in a widely circulated newspaper in Malaysia in the national language and in a widely circulated newspaper in Malaysia in the English language.

#### **WINDING UP**

Distribution of assets in specie.

172. If the Company is wound up (whether the liquidation is voluntary, under supervision, or by the Court) the Liquidator may after the payment or satisfaction of all liabilities of the Company including preferred payments under the Act, 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 provided always that, the preference shareholder shall be entitled to a return of capital in preference to holders of ordinary shares. 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.

Liquidator's commission.

173. 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 meeting at which it is to be considered.

#### **INDEMNITY AND INSURANCE**

Indemnity and insurance for Company's officers.

174. Subject to the provisions of the Act, the Company may indemnify an officer (as defined in the Act) of the Company against any liability incurred by him in defending any proceedings, in which judgement is given in his favour or in which the officer is granted relief under the Act or where proceedings are discontinued or not pursued. The Company may, with the prior approval of the Directors, effect insurance for an officer in respect of civil liability for any act or omission in his capacity as an officer and costs

incurred by that officer in defending or settling any claim or proceeding relating to any such liability or costs incurred by that officer in defending any proceedings that have been brought against that officer in relation to any act or omission in that officer's capacity as an officer in which that officer is acquitted or in which that officer is granted relief under this Act or where proceedings are discontinued or not pursued.

### **SECRECY**

- Secrecy.
175. No Member shall be entitled to require 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 authorised by law.

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

- Effect of the Listing Requirements.
176. (1) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done.
- (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.
- (7) Notwithstanding the above, nothing herein shall prevent the Company from applying to the Exchange for any waiver of any of the Listing Requirements and in the event the compliance or observance of any of the Listing Requirements is waived by the Exchange, the Company shall be exempted from such compliance.