



THE COMPANIES ACT, 2016

PUBLIC COMPANY LIMITED BY SHARES

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MALAYSIA

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CONSTITUTION

OF

**HIAP TECK VENTURE BERHAD**  
(Registration No. 199701005844 (421340-U))

Incorporated on the 1<sup>st</sup> day of March 1997

THE COMPANIES ACT, 2016

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION  
OF

**HIAP TECK VENTURE BERHAD**

1. The name of the Company is **HIAP TECK VENTURE BERHAD**.
2. The registered office of the Company is situated in Malaysia.
3. The object for which the Company is established are:
  - (1) To carry on the business of an investment holding company and for that purpose to promote or form or assist in the promotion or formation of any company or companies subsidiary to this Company or otherwise and to acquire and hold for investment shares, stocks, debentures stocks, bonds, obligations and securities issued or guaranteed by any company or private undertaking or any syndicate of persons constituted or carrying on business in Malaysia or elsewhere and debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any Government, sovereign ruler, commissions, public body or authority supreme, Municipal, local or otherwise and to acquire any such shares, stocks, debentures, debenture stocks, bonds, obligations or securities by original subscription, tender, purchase, transfer, exchange or otherwise and to exercise and generally to enforce and exercise all rights and powers conferred by or incidental to the ownership thereof and in particular to sell, transfer, exchange or otherwise dispose of the same.
  - (2) To carry on all or any of the branches of the business of general merchants, agents, brokers, importers, exporters, general storekeepers, wholesale and retail traders, general provision merchants and to manufacture, buy and deal in all kinds of goods, wares, merchandise, material and produce whether they be raw or of a manufactured state.
  - (3) To acquire by purchase, lease, exchange, hire or otherwise, lands and property of any tenure, or any interest in the same and to develop and turn to account any land acquired by the Company or in which the Company is interested, and in particular by laying out and preparing the same for building purposes, constructing,

altering, pulling down, decorating, maintaining, furnishing, fitting up, and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants, and others.

- (4) To carry on the business of financiers and concessionaires and to undertake, carry on and execute all kinds of financial commercial trading and other operations, and in particular to persons undertaking to build on or improve any property in which the Company is interested and to tenants, builders and contractors.
- (5) To carry on the following businesses, namely, iron-masters, steel makers, iron and steel converters, smelters, iron founders, importers, exporters, and manufacturers of, and dealers in ores, metals, chemicals and other preparations, processes and articles, merchants, warehousemen or boat builders, wharfinger, store-keepers, lightermen, stevedores, shiphandlers, agents, brokers, forwarding agents, bonded carmen and common carmen and contractors and caterers of all types of foods, drinks and amusement, restaurant keepers, wine and spirit merchants, or any other trade or business and or that of importers, exporters of any other trade or business, and traders dealers in cement, coal, charcoal, hardware machinery, cutlery, textiles, confectionery, beverages, biscuits, soft goods, provisions, liquors, tobacco, cigars, cigarettes and goods, wares, merchandise and manufactured goods, and articles of all kinds and descriptions, and as suppliers, storekeepers, outfitters, merchants, commission and insurance agents or whatsoever which can in the opinion of the directors be advantageously carried on by the Company in connection with or ancillary to the general business of the Company.
- (6) To construct, maintain, improve, develop, work, control and manage any waterworks, gasworks, reservoirs, road, goods or passenger-carrying service, electric power, heat and light supply works, telephone works, hotels, clubs, restaurants, baths, place of worship, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, diaries, and other works and conveniences which the Company may think directly or indirectly conducive to these objects, and to contribute or otherwise assist or take part in the construction, maintenance, development, working, control, and management thereof.
- (7) To purchase, carry on, run the business of timber merchants, timber concessions, timber growers and saw-mill proprietors and to buy, sell, grow, manipulate, export and deal in timber and wood of all kinds, furniture and articles of all kinds in the manufacture of which timber or wood is used and also the business of foresters, charcoal burners and charcoal dealers.

- (8) To undertake or direct the management of the property, lands and estates of any tenure or kinds, of any persons, whether members of the Company or not, in the capacity of stewards or receivers or otherwise.
- (9) To purchase and sell on behalf any person freehold or other house property, buildings, or lands, or any share or shares, interest therein, and to transact or commission or otherwise the general business or land, house and real estate agents.
- (10) To carry on the business of iron founders and manufacturers of implements and other machinery tool-makers, brass founders, metal workers, boiler-makers, mill-wrights, machinists, iron and steel converters, smiths, lock-smiths, wood workers, builders, painters, metallurgists, gas makers, printer, carriers and merchants and to buy, sell, import, export, manufacture, repair, alter, convert, let on hire and deal in machinery, implements, and hardware of all kinds and other provisions and things capable of being used in connection with building or metallurgical operation and to carry on any other business (manufacturing or otherwise) which may seem to the Company capable of being carried on in connection with the above or otherwise calculated directly or indirectly to enhance the value of any of the property and rights of the Company.
- (11) To purchase, take on lease or sublease or in exchange or otherwise acquire (with or without the surface) any mines, mining ground and minerals, and any mining or water rights, grants concessions and easements and any lands or other property necessary or convenient for the advantageous possession and use of the Company with any mines or works for the time being owned or worked by the Company in any part of the world.
- (12) To raise, crush, win, get quarry, smelt, calcine, refine, dress amalgamate, manipulate, separate and prepare for market, ore metal and mineral substances of all kinds, and to carry on any other metallurgical operations which may seem conducive to any of the Company's objects and to buy, sell, manufacture and deal in mineral of all kinds.
- (13) To prospect for, search for, open, work, explore, develop and maintain tin, scheelite, wolfram, gold, silver, copper, precious stones, coal, iron, petrolcum, asphalt and all other mines, mineral and other rights, properties and works and to carry on and conduct the business of dredging for tin and other ores, raising, crushing, washing, smelting, reducing and amalgamating ores, metals, and minerals and to render the same merchantable and fit for use.
- (14) To buy, sell, lease or otherwise acquire the rights of search and other rights respecting the same or any or either of them.

- (15) To carry on any business relating to the winning and working of minerals, the production, and working of metals, and the production, manufacture and preparation of any other materials which may be usefully or conveniently combined with the business of the Company or any contracts undertaken by the Company, and either for the purpose only of such contracts or as an independent business.
- (16) To buy, sell manufacture and deal in minerals and minerals substances, plant, machinery, implements, conveniences, provisions and things capable of being used in connection with bituminous, mineralogical for metallurgical operations or required by workmen and others employed by the Company.
- (17) To carry on the business of mine owners, quarry owners, brick-makers, builders, contractors, merchants, importers and exporters, wharfingers carriers, warehouse, storekeepers, agents, and general merchants and to buy and sell and deal in every commodity, substance and product.
- (18) To make, build, construct, provide, maintain, improve, carry on, use and work in any part of the world, roads, ways, railways, tramways, telegraph lines, electric light, canals, reservoirs, water-works, wells, aqueducts, water courses, pipe lines, furnaces, gas works piers, wharves, docks, saw and other mills, hydraulic works, factories, warehouses, boats and other works and buildings which may be deemed expedient for the purpose of the Company, and to contribute to the cost of making, building, constructing, providing, carrying on, using and working the same.
- (19) To acquire by purchase or otherwise for the business of the Company any manufactories, buildings, mills, plant, engines, machinery or other things, and to erect and maintain or reconstruct and adapt manufactories, buildings, plant, mills, engines, machinery and other things found necessary or convenient for the purpose of the Company.
- (20) To employ and pay expert, agents and other persons, partnerships, companies or corporations, and to organise, equip and despatch expedition for prospecting, exploring and reporting on, surveying, working and developing lands, farms, districts, territories and properties in any part of the world whether the same are the property of the Company or otherwise, and to colonize and assist in the colonization of the said lands, farms, districts, territories and properties, and to make advances to and pay for or contribute to the expenses of and otherwise assist any persons or Company prospecting, acquiring, settling, farming, building on, mining or otherwise developing the said lands, farms, districts, territories and properties, or desirous of so doing.

- (21) To clear, drain, reclaim, plant, replant, graze, farm, cultivate, maintain, build upon, render accessible and otherwise improve or develop any lands or hereditaments and to mine, work, win, get, render merchantable, turn to account and deal with any substances in or under or near to any land of the Company, and any timber on such lands.
- (22) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.
- (23) To purchase, take on lease or in exchange, hire or otherwise acquire, any property real or personal immovable or moveable and any privileges which the Company may think necessary or convenient for the purpose of its business or may enhance the value of any other property of the Company and in particular any land, buildings, easements, machinery, plant and stock-in-trade.
- (24) To build, construct, alter, maintain, enlarge, pull down, remove or replace, and to work, manage and control any buildings, offices, factories, churches, chapels, schools, mills, shops, machinery, engines, roads, ways, tramways, railways, branches or sidings, bridges, reservoirs, water-courses, wharves, electric works and other works and conveniences which may seem calculated directly or indirectly to advance the interests of the Company, and to join with any other person or company in doing any of these things.
- (25) To apply for, purchase, or otherwise acquire and protect and renew in any part of the world any patents, patent rights, brevets d'invention, trade marks, designs, licences, concessions, and the like, conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention which seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, or grant licences in respect of, or otherwise, turn to account the property, rights or information so acquired and to expand money in experimenting upon testing or improving any such patents, inventions, or rights.
- (26) To acquire and undertake the whole or any part of the business, property, and liabilities of any person or company carrying on or proposing to carry on any business which the company is authorised to carry on, or possessed of property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

- (27) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal concession, or for limiting competition with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which the Company is authorised to carry on or engage in, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- (28) To improve, manage, develop, grant rights or privileges in respect of, or otherwise deal with, all or any part of the property and rights of the Company.
- (29) To vest any property, real or personal immovable or movable rights or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company, and with or without any declare trust in favour of the Company.
- (30) To subscribe for, take, or otherwise acquire, and hold shares, stock, debentures, or other securities of any other company having objects altogether or in part similar to those of the Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (31) To invest and deal with the moneys of the Company not immediately required in any manner.
- (32) To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies and generally to give guarantees and indemnities.
- (33) To receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures, or debentures, or debenture stock, (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any other person or company as the case may be.
- (34) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

- (35) To apply for, promote and obtain the passing of any ordinance or enactment, charter, privilege, concession, licence or authorisation of any government, state of municipality, provisional order or licence or other authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the Company or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company.
- (36) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, or any person or company that may seem conducive to the objects of the Company, or any of them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply therewith.
- (37) To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital, including brokerage and commission for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- (38) To pay for any land or rights or other property acquired by the Company, and to remunerate any person or company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
- (39) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefits of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, and persons, who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other Company as aforesaid, and the wives, widows, families and dependants of any such persons, and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.



- (40) To procure the Company to be registered or recognised in any part of the world outside Malaysia.
- (41) To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem calculated directly or indirectly to benefit the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company.
- (42) To sell, lease, mortgage, or dispose of the land and other property, assets or undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, stock, debentures, or other securities of any other company whether or not having objects altogether or in part similar to those of the Company.
- (43) To act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contracts and to do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or jointly with other, and either by or through agents, sub-contractors, trustees or otherwise.
- (44) To promote any company or companies for the purposes of acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem calculated directly or indirectly to benefit the Company.
- (45) To apply for or obtain any provisional orders of any Government Department or Ministry for any of the purpose within the objects of the Company.
- (46) To insure with any company or person against losses, damages, risks and liabilities or all kinds which may affect the Company.
- (47) To distribute any of the property of the Company in specie among the members.
- (48) To remunerate any person or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital, or any debentures, debenture stock or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (49) To make donations for patriotic or for charitable purposes.
- (50) To transact any lawful business in aid of Malaysia in the prosecution of any war or hostilities in which Malaysia is engaged.

- (51) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that:

- i) the word “Company” in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporate or unincorporated, and whether domiciled in Malaysia or elsewhere, and
- ii) the object specified in each of the paragraphs of this clause shall be & regarded as independent objects and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph (or the name of the Company), but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the object of a separate and distinct company.

4. The liability of the members is limited.

5. The capital of the Company is the issued and paid-up capital of the Company.

6. Subject always to the respective rights, terms and conditions mentioned hereof, the Company shall have power to increase or reduce the capital, to consolidate or sub-divide the Shares into Shares of larger or smaller amounts and to issue all or any part of the original or any additional capital as fully paid or partly paid Shares, and with any special or preferential rights or privileges, or subject to any special terms or conditions and either with or without any special designation, and also from time to time to alter, modify, commute, abrogate or deal with any such rights, privileges, terms, conditions or designations in accordance with the regulations for the time being of the Company. Company to have power to increase or reduce capital

7. The provisions set out in the Companies Act 2016 which may be modified or substituted by the provisions of these clauses shall not apply to the Company, except in so far as the same are repeated or contained in this Constitution.

#### **DEFINITION AND INTERPRETATION**

8. In this Constitution, the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context. Definition

<b>WORDS</b>	<b>MEANINGS</b>
Act	The Companies Act, 2016 and any statutory modification, amendment or re-enactment thereof and any other legislation made thereunder and any written law for the time being in force concerning companies and affecting the Company.
Authorised Nominee	A person who is authorised to act as nominee as specified under the Rules.
Auditors	The Auditors of the Company for the time being or from time to time.
Beneficial Owner	In relation to Deposited Securities, the ultimate owner of the Deposited Securities who is the person who is entitled to all rights, benefits, powers and privileges and is subject to all liabilities, duties and obligations in respect of, or arising from, the Deposited Securities and does not include a nominee of any description.
Board	The Board of Directors for the time being of the Company.
Books closing date	The specified time and date set by the Company for the purpose of determining entitlements to dividends, interest, new securities or other distributions or rights of holders of its securities.
Central Depository	Bursa Malaysia Depository Sdn. Bhd. (Company No. 165570-W) or by whatever name from time to time called.
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.
Chairman	The Chairman of the Board for the time being or from time to time.
Clause	The Clauses contained in this Constitution as originally framed or as altered from time to time by Special Resolution in accordance with the Act.
CMSA	Capital Markets and Services Act, 2007.
Constitution	The Constitution as originally framed or as altered from time to time by special resolution.

Company	Hiap Teck Venture Berhad. (Registration No. 199701005844 (421340-U))
Depositor	A holder of Securities Account as defined in Section 2 of the Central Depositories Act.
Deposited Security	A Security in the Company standing to the credit of a Security Account of the Depositor and includes Securities in the Securities Account that is in suspense, subject to the provisions of the Central Depositories Act and the Rules.
Documents	Any document required to be sent under the Listing Requirements to the Securities' holders.
Electronic Address	Any address or number used for the purpose of sending or receiving documents or information by electronic means.
Electronic Communication	A document or information is sent or supplied by electronic communication if it is sent initially, and received at its destination by means of electronic equipment for the processing (which expression includes digital compression) or storage of data, and entirely transmitted, conveyed and received by wire, by radio, by optical means or by other electromagnetic means.
Electronic Form	Document or information sent or supplied in electronic form are those sent by “electronic communication” or by any other means while in an electronic form for example sending an electronic copy by post, whereby a recipient of such document or information would be able to retain a copy.
Exempt Authorised Nominee	An authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 (“SICDA”) which is exempted from compliance with provisions of subsection 25A(1) of SICDA.
Directors	The Directors for the time being of the Company and as defined in Section 2(i) of the CMSA.
Exchange / Bursa Securities	Bursa Malaysia Securities Berhad. (Company No. 635998-W) or by whatever name called from time to time.
Listing Requirements	The Listing Requirements of the Exchange including any amendment to the Listing Requirements that may be made from time to time.

Listed Securities	Securities of the Company admitted for listing on the Exchange.
Market Days	Any day on which the stock market of the Exchange is open for trading in Securities.
Member/ Members	Shareholders or any person/persons for the time being holding Shares in the Company and whose names appear in the Register of Members and includes a Depositor whose name appears on the Record of Depositors and who shall be treated as if he were a Member pursuant to Section 35 of the Central Depositories Act but excludes the Central Depository in its capacity as a bare trustee.
Office	The Registered Office for the time being of the Company.
Record of Depositors	A record provided by the Central Depository to the Company or its Registrar under Chapter 24 of the Rules.
Rules	The Rules of Central Depository as defined under the Central Depositories Act and any appendices thereto, as amended, modified and supplemented from time to time.
Registrar	Shall have the meaning given in Section 2 of the Central Depositories Act.
Securities	Shall have the meaning given in Section 2 of the CMSA.
Securities Account	An account established by the Central Depository for a Depositor for the recording of deposit of Securities or withdrawal of Securities and for dealing in such Securities by the Depositor, as permitted by the Central Depositories Act and/or the Rules.
Seal	The common seal of the Company or in appropriate case the official seal.
Secretary	Any person appointed to perform the duties of the Secretary of the Company including any person appointed temporarily.
Shares	Issued Share Capital of the Company and includes stock except where a distinction between stocks and Shares is expressed or implied.
SICDA	Securities Industry Central Depositories Act, 1991.

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

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

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

Words importing persons shall include corporations and companies.

Subject as aforesaid words or expressions contained in these clauses shall be interpreted in accordance with the provisions of the Interpretation Act, 1967 and of the Act as in force at the date on which these Clauses become binding on the Company.

## SHARES

9. The capital of the Company is the total number of issued Shares. The Share in the original capital or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential deferred qualified or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise. Share capital
10. Without prejudice to any special rights previously conferred on the holders of any existing Shares or class of Shares, and subject to the provisions of this Constitution and the Act and to the provisions of any resolution of the Company every issue of Shares or options in the Company shall be approved by the Members in general meeting and such Shares may be issued by the Directors, who may allot, or otherwise dispose of such Shares to such persons, on such terms and conditions, with such preferred, deferred or other special rights, and subject to such restrictions and at such times as the Directors may determine but the Directors in making any issue of Shares shall comply with the following conditions:- Allotment of shares
- (a) in the case of Shares, other than ordinary Shares, no special rights may be attached until the same have been expressed in this Constitution and in the resolution creating the same;
  - (b) no issue of Shares shall be made which will have the effect of transferring a controlling interest in the Company to any person, company or syndicate without the prior approval of the Members of the Company in general meeting;
  - (c) no Director shall participate in a Share scheme for employees unless the Members in general meeting have approved the allotment to be made to such Director.

11. The Company must ensure that all new issues of Securities for which listing is sought are made by way of crediting the Securities Accounts of the allottees with such Securities save and except where it is specifically exempted from compliance with Section 38 of the Central Depositories Act, in which event it shall so similarly be exempted from compliance with the Listing Requirements. For this purpose, the Company must notify the Depository of the names of the allottees and all such particulars required by the Central Depository, to enable the Central Depository to make the appropriate entries in the Securities Accounts of such allottees.

Issue of New Securities
12. The Company must not cause or authorise its Registrars to cause the Securities Accounts of the allottees to be credited with the additional Securities until after the Company has filed with the Exchange an application for listing of such additional Securities and has been notified by the Exchange that such new issue of Securities has been approved for listing.

Crediting of Securities Account
13. Subject to the provisions of the Act, the Central Depositories Act, the Rules and the Listing Requirements, the Company shall allot and/or issue Shares or Securities, despatch notices of allotment to the successful allottees and make an application for the quotation of such Shares or Securities: within the stipulated time frame as prescribed by the Exchange from time to time.

Allotment of Shares or Securities, Despatch of Notices of Allotment and Application for Quotation for an Issue
14. The Company may issue jumbo certificates in respect of Shares or Securities in favor of Central Depository as may be directed by the Securities Commission or Central Depository pending the crediting of Shares or Securities into the Securities account of the person entitled to such Shares or Securities or as may be prescribed by SICDA and the Rules of Central Depository PROVIDED ALWAYS that every certificate shall be issued under the Share Seal or Seal in such form as the Board shall from time to time prescribe and shall bear the facsimile signature of at least one Director and a second Director or the Secretary or some other person authorised by the Director, and shall specify the number and class of Shares or Securities to which it relates and the issue price of the Shares or Securities.

Issue of Share Certificates
15. Subject to the Act, any preference Shares may with the sanction of an ordinary resolution be issued on the terms that they are, or at the option of the Company are or will be liable, to be redeemed. Preference shareholders must be entitled to a return of capital in preference to holders of ordinary Shares when the Company is wound up. Preference shareholders shall have the same rights as ordinary shareholders as regards receiving notices, reports and audited financial statements and attending general meetings of

Rights of preference shareholders

the Company and shall also have the right to vote at any meeting convened in each of the following circumstances:-

- a) When the dividend or part of the dividend on the preference Shares is in arrears for more than six (6) months;
- b) On a proposal to reduce the Company's Share capital;
- c) On a proposal for the disposal of the whole of the Company's property, business and undertaking;
- d) On a proposal that affects rights attached to the preference Shares;
- e) On a proposal to wind up the Company; and
- f) During the winding up of the Company.

16. Notwithstanding Clause 16 hereof, the repayment of preference Share capital other than redeemable preference Shares, or any alteration of preference Shareholders' rights shall only be made pursuant to a special resolution of the preference Shareholders concerned, provided always that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing, if obtained from the holders of seventy-five per centum (75%) of the total voting rights of the preference shareholders concerned within two (2) months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting. Repayment of preference capital.
17. Subject to the provisions of Section 91 of the Act, all or any of the rights, privileges or conditions for the time being attached or belonging to any class of Shares for the time being forming part of the Share capital of the Company may from time to time be modified, affected, varied, extended or surrendered in any manner with the consent in writing of the holders of not less than seventy-five per centum (75%) of the total voting rights of the shareholders in that class or with the sanction of a special resolution passed at a separate meeting of the Members of that class. To every such separate meeting all the provisions of this Constitution as to general meetings of the Company shall mutatis mutandis apply, but so that the necessary quorum shall be two (2) Members of the class holding or representing by proxy, one-third (1/3) of the Share capital paid or credited as paid on the issued Shares of the class, and every holder of Shares of the class in question shall be entitled on a poll to one (1) vote for every such Share held by him. To every such special resolution the provisions of Section 292 of the Act shall with such adaptation as are necessary apply. Modification of class rights
18. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any Shares in the Company, provided that the rate per cent or the amount of procuring or agreeing to procure subscriptions, whether absolute or conditional, of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act, that such commission shall not Commission and Brokerage



exceed ten per cent (10%) of the price at which such Shares are issued, or an amount equivalent to such percentage, and that the requirements of Section 80 of the Act shall be observed. Subject to the provisions of Section 79 of the Act, 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 Securities pay such brokerage as may be lawful.

19. No person shall be recognised by the Company as holding any Share upon any trust, and the Company shall not be bound by or be required in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any Share or any other rights in respect of any Share other than an absolute right to the entity thereof in the registered holder except only as by this Constitution otherwise provided for or as by the Act or the Rules required or pursuant to any order of the Court. Trusts not to be recognized
20. The Company may by notice in writing, require any Member of the Company, within such reasonable time as is specified in the notice:- Information of Shareholding
- (a) To inform the Company whether the Member holds any voting Shares in the Company as beneficial owner, Authorised Nominee or as trustee ; and
  - (b) If he holds the voting Shares as trustee or Authorised Nominee, to indicate so far as he can, the persons for whom he holds the voting Shares by name and by other particulars sufficient to enable those persons to be identified and the nature of their interest.

#### **LIEN**

21. Subject to the Act, the Central Depositories Act and the Rules, the Company shall have a first and paramount lien upon all Shares (not being a fully paid-up Share) registered in the name of any Member, for his debts, liabilities and engagements whether the period for the payment, fulfilment or discharge thereof, shall have actually arrived or not, and such lien shall extend to all dividends from time to time declared in respect of such Shares, but the Directors may at any time declare any Share to be wholly or in part exempt from the provision of this Constitution. The Company's lien, if any, on Shares and dividends from time to time declared in respect of such Shares, shall be 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. Company to have a paramount lien
22. Subject to the Central Depositories Act and the Rules, the Directors may sell any Shares subject to such lien at such time or times and in such manner as the Directors think fit, but no sale shall be made until such time as the money in respect of which such lien exists or some part thereof are or is presently payable or a liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, and until a demand and notice in writing stating the amount due or specifying the Enforcing lien by sale

liability or engagement and demanding payment or fulfilment or discharge thereof, and giving notice of intention to sell in default, shall have been served on such Member or the persons (if any) entitled by transmission to the Shares, and default in payment, fulfilment or discharge shall have been made by him or them for fourteen (14) days after such notice.

23. To give effect to any sale, the Directors may authorise some person to transfer the Shares sold to the purchaser and may enter the purchaser's name in the register as holder of the Shares, and the purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the Shares be affected by any irregularity or invalidity in the proceedings in reference to the sale and the remedy of the holder of such Shares or of any person claiming under or through him in respect of any alleged irregularity or invalidity, shall be against the Company. Evidence
24. The net proceeds of any such sale shall be applied in or towards satisfaction of the amount due to the Company, or of the liability or engagement, as the case may be, and the balance (if any) shall be paid to the Member or the person (if any) entitled by transmission to the Shares so sold, or his executors, administrators or assignees or as he directs. Application of proceeds
25. No Member shall be entitled to receive any dividend or to exercise any privileges as Member until he has paid all calls for the time being due and payable on every Share held by him, together with interest and expenses (if any). Member not entitled to dividend or to vote until calls paid

### **CALLS ON SHARES**

26. The Directors may, subject to the provisions of this Constitution, the Act and the Listing Requirements, from time to time make such calls upon the Members in respect of all moneys unpaid on their Shares as the Directors think fit, provided that fourteen (14) days notice is given. Each Member shall be liable to pay the amount of every call so made upon him to the persons by the instalments (if any) and at the times and places appointed by the Directors. A call may be revoked or postponed as the Directors may determine. Directors may make call
27. A call shall be deemed to have been made at the time when the resolution of the call Directors authorising such call was passed and such resolutions may authorise the call to be paid by instalment. Call deemed mode
28. If before or on the day appointed for payment thereof a call or instalment payable in respect of a Share is not paid, the person from whom the same is due shall pay interest on the amount of the call or instalment at such rate not exceeding eight per cent (8%) per annum as the Directors shall fix from the day appointed for payment thereof to the time of actual payment, but the Directors may waive payment of such interest wholly or in part. Unpaid call
29. Any sum which by the terms of allotment of a Share is made payable upon allotment or at any fixed date, shall, for all purpose of this Constitution, be deemed to be a call duly made and payable on the date fixed for payment, Automatic call

and in case of non-payment the provisions of this Constitution as to payment of interest and expenses, forfeiture and the like, and all the relevant provisions of this Constitution, shall apply as if such sum were a call duly made and notified as hereby provided.

30. The Directors may, from time to time, make arrangements on the issue of Shares for a difference between the holders of such Shares in the amount of calls to be paid and in the time of payment of such calls. Payment of calls
31. 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 upon all or any part of the money so advanced may (until the same would, but for the advance, become payable) pay interest at such rate (unless the Company in general meeting shall otherwise direct) as may be agreed upon between the Directors and the Member paying the sum in advance, in addition to the dividend payable upon such part of the Share in respect of which such advance has been made as is actually called up. Such capital paid on Shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. Except in liquidation, sums paid in advance of call shall not, until the same would but for such advance have become payable, be treated as paid-up on the Shares in respect of which they have been paid. Advance on call

#### **TRANSFER OF SECURITIES**

32. The instrument of transfer of any Security shall be in writing and in the form approved in the Rules and shall be executed by or on behalf of the transferor and transferee, and the transferor shall be deemed to remain the holder of the Security until the name of the transferee is entered in the Record of Depositors in respect thereof. Transferor's Right
33. The Central Depository may refuse to register any transfer of Deposited Security that does not comply with the Central Depositories Act and the Rules. No Security shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind. Refusal to register transfers
34. The registration of transfers may be closed at such times and for such periods as the Directors may from time to time determine, provided always that it shall not be closed for more than thirty (30) days in aggregate in any year. The Company shall give the Exchange prior written notice and publication in a nationally circulated Bahasa Malaysia or English daily newspaper circulating in Malaysia of the period of the intended closure and the purposes thereof, which notice shall be at least ten (10) market days or such number of days as may be prescribed by the Exchange. In relation to the closure, the Company shall give at least three (3) Market Days prior written notice in accordance with the Rules to prepare the appropriate Record of Depositors. Fixing of Books Closing Date

35. The transfer of any listed Securities or class of listed Securities of the Company which have been deposited with the Central Depository, shall be by way of book entry by the Central Depository in accordance with the Rules and, notwithstanding Sections 105,106 and 110 of the Act, but subject to Subsection 148(2) of the Act, and any exemption that may be made from compliance with Subsection 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of such listed Securities. Transfer of securities
36. Subject to the provisions of the Central Depositories Act and the Rules, every instrument of transfer shall be in writing and in the form approved in the Rules and shall be presented to the Central Depository with such evidence (if any) as the Central Depository may require to prove the title of the intending transferor and that the intended transferee is a qualified person. Instrument of Transfer

#### **TRANSMISSION OF SECURITIES**

37. Subject to the Central Depositories Act and the Rules, in the case of the death of a Member, the legal personal representative or representatives, the executors or administrators of the deceased, shall be the only person recognised by the Company as having any title to his Securities. Any person becoming entitled to a Security in consequence of the death or bankruptcy of a Member may, subject to the Rules and Clause 36 hereof, transfer the Security to himself or to some person nominated by him as the transferee. Transmission
38. Any person becoming entitled to a Security in consequence of the death or bankruptcy of a Member, may, upon such evidence referred to in accordance with Section 109(4) of the Act being produced and/or as may from time to time properly be required by the Rules and subject as hereinafter provided, elect either to be registered himself as holder of the Security or to have some person nominated by him registered as the transferee thereof, but the Directors and/or the Central Depository shall in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the Security by that Member before his death or bankruptcy. Provided always that where the Security is a Deposited Security, a transfer of the Security may be subject to the Rules carried out by the person(s) becoming so entitled. Death or bankruptcy of a member
39. A person entitled to a Security by transmission shall be entitled to receive, and may give a discharge for, any dividends or other moneys payable in respect of the Security, but he shall not be entitled in respect of it to receive notice of or to attend or vote at meetings of the Company or, save as aforesaid, to exercise any of Person entitled to receive and give discharge for dividends

the rights or, privileges as a Member unless and until he shall become a Member in respect of the Security. If the person becoming entitled elects to have the Securities transferred to him, the aforesaid notice shall be given to the Central Depository and subject to the Rules, a transfer of the Securities may be carried out by the person becoming so entitled.

40. (1) 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,

Transmission of securities from Foreign

Register

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

### FORFEITURE OF SHARES

41. If any Member fails to pay the whole or any part of any call or instalment of a call on or before the day appointed for the payment thereof, the Directors may at any time thereafter, during such time as the call or instalment or any part thereof remains unpaid, serve a notice on the Member or on the person entitled to the Share by transmission requiring him to pay such call or instalment or such part thereof as remains unpaid, together with interest or compensation at such rate not exceeding eight per cent (8%) per annum from the date of the forfeiture on the money for the time being unpaid or at such rate as the Directors shall determine, and any expenses or compensation that may have accrued by reason of such non-payment.
42. The notice shall name a further day (not earlier than the expiration of fourteen (14) days from the date of the notice) on or before which such call or instalment, or such part as aforesaid, and all interest and compensation that have accrued by reason of such non-payment, are to be paid. It shall also name the place where payment is to be made, and shall state that, in the event of non-payment at or before the time and at the place appointed, the Shares in respect of which such call was made will be liable to be forfeited.

Notice to pay calls

Form of notice

43. If the requirements of any such notice as aforesaid are not complied with, any Share in respect of which such notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. A forfeiture of Shares shall include all dividends in respect of the Shares not actually paid before the forfeiture notwithstanding that they shall have been declared. Shares forfeiture
44. When any Share has been forfeited in accordance with this Constitution, notice of the forfeiture shall forthwith be given to the holder of the Share or to the person entitled to the Shares by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the Record of Depositors opposite to the Share. Notice of forfeiture
45. Notwithstanding any such forfeiture as aforesaid, the Directors may, at any time before the forfeited Share has been otherwise disposed of, annul the forfeiture upon the terms of payment of all calls and interest due thereon and all expenses incurred in respect of the Share and upon such further terms (if any) as the Directors shall see fit. Directors may allow forfeited share to be redeemed
46. Every Share which shall be forfeited may be sold, re-allotted or otherwise disposed of, either to the person who was before forfeiture the holder thereof or entitled thereto, or to any other person upon such terms and in such manner as the Directors shall think fit, and the Directors may, if necessary, authorise some person to transfer the same to such other person as aforesaid. Subject to any lien for sums not presently payable, if any, any residue of the proceeds of sale of Shares which are forfeited and sold or disposed of, after the satisfaction of the unpaid calls or instalments payable at fixed times and accrued interest and expenses, shall be paid to the person entitled to the Shares immediately before the forfeiture thereof or his executors, administrators, or assignees or as he directs. Forfeited shares may be sold or re-allotted
47. A Shareholder whose Shares have been forfeited shall cease to be a Member but shall notwithstanding, be liable to pay to the Company all calls made and not paid on such Shares at the time of forfeiture, and interest thereon at such rate not exceeding eight per cent (8%) per annum to the date of payment, in the same manner in all respects as if the Shares had not been forfeited, and to satisfy all (if any) the claims and demands which the Company may have enforced in respect of the Shares at the time of forfeiture, without any deduction or allowance for the value of the Shares at the time of forfeiture. Arrears to be paid notwithstanding forfeiture

48. The forfeiture of a Share shall involve the extinction, at the time of forfeiture, of all interest in and all claims and demands against the Company in respect of the Share, and all other rights and liabilities incidental to the Share as between the Shareholder whose Share is forfeited and the Company, except only such of those rights and liabilities as are by this Constitution expressly saved, or as are by the Act, the Central Depositories Act and the Rules, given or imposed in the case of past Members. Forfeiture of shares shall involve extinction of interest in and claims against Company
49. A statutory declaration in writing that the declarant is a Director or Secretary of the Company, and that a Share has been duly forfeited in pursuance of this Constitution, and stating the date upon which it was forfeited, shall, as against all persons claiming to be entitled to the Share adversely to the forfeiture thereof, be conclusive evidence of the facts therein stated, and such declaration, together with the receipt of the Company for the consideration (if any), given for the Share on the sale or disposition thereof, shall constitute a good title to the Share, and such person shall be registered as the holder of the Share and shall be discharged from all calls made prior to such sale or disposition, and shall not be bound to see the application of the purchase money (if any), nor shall his title to the Share be affected by any act, omission or irregularity relating to or connected with the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the Share. Evidence of forfeiture and validity of sale

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

50. (1) The Company may by ordinary resolution passed at a general meeting convert any paid-up Shares into stock and reconvert any stock into paid-up Shares of any number. Conversion of shares into stock and reconversion
- (2) The holders of stock may transfer the Shares or any part thereof in the same manner as the Shares from which the stock arose may, before the conversion, have been transferred or as near thereto as circumstances admit; but the Directors may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum. Shareholders of stock may transfer their interests
- (3) The holders of stock shall according to the amount of the stock held by them have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters as if the stockholders 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 amount of the stock which would not if existing in Shares have conferred that privilege or advantage. Participation in dividends and profits

- (4) Such of the Clauses of the Company as are applicable to paid-up Shares shall apply to stock, and the words 'Shares' and 'shareholders' therein include 'stock' and 'stockholder'. Provision applicable to paid-up shares apply to stock

### ALTERATION OF CAPITAL

51. The Company may from time to time by ordinary resolution increase the Share capital by such sum, to be divided into Shares of such amount, as the resolution shall prescribe. Power to increase capital
52. Subject to any direction to the contrary that may be given by the Company in general meeting, any original Shares for the time being unissued and not allotted and all new Shares or other convertible Securities from time to time to be created shall, before they are issued be offered to such persons, as at the date of the offer, are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing Shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of Shares or Securities offered, and limiting a time within which the offer, if not accepted, shall be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the Shares or Securities offered, the Directors may dispose of those Shares or Securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new Share or Security which (by reason of the ratio which the new Shares or Securities bear to Shares or Securities held by persons entitled to an offer of new Shares or Securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution. Offer of unissued original shares
53. Notwithstanding the foregoing and subject to the Act and the Listing Requirements, the Company must ensure that it shall not issue any Shares or convertible Securities if the total number of those Shares or convertible Securities, when aggregated with the total number of any such Shares or convertible Securities issued during the preceding twelve (12) months, exceeds ten per cent (10%) of the total number of the issued and paid-up capital of the Company (excluding treasury Shares), except where the Shares or convertible Securities are issued with the prior approval of the Members in general meeting of the precise terms and conditions of the issue. Issue of securities
54. The Company may by special resolution:- Company may alter its capital in certain ways
- (a) Consolidate and divide all or any of its Share capital into Shares of larger amount than its existing Shares; or



- (b) Sub-divide its Share capital or any part thereof into Shares of smaller amount than is fixed by the Constitution and the Act; provided that in the sub-division 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 so that as between the resulting Shares one or more of such Share may, by the resolution by which such sub-division is effected, be given any preference or advantage as regards dividend, return of capital, voting or otherwise over the others or any other of such Shares; or
  - (c) Convert all or any of its paid-up Shares into stock and may reconvert that stock into paid up Shares; and
  - (d) Cancel any Shares which at the date of passing of the resolution on that behalf 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.
55. Except so far as otherwise provided by the conditions of issue or by this Constitution, any capital raised by the creation of new Shares shall be considered as part of the original capital, and shall be subject to the provisions herein contained with reference to payment of calls and instalments, transfer and transmission, forfeiture, lien, surrender and otherwise. Unless otherwise provided in accordance with this Constitution the new Shares shall be Ordinary Shares. Capital raised by the creation of new shares
56. The Company may by special resolution reduce its Share capital subject to: Reduction of capital
- (a) Confirmation by the Court in accordance with Section 116 of the Act; or
  - (b) The Company meeting the solvency requirements in accordance with Section 117 of the Act.

### **PURCHASE OF OWN SHARES**

57. Subject to the provisions of the Act and the requirements of the Exchange and such other relevant laws, regulations or guidelines, the Company whose Shares are quoted on the Exchange may, by ordinary resolution passed at a general meeting, purchase its own Shares and/or provide financial assistance to any person for the purpose of purchasing its own Shares. Any Shares in the Company so purchased by the Company and/or any person shall be dealt with in accordance with the Act, the requirements of the Exchange and/or any other relevant authority. Shares buy-back

## GENERAL MEETINGS

58. An annual general meeting of the Company shall be held in accordance with the provisions of the Act. The Company shall in each year hold an annual general meeting in addition to any other meetings in that year, 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. All general meetings other than the annual general meetings shall be called extraordinary general meetings. All general meetings shall be held at such time and place as the Directors shall determine. Every notice of an annual general meetings shall specify the meeting as such and every meeting convened for passing a special resolution shall state the intention to propose such resolution as a special resolution. General meeting
59. The Directors may whenever they so decide by resolution convene an extraordinary general meeting of the Company. In addition, an extraordinary general meeting shall be convened on such requisition as referred to in Section 311 of the Act, or if the Company makes default in convening a meeting in compliance with a requisition received pursuant to Section 311, a meeting may be convened by the requisitionists themselves in the manner provided in Section 313 of the Act. A meeting convened by requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are requisitioned to be convened by the Directors of the Company. Extraordinary general meeting
60. (a) Subject to the provision of the Act and the Listing Requirements, relating to special resolutions and special notice, the notices in writing convening meetings shall specify the place, day and hour of the meeting, and shall be given to all such persons as are under the provisions of this Constitution entitled to receive notices of meetings of Members from the Company at least twenty-one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting or at least fourteen (14) days in any other case. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. Notice of every such meeting must be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper published in Malaysia (except in respect of an adjourned meeting adjourned for less than thirty (30) days and in writing to the Exchange and to such other stock exchange (if any) upon which the Shares of the Company are listed. Notice of Meeting

- (b) Where by the Act, special notice is required of a resolution, the resolution shall not be effective unless notice of the intention to move it has been given to the Company not less than twenty-eight (28) days before the meeting at which it is moved, and the Company shall give its Members notice of any such resolution at the same time and in the same manner as it gives notice of the meeting or, if that is not practicable, shall give them notice thereof, in any manner allowed by this Constitution not less than fourteen (14) days before the meeting, but if after notice of the meeting to move such a resolution has been given to the Company, a meeting is called for a date twenty-eight (28) days or less after the notice has been given, the notice, although not given to the Company within the time required by this Constitution shall be deemed to be properly given. Resolution requiring special notice
- (c) In every notice calling a meeting of the Company, there shall appear with reasonable prominence, a statement that a Member entitled to attend, participate, speak and vote is entitled to appoint more than one (1) proxy to attend, participate, speak and vote in his stead. Notice on proxy in notice
- (d) The accidental omission to give notice of meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate any resolution passed or the proceedings at any such meetings. Accidental omission to give notice
61. Any Member may require the Company to give a notice of a resolution which may be properly moved at any meeting of Members, or circulate any statement pertaining to such resolution or such other business to be dealt with at the meeting, to the Members entitled to receive notice of a meeting of Members. The Company shall not be bound to give notice of such resolution or circulate any statement unless the Members shall have served at the Office a copy of the requisition signed by the Members in accordance with Section 323 of the Act:- Circulation of resolution and statements
- (a) In the case of a requisition requiring notice of a resolution, at least twenty-eight (28) days before the meeting; and
- (b) In the case of any other requisition, at least seven (7) days before the meeting.

The above requisition shall contain:-

- (i) The proposed resolution;
- (ii) A statement of its intention to submit the proposed resolution at that meeting of Members; and
- (iii) Statements of not more than one thousand (1000) words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

62. Subject to the Act, Listing Requirements, laws, Rules or regulations, notice of a meeting of Members shall be in writing or Documents which is required or permitted to be given, sent or served under the Act or under this Constitution shall be given to the Members either in hard copy, or in electronic form or partly in hard copy and partly in electronic form. A notice or Document given in hard copy shall be sent to any Member/Securities holder either personally or by post to the address supplied by the Member to the Company for such purpose; or given in electronic form shall be transmitted to the electronic address provided by the Member/Securities holder to the Company for such purpose or by publishing on a website. The contact details of the Members/Securities holders as provided to the Central Depository shall be deemed as the last known address provided by the Member to the Company for purposes of communication with the Member.

Manner in which notice to be given

- (1) A notice of meeting of Members or Document shall not be validly given by the Company by means of a website unless a notification to that effect is given in accordance with Section 320 of the Act and shall be made available on the website throughout the period beginning from the date of the notification until the conclusion of the meeting. Such notice of Members may include the text of any proposed resolutions and other information as the Directors deem fit. Notification of publication of notice of meeting on website
- (2) The Company shall notify a Member/Securities Holder of the publication of the notice or Document on the website and such notifications shall be in writing and shall be given in hard copy or electronic form stating:- Information to be stated in notification.
  - (a) That it concerns a meeting of Members;
  - (b) The place, date and time of the meeting;
  - (c) The general nature of the business of the meeting; and
  - (d) Whether the meeting is an annual general meeting.

If the Company sends the notice or Document or notifications through electronic mail, there must be proof of electronic mode delivery. In the event of delivery failure, the Company shall send a hard copy of the notice or Document to him.

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| (3) | Where any Member/Securities Holder requests for a hard copy of the Documents, the Company shall forward the hard copy of these Documents to the Members/Securities Holder as soon as reasonably practicable after the receipt of the request, free of charge.   | Hard copy of Documents                    |
| (4) | The Company shall request the Central Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company.   | Record of Depositors for notices          |
| (5) | The Company shall also request the Central Depository in accordance with the Rules, to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than three (3) market days before the general meeting (hereinafter referred to as “the General Meeting Record of Depositors”).  | General Meeting Record of Depositors      |
| (6) | Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable) and notwithstanding any provision in the Act, a Depositor shall not be regarded as a Member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.   | Member entitled to attend general meeting |
| 63. | Subject to the provisions of the Act, no business shall be transacted at any extraordinary general meeting except for business of which notice has been given in the notice convening the meeting, and no business shall be transacted at an annual general meeting other than business of which notice has been given aforesaid, with the exception of declaring a dividend, the consideration of the audited financial statements and reports of the Directors and Auditors, Directors’ fees, the election of Directors in the place of those retiring, and the appointment and fixing of the remuneration of the Auditors. | Special business                          |

#### **PROCEEDINGS AT GENERAL MEETING**

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| 64. | No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two (2) Members present in person or by proxy, or in the case of | Quorum |
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corporations which are Members, present by their representatives appointed pursuant to the provisions of this Constitution and entitled to vote shall constitute a quorum. PROVIDED ALWAYS THAT:

- (i) One or more representatives appointed by a corporation shall be counted as one Member; or
- (ii) One or more proxies appointed by a person shall be counted as one Member.

65. If within half (1/2) an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week (or if that day be a public holiday then to the next business day following that public holiday) at the same time and place, or to such other day and at such other time and place as the Directors may determine but if a quorum is not present within half (1/2) an hour at any adjourned meeting the Member or Members present shall be a quorum. When quorum not present
66. A meeting of Members and annual general meeting may be convened at more than one (1) venue using any technology or method that enables the Members of the Company to participate and to exercise the Member's rights to speak and vote at the meeting so long as all persons participating in the meeting of Members are able to hear and to be heard by all other Members without the need for a Member to be in the physical presence of another Member(s) and participation in the meeting of Members in this manner shall be deemed to constitute presence in person at such meeting. The Members participating in any such meeting of Members shall be counted in the quorum for such meeting of Members and subject to there being a requisite quorum under this Constitution, all resolutions agreed by the Members in such meeting of Members shall be deemed to be effective as a resolution passed at a meeting in person of the Members duly convened and held. The main venue of the meeting shall be in Malaysia and the Chairman shall be present at the main venue of the meeting. The Board may whenever it so decide by resolution to convene a meeting of Members other than annual general meeting. Method of convening meeting of Members
67. The Chairman (if any) of the Board of Directors shall preside as Chairman at every general meeting of the Company. If there is no such Chairman or Deputy Chairman, or if at any meeting neither the Chairman nor the Deputy Chairman is present within fifteen (15) minutes after the time appointed for holding the meeting, or if neither of them is willing to act as Chairman, the Directors present shall choose one (1) of their number to act, or if one (1) Director only is present he shall preside as Chairman if he is willing to act. If no Director is present, or if each of the Directors present declines Chairman of general meeting

to take the chair, the Members present and entitled to vote shall elect one (1) of their number to be Chairman. The election of the Chairman shall be by a show of hands, but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A proxy may be entitled to be elected as Chairman of any general meeting.

68. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. When a resolution is passed at an adjourned meeting of the Company, or of holders of any class of Shares, the resolution shall, for all purposes, be treated as having been passed on the date on which it was in fact passed. Power to adjourn general meeting
69. Subject to the Listing Requirements, any resolution set out in the notice of any general meeting, or in any notice of any resolution which may properly be moved at any general meeting shall be voted by poll. Notwithstanding the above, poll may be demanded in writing: Voting on resolution
- (a) By the Chairman of the meeting;
  - (b) By at least three (3) members present in person or by proxy or by attorney or in the case of a corporation by a representative;
  - (c) By any Member or Members present in person or by proxy or by attorney or in the case of a corporation by a representative and representing not less than one-tenth (1/10) of the total voting rights of all the members having the right to vote at the meeting excluding any voting rights attached to Shares in the Company held as treasury Shares; or
  - (d) By a Member or Members present in person or by proxy or by attorney or in the case of a corporation by a representative holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth (1/10) of the total sum paid-up on all the shares conferring that right excluding any voting rights attached to Shares in the Company held as treasury Shares.

70. Unless a poll is so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn. Evidence of passing of resolution
71. (a) If a poll is duly demanded, it shall be taken in such manner and either at once or after an interval (not being more than thirty (30) days from the date of the meeting or adjourned meeting at which the poll was demanded) and place or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meetings 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. Poll to be taken
- (b) The demand for a poll shall not prevent the continuance of a meeting for a transaction of any business other than the question on which the poll has been demanded. The Chairman of the meeting may (and if so directed by the meeting shall) appoint scrutineers and may in addition to the powers of adjourning meetings contained in this Constitution adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll. Continuance of meeting, appointment of scrutineers and adjournment
72. (a) The Chairman of the meeting declares that a resolution put to vote at a meeting of Members has been carried or carried unanimously, or by a particular majority, or lost, based on the poll results, which show the total number of votes cast on the poll (together with the percentage) in favor of and against the resolution, as announced by the scrutineers or the Chairman. An entry to that effect in the book containing in the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against the resolution. Evidence of passing of resolution
- (b) In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote. Chairman to have casting votes

### **VOTES OF MEMBERS**

73. (a) Subject to any rights or restrictions for the time being attaching to any class or classes of Shares, at general meetings or of classes of Members, each Member entitled to be present and to vote may vote in person or by proxy or by attorney or being a corporation is represented by a Right to vote



representative and on a show of hands every person present who is a Member or a proxy or an attorney or being a corporation is represented by a representative of a Member shall have one (1) vote, and on a poll every Member present in person or by proxy or by attorney or other duly authorised representative for a corporation shall have one (1) vote for every such Share he holds. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak and participate at the meeting.

- (b) Subject to the Act, and the Listing Requirements, a proxy who is the only proxy appointed by a Member shall be entitled to vote on a show of hands or on a poll, on any question, at any general meeting. Where a Member entitled to vote on a resolution has appointed more than one proxy, the proxies shall only be entitled to vote on poll and the appointment shall not be valid unless he specifies the proportions of his holdings to be represented by each proxy. A proxy may only vote as directed in the proxy form. However, if the appointer or Member or representative attends and votes on a resolution, the proxy or attorney must not vote. Vote by proxy

74. Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such a manner that a unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such right is exercisable. Shares of different monetary denominations

75. A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote, whether on a show of hands or on a poll, by his committee or by such other person who properly has the management of his estate, and any such committee or other person may vote by proxy or attorney and any such committee or other person entitled under this Constitution hereof to attend, speak, participate and vote, may vote at any general meeting in respect thereof in the same manner as if he was the registered holder of such Shares provided that at least forty-eight (48) hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote, he shall satisfy the Directors of his right to vote unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof. Members of unsound mind

76. Subject to Clause 28, no member shall be entitled to be present and to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid. No member to vote whilst calls unpaid

77. (a) A poll may be demanded in the following manner: Right to demand a poll
- a) By not less than five (5) Members having the right to vote on the resolution;
  - b) By a Member or Members representing not less than ten (10) per centum of the total voting rights of all the Members having the right to vote on the resolution, excluding any voting rights attached to any shares on the Company held as treasury shares; or
  - c) By a Member or Members holding Shares in the Company conferring a right to vote on the resolution, being Shares on which an aggregate sum has been paid up equal to not less than ten (10) per centum of the total sum paid up on all Shares conferring that right, excluding shares in the Company conferring a right to vote on the resolution which are held as treasury shares.
- (b) The appointment of a proxy to vote on a matter at a Meeting of the Company, authorises the proxy to demand or join in demanding a poll.
78. On a poll taken at a meeting of Members of the Company, a Member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way. Voting on a poll
79. If a poll is duly demanded, it shall be taken either forthwith or after an interval or adjournment or otherwise as the Chairman directs and the results of the poll shall be the resolution of the meeting at which the poll was demanded. When a poll is taken
80. 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 to be taken as Chairman shall direct
81. A Member of a Company entitled to attend, speak, participate and vote at a meeting of a Company, or at a meeting of any class of Members of the Company, shall be entitled to appoint any person as his proxy to attend speak, participate and vote instead of the Member at the meeting. The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the Member or of his attorney duly authorised in writing or, if the Member is a corporation, either executed under seal or under the hand of two (2) authorised officers, one of whom shall be a Proxy to be in writing

director or attorney duly authorised. The Directors may but shall not be bound to require evidence of the authority of any such attorney or officer. A proxy may but need not be a Member of the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

82. (a) A Member may appoint more than one (1) proxy to attend the same meeting. Where a Member appoints two (2) or more proxies, he shall specify the proportion of his shareholdings to be represented by each proxy. Number of proxy
- (b) Where a Member is an authorised nominee as defined under SICDA it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary Shares of the Company standing to the credit of the said Securities Account. Authorised Nominee
- (c) Where a Member of the Company is an Exempt Authorised Nominee as defined under the Securities Industry (Central Depositories) Act, 1991 (“SICDA”) which holds ordinary Shares in the Company for multiple beneficial owners in one Securities account (“omnibus account”) there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds. Exempted Authorised Nominee
83. Unless the Company receives a notice of termination before the commencement of a meeting of Members or an adjourned meeting of Members, the termination of the authority of the person to act as proxy does not affect:- Termination of appointment of Proxy
- (a) the constitution of the quorum at the meeting;
- (b) the validity of anything he did as chairperson of a meeting;
- (c) the validity of a poll demanded by him at a meeting; or
- (d) the validity of the vote exercised by him at a meeting.

84. The instrument appointing a proxy shall be in the following form with such variations as circumstances may require or the statutes permit or in such other form as the Board or the Exchange may from time to time prescribe or approve:- Form of proxy

HIAP TECK VENTURE BERHAD  
(Registration No. 199701005844 (421340-U))

I/We, \_\_\_\_\_ (NRIC No./Company No. \_\_\_\_\_ )  
of \_\_\_\_\_ (Tel No. \_\_\_\_\_ )  
being a member/members of HIAP TECK VENTURE  
BERHAD hereby appoint\* the Chairman of the meeting or  
\_\_\_\_\_ (NRIC No. \_\_\_\_\_ ) of  
\_\_\_\_\_ or failing whom \_\_\_\_\_ (NRIC  
No. \_\_\_\_\_ ) of \_\_\_\_\_ as  
my/our Proxy(ies) to vote for me/us and act on my/our  
behalf at the Annual/Extraordinary General Meeting of the  
Company to be held at \_\_\_\_\_ on  
Days of \_\_\_\_\_ at \_\_\_\_\_ and at any adjournment  
thereof for/against\* the resolution(s) to be proposed  
thereat.

Dated this \_\_\_\_\_ day of \_\_\_\_\_

CDS Account No.	
Number of Shares held	

\_\_\_\_\_  
Signature/ Common  
Seal of Shareholder

\*Delete if not applicable.

Notes:

1. A Member entitled to attend, participate, speak and vote at the Meeting is entitled to appoint a Proxy or Proxies to attend and vote on his (her) behalf.
2. Where a Member appoints two (2) or more Proxies, the appointment shall be invalid unless he (she) specifies the proportion of his (her) shareholdings to be represented by each Proxy.
3. The Proxy Form shall be signed by the appointor or his (her) attorney duly authorised in writing or, if the Member is a corporation, it must be executed under its common seal or by its duly authorised attorney or officer.
4. The instrument appointing a Proxy must be deposited at the Office of the Company not less than 48 hours before the time for the taking of the poll at the Meeting or at any adjournment thereof

85. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office of the Company, or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months and such other period(s) as may be provided or permitted by the Act or Listing Requirements.
- Instrument appointing proxy to be deposited

The completed instrument of proxy once deposited will not preclude the Member from attending and voting in person at the General Meeting should the Member subsequently wish to do so. A Member who is not resident in Malaysia or Singapore may by cable or other telegraphic communication appoint a proxy/proxies to vote for him at any General Meeting of the Company PROVIDED:-

- (a) such cable or other telegraphic communication shall have been received at the Office not less than forty-eight (48) hours before the time for the holding of the General Meeting or adjourned meeting as the case may be at which the person named in such cable or other telegraphic communication proposes to vote; and
- (b) the Directors are satisfied as to the genuineness of such cable or other telegraphic communication.

86. Every power, right or privilege herein given in this Constitution to any Member of the Company to convene, attend, participate, speak and vote and in any way take part in any meeting of the Company, may be exercised in the event of such Member being out of Malaysia, by any attorney, whether a Member of the Company or not, duly appointed by such Member for the purpose, by a power of attorney produced at the Office of the Company during business hours not less than two (2) clear days before the same is acted on. And any vote given or things done by such attorney shall be valid notwithstanding the previous death of the Member giving such power of attorney or revocation of such power of attorney by other means provided no intimation in writing of such death or revocations shall have been received at the Office of the Company before the commencement of a meeting of Members or adjourned meeting.
- Power of Attorney

87. A vote given in accordance with the terms of an instrument of proxy or attorney or authority shall be valid, notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument of proxy or of the authority under which the instrument of proxy was executed, or the transfer of the share in respect of which the instrument of proxy is given, if no intimation in writing of such death, unsoundness of mind, revocation or transfer as aforesaid has been received by the Company at the Office before the commencement of the meeting or adjourned meeting or in the case of poll before the time appointed for the taking of the poll, at which the instrument of proxy is used. Validity of vote given under proxy
88. (a) A corporation may by resolution of its Directors or other governing body, if it is a member of the Company, authorise such person as it thinks fit to act as its representative either at a particular general meeting or at all general meetings of the Company or of any class of members and a person so authorised shall be in accordance with his authority and until his authority is revoked by the corporation, be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual member of the Company. Corporate Representative
- (b) If the corporation authorises only one person, the person shall be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual member of the Company.
- (c) If the corporation authorises more than one person as its representative, every one of the representative is entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if every one of the representative was an individual member of the Company.
- (d) If the corporation authorises more than one person and more than one of the representatives purport to exercise the power under subsection (c):
- (i) if the representatives purport to exercise the power in the same way, the power is treated as exercised in that way; or

- (ii) if the representatives do not purport to exercise the power in the same way, the power is treated as not exercised.
- (e) A certificate of authorization by the corporation shall be prima facie evidence of the appointment or the revocation of the appointment, as the case may be, of a representative.

### **DIRECTORS APPOINTMENT, ETC**

89. (a) All the Directors of the Company shall be natural persons who are at least eighteen years of age and until otherwise determined by general meeting the minimum number of Directors shall not be less than two (2) and the maximum shall not be more than twenty (20). The minimum number of Directors shall ordinarily reside in Malaysia by having a principal place of residence in Malaysia and shall not include an alternate or substitute director. Number of Directors
- (b) There shall be no shareholding qualification for Directors. Shareholding qualification
90. A director of a company shall not resign or vacate his office if by his resignation or vacation from office, the number of directors of the Company is reduced below the minimum number. Any purported resignation or vacation of office in contravention of this section shall be deemed to be ineffective unless a person is appointed in his place. Resignation or Vacation of Office Deemed Ineffective
91. Subject to the Listing Requirements and unless otherwise determined by the Company in general meeting, at least two (2) Directors or one-third (1/3) of the Board of Directors, whichever is higher, shall be Independent Directors. If the number of Directors is not three (3) or multiple of three (3), then the number nearest one-third (1/3) shall be used for the purpose of determining the requisite number of Independent Directors. Independent Directors
92. An election of Directors shall take place every year. At the first annual general meeting of the Company all the Directors shall retire from office at the conclusion of the meeting and at the annual general meeting in every subsequent year one-third (1/3) of the Directors for the time being, or if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election provided always that all Directors shall retire from office once at least in each three (3) years, but shall be eligible for re-election. An election of Directors shall take place every year. A retiring Director shall retain office until the close of their meeting at which he retires whether adjourned or not. Retirement of Directors

93. The Directors to retire in every year shall be those who have been longest in office since their last election but as between person who become Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Determination of Director to retire
94. No person not being a retiring Director shall be eligible for election to the office of Director at any general meeting unless a Member intending to propose him for election has, at least eleven (11) clear days before the meeting, left at the Office of the Company a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such Member to propose him for election, provided that in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary, and notice of each and every candidature for election to the Board of Directors shall be served on the registered holders of shares at least seven (7) days prior to the meeting at which the election is to take place. The cost of serving the notice to propose the election of a Director where the nomination is made by a Member or Members, shall be borne by the Member or Members making the nomination. Notice of candidate as a Director
95. A motion for the appointment of two (2) or more persons as Directors by a single resolution shall not be made at any general meeting unless a resolution that it shall be so made has first been agreed to by the meeting without any vote being given against it; and any resolution moved in contravention of this provision shall be void whether or not the resolution being moved was objected to at the time. Appointment of Directors to be voted on individually
96. The Company at the meeting at which a Director so retires may fill the vacated office by electing a person thereto, and in default the retiring Director shall if offering himself for re-election and not being disqualified under the Act from holding office as a Director to be deemed to have been re-elected, unless at that meeting it is expressly resolved not to fill the vacated office, or unless a resolution for the re-election of that Director retiring at that meeting is put to the meeting and lost or some other person is re-elected a Director in place of the retiring Director. Filling of vacancy
97. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with this Constitution. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting. Casual vacancy or additional appointment



98. Subject to Section 206 of the Act, the Company may by ordinary resolution, of which special notice is given, remove any Director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director as if he had not been removed. Removal of Directors
99. (i) The fees and any benefits payable to the Directors of the Company and its subsidiaries including any compensation for loss of employment of a Director or former Director shall from time to time be determined by an ordinary resolution of the Company in general meeting, and such remuneration shall (unless the resolution otherwise provided) be divided among the Directors in such proportions and manner as those Directors may determine PROVIDED ALWAYS:- Annual shareholders' approval for Directors fees and benefits
- (a) Fees payable to Directors who hold no executive office in the Company shall be paid by a fixed sum and not by a commission on or percentage of profits or turnover;
  - (b) Remuneration and other emoluments (including bonus, benefits or any other elements) payable to Directors who do hold an executive office in the Company pursuant to a contract of service need not be determined by the Company in general meeting but such salaries and emoluments may not include a commission on or percentage of turnover. Nothing herein shall prejudice the powers of the directors to appoint any of their members to be the employee or agent of the Company at such remuneration and upon such terms as they think fit provided such remuneration shall not include commission on or percentage of turnover.
  - (c) Fees of Directors and any benefits payable to Directors shall be subject to its annual approval at a general meeting;
  - (d) Any fee paid to an Alternate Director shall be such amount as shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter;

- (ii) The Directors shall be paid all travelling, hotel, and other expenses properly and necessarily expended by them in and about the business of the Company including their travelling and other expenses incurred by them in attending and returning from meeting of the Directors or any committee of the Directors or general meetings of the Company or otherwise.
- (iii) Any Director who is appointed to any executive office including the office of Chairman or who serves on any committee or who otherwise performs extra services or make special exercises in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of Directors which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of either a fixed sum or otherwise as the Directors may determine but not a commission on or percentage of turnover. Provided in the case of Non-Executive Directors, any such extra remuneration payable shall not include a commission on or a percentage of profits or turnover. In the case of an Executive Director such fee may be either in addition to or in substitution for his share in the fee from time to time provided for the Directors.

100. A Director of the Company may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such director shall be accountable to the Company for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company unless the Company otherwise directs. Director may hold other office
101. The office of Director shall become vacant if the Director:- Office of Directors vacated in certain cases
- (a) is an undischarged bankrupt;
  - (b) has been convicted of an offence relating to the promotion, formation or management of a corporation;
  - (c) has been convicted of an offence involving bribery, fraud or dishonesty;
  - (d) becomes disqualified from being a Director by reason of any order made under the Act or has been convicted of an offence under Sections 213, 217, 218, 228 and 539 of the Act;

- (e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder during his term of office;
- (f) is absent from more than fifty per centum (50%) of the total number of Board meetings held during a financial year unless an exemption or waiver is obtained from the Exchange;
- (g) resigns from his office by notice in writing to the Company and deposited at the Office of the Company;
- (h) is removed from his office of Director by resolution of the Company in general meeting of which special notice has been given;
- (i) has retired in accordance with the Act or the Constitution of the Company but is not re-elected;
- (j) otherwise vacate his office in accordance with the Act or the Constitution of the Company; or
- (k) dies.

The circumstances referred to in paragraphs (1)(a), (b) and (c) shall be applicable to circumstances in or outside Malaysia.

#### **POWERS AND DUTIES OF DIRECTORS**

102. The business and affairs of the Company shall be managed by or under the direction of the Directors who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not, by the Act or by this Constitution, required to be exercised by the Company in general meeting, subject, nevertheless, to this Constitution, to the provisions of the Act, and to such regulations, being not inconsistent with this Constitution or provisions of the Act, as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
- General powers of the Company vested in Directors
103. The Directors shall not without the prior approval of the Company in general meeting:
- Powers of Directors
- (a) Exercise any power of the Company to issue Shares unless otherwise permitted under the Act;
  - (b) Arrange or enter or carry into effect any proposal or execute any transaction for the acquisition of an undertaking or property of a substantial value, or the disposal of a substantial portion of or controlling interest in the Company's undertaking or property (includes the whole or substantially the whole of the rights, including developmental rights and benefits);

- (c) Subject to Sections 228(2) and 229 of the Act, enter or carry into effect any arrangement or transaction with a Director or a substantial shareholder of the Company or its holding Company, or its subsidiary or with a person connected with such a Director or substantial shareholder to acquire from or dispose to such Director or substantial shareholder or person connected with such a Director any Shares or non-cash assets of the requisite value as stated in the Act; or
- (d) Issue any Securities on such terms and subject to such conditions which confer a right to subscribe for new Shares of the Company.

104. The Directors may exercise all the powers of the Company to borrow or raise money for the purpose of the Company's or any of its related corporations' businesses on such terms as they think fit and may secure the repayment of the same by mortgage or charge upon the whole or any part of the Company's undertaking and property (both present and future) including its uncalled capital and may issue bonds, debentures and other securities whether charged upon the whole or part of the assets of the Company or otherwise but the Directors shall not borrow any money or mortgage or charge any of the Company's or any of the subsidiary companies' undertaking, property or any uncalled capital or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party. Director's borrowing powers
105. The Directors may establish or arrange any contributory or non-contributory pension or superannuation scheme share option/incentives scheme and trusts or other funds for the benefit of, or pay a gratuity, pension or emolument to any person who is or has been employed by or in the service of the Company or any subsidiary of the Company, or to any person who is or has been a Director or other officer of and holds or has held salaried employment in the Company or any such subsidiary, and the widow, family or dependants of any such person. The Directors may also subscribe to any association or fund which they consider to be for the benefit of the Company or any such subsidiary or any such persons as aforesaid and make payments for or towards any hospital or scholastic expenses and any Director holding such salaried employment shall be entitled to retain any benefit received by him hereunder subject only, where the Act requires, to proper disclosure to the Members and the approval of the Company in general meeting. Power to maintain pension fund
106. The Directors may exercise all the powers of the Company in relation to any official seal for use outside Malaysia and in relation to branch register. Branch registers

107. The Directors may from time to time by power of attorney appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the 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 powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities, and discretions vested in him. Directors may appoint attorneys
108. Any Director with the approval of the majority of Directors may appoint any person (whether a member of the Company or not) to be an Alternate in his place during such period as he thinks fit. An Alternate or Substitute Director shall not require any share qualification. Appointment of Alternate Directors
109. All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors from time to time by resolution determine. Subject to the Act, the Company's documents shall be executed as the case may be in such manner and by such person as the Directors shall from time to time determine. Execution of negotiable instruments and receipts for money paid
110. A Director shall at all times exercise his powers in accordance with the Act, for a proper purpose and in good faith in the best interest of the Company and act honestly and use reasonable diligence in the discharge of the duties of his office and shall not make use of the property of the Company or any information acquired by virtue of his position to gain directly or indirectly an improper advantage for himself or for any other person or to cause detriment to the Company. Discharge of duties
111. Every Director shall give notice to the Company of such events and matter relating to himself as may be necessary or expedient to enable the Company and its officers to comply with the requirements of the Act. Notice of disclosures

112. Subject always to the provisions of the Act, a Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified, by his office, from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company which a Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established but the nature and extent of interest must be declared by him at the meeting of the Directors at which the contract or arrangement is determined, if the interest then exists or in any other case, at the first meeting of the Directors after the acquisition of his interest.
113. Any Director may act by himself or his firm in a professional capacity for the Company and he and his firm shall be entitled to remuneration for his or his firm's professional services as if he was not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as auditor of the Company and provided further that such services shall be at normal commercial terms.
114. The Directors shall cause minutes to be made for the purpose:-
- (a) of all appointments of officers to be engaged in the management of the Company's affairs;
  - (b) of names of Directors present at each meeting of Directors and of any committee of Directors and of the Company in general meeting;
  - (c) of all resolutions and proceedings at all meetings of the Company and of any class of Members, of the Directors and of committee of Directors. Such minutes signed by the Chairman of the Meeting at which the proceedings were held or by the Chairman of the next succeeding meeting in which case the minutes shall be confirmed as correct by the Directors present at the succeeding meeting who was or who were also present at the preceding meeting such minutes shall be conclusive evidence without further proof of the facts thereon stated; and

Power of Directors to hold offices of profit and to contract with Company

Director may act in his professional capacity

Minutes to be made and when signed by Chairman to be conclusive evidence

- (d) of all orders or decisions made by the Directors and any committee of the Directors.

Within a reasonable time as determined by the Board or prescribed by the Exchange or the Act from time to time, whichever is the longest, the books containing the minutes of proceedings of any meeting of Members shall be kept by the Company at the Office of the Company or such other place provided notice has been given to the Registrar, and shall be open to the inspection of any Members without any charge.

115. The Directors shall duly comply with the provisions of the Act and in particular the provisions in regard to keeping a Register of Directors and Secretaries, a Register of Members, a Register of Charges, a Register of Directors' Shareholdings, Register of Debenture Holders, Register of Substantial Shareholders and Register of Option Holders and in regard to the production and furnishing of copies of such Registers. Keeping of Registers

### **PROCEEDINGS OF DIRECTORS**

116. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. A meeting of the Directors may be held by a number of Directors who also constitute a quorum, being assembled together at a place, date and time appointed for the meeting and may be held anywhere in the world. Any Director may at any time and the Secretary shall on the requisition of any of the Directors, summon a meeting of the Directors. Meetings
117. The Directors may participate in a Board meeting by means of a conference between Directors who are not all in one place, but each is able, directly or by telephonic, video or other electronic communications to communicate with each of the others simultaneously. Such participation shall be deemed to be present in person, and shall be deemed to constitute a meeting of the Board PROVIDED ALWAYS THAT: Participation in Board meetings via electronic means, etc.
- (i) The quorum of the Board is present.
- (ii) At the commencement of the meeting, each Director acknowledges his presence thereof to all the other Members of the Board taking part and such participation shall be deemed to be his presence in person and shall be counted in a quorum and be entitled to vote but only for so long that he has the ability to communicate interactively and simultaneous with all other parties attending the meeting including all persons by electronic means.

- (iii) The Directors present at the commencement of the meeting do not leave the meeting by disconnecting the telephone or such other electronic communication media, but the meeting shall be deemed to be conducted validly notwithstanding that the telephone or electronic communication media is accidentally disconnected during the meeting and provided that no discussions or decisions shall be made in respect of matters by the Directors during the disconnection and that if the telephone or electronic communication media cannot be reconnected at all, the meeting shall then be adjourned.
- (iv) A meeting at which one or more of the Directors attends by electronic means is deemed to be held at such place as the Directors shall at the said meeting resolve. In the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the place, if any, where a majority of the Directors attending the meeting are physically present, or in default of such a majority, the place at which the Chairman of the meeting is physically present.
- (v) Subject to the Act, all business transacted in the manner provided above by electronic means shall for the purpose of this Constitution be deemed to be validly and effectively transacted at a meeting of the Board PROVIDED that at least one (1) of the Directors present at the meeting was at such place resolved or deemed as the case may be for the duration of the meeting. All information and documents must be equally available to all the participants prior to or at or during the meeting.

118. It shall not be necessary to give any Director or Alternate Director who has not got an address in Malaysia, registered with the Company, notice of a meeting of the Directors. Unless otherwise determined by the Directors from time to time, not less than seven (7) days notice of all Directors' meetings shall be given to all Directors and their alternates who have a registered address in Malaysia. Except in the case of an emergency, reasonable notice of every Directors' meeting shall be given in writing. The Director may waive notice of any meeting and any such waiver may be retroactive. The notice of each Directors' meeting shall be deemed to be served if a properly stamped letter containing the notice is posted or the notice is sent by hand, telefax, facsimile transmission, electronic mail, short message service or other electronic communications to the Directors which is practicable from time to time.

Notice of  
Directors'  
Meeting



119. Subject to this Constitution, any question arising at any meeting of Directors shall be decided by a majority of votes. Each Director shall have one (1) vote and a determination by a majority of Directors shall for all purposes be deemed a determination of the Directors. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote. Where two (2) Directors form a quorum, the Chairman of the meeting at which only such a quorum is present, or at which only two (2) Directors are competent to vote on the question at issue, shall not have a second or casting vote. A Director present at a meeting of the Directors is presumed to have agreed to, and have voted in favour of, a resolution of the Directors unless he expressly dissents from or votes to object against the resolution at the meeting. Directors' power to vote
120. Every Director shall declare his interest in the Company and his interest in any contract or proposed contract with the Company as may be required by law. Subject to Section 222 of the Act, a Director shall not participate in any discussion while the contract or proposed contract is being considered during the meeting and shall not vote in respect of any contract or proposed contract or arrangement in which he has, directly or indirectly, an interest and if he shall do so his vote shall not be counted. Restriction on voting
121. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be two (2). A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the power, authorities and discretion by or under this Constitution vested in or exercisable by the Directors generally EXCEPT that no business may be transacted at a meeting of the Board if a quorum is not present. Quorum
122. The remaining Directors may continue to act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the minimum number fixed by or pursuant to this Constitution of the Company as the necessary quorum of Directors, the remaining Directors or Director may, act only for the purpose of increasing the number of Directors to that minimum number or of summoning a general meeting of the Company, but for no other purpose. Number reduced below quorum
123. The Directors may elect and remove a Chairman or a Deputy Chairman of their meetings and determine the period for which he is to hold office, but if no such Chairman is elected, or if at any meeting the Chairman or Deputy Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling to act, the Directors present may choose one (1) of their Members to be the Chairman of the meetings. Chairman

124. 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 it by the Directors or by the Listing Requirements. Committees
125. A committee may elect a Chairman of its meetings. If no such Chairman is elected or if at any meeting the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Members of the committee present may choose one (1) of their number to be Chairman of the meeting. Chairman of committee
126. Subject to any rules and regulations made pursuant to Clause 126, committee may meet and adjourn as it thinks proper and questions arising at any meeting shall be determined by a majority of votes of the Members of such committee present and in the case of any equality of votes, the Chairman shall have a second or casting vote. Meetings of committee
127. Notwithstanding any provisions to the contrary contained in this Constitution, any Member of a committee may participate at a committee meeting by way of telephone and video conferencing or by means of other communication equipment whereby all persons participating in the meeting are able to hear each other, in which event such Member shall be deemed to be physically present at the meeting whether for the purposes of this Constitution or otherwise. A Member participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting. Any meeting held in such manner shall be deemed to be held at such place as shall be agreed upon by the Members attending the meeting PROVIDED that at least one (1) of the Members present at the meeting was at such place for the duration of that meeting. Participation in committee meetings
128. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director. Validity of acts where appointment defective

129. A resolution in writing signed, approved or assented by letter, electronic mail or facsimile by a majority of the Directors or their alternates or members of committees for the time being entitled to receive notice of a meeting of Directors or notice of a meeting of committee not being less than two (2) Directors or two (2) members of a committee shall be as valid and effectual as if it had been passed by a meeting of Director or committee duly called and constituted. Any such resolution may consist of several documents substantially the same, each signed by one (1) or more Directors or members of committees and any of such several documents may consist of a document duly signed by a Director or Directors, or member or members of committees and sent to the Secretary by telefax or facsimile transmission, email, cable or similar form of electronic communication approved by the Directors or committees for such purpose from time to time incorporating, if the Directors or committees deemed necessary, the use of security and/or identification procedures and devices approved by the Directors or committees. An original copy of such resolution provided that in such case the signatory or signatories shall have confirmed to the Secretary by telephone, that the signature or signatures thereon are genuine. An original copy of such resolution shall be entered in the Minutes Book of Board or committee proceedings.
- Resolutions in writing signed by Directors effective

#### **ALTERNATE DIRECTOR**

130. Each Director shall have power to appoint in writing under his hand any person approved for that purpose by a majority of the other Directors to act as Alternate Director in his place and on such appointment being so made and approved the Alternate Director shall in all respects (except as regards power to appoint an Alternate Director and remuneration) be subject to the terms and conditions existing with reference to the other Directors and each Alternate Director, whilst acting in the place of the Director whom he represents, shall exercise and discharge all the duties and functions of such Director but shall look to such Director solely for his remuneration and shall not be entitled to claim remuneration from the Company. The Directors shall not have any power to appoint any person from time to time as their proxies to represent them at Directors' Meetings, save and except for their duly appointed Alternate Directors. An Alternate Director shall be entitled to receive notices of all meetings of the Directors and to attend, speak and vote and at such meeting at which his appointor is not present.
- Appointment and remuneration
131. A person may not act as Alternate Director to more than one (1) Director and while he is so acting shall be entitled to a separate vote for the Director he is representing and, if he is himself a Director his vote or votes as an Alternate Director shall be in addition to his own vote.
- Voting

132. A Director may at any time by writing revoke the appointment of any Alternate Director appointed by him, and appoint another person approved as aforesaid. An Alternate Director shall ipso facto vacate office if the Director appointing him vacates office as Director or removes the Alternate Director from office. Any appointment or removal of an Alternate Director may be made and communicated by his appointor to the Office by electronic transmission or in any other manner approved by the Directors. Any electronic transmission shall be confirmed as soon as possible by letter, but may be acted by the Company in the meantime. Cessation of appointment of Alternate Director
133. An Alternate Director may be removed from office by a resolution of the Board of Directors. Removal
134. Every person acting as an Alternate Director shall be deemed to be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be an agent of or for the Director appointing him. Responsibility of Alternate Director
135. An Alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Directors attended by him at which he is entitled to vote. Effect on quorum

### **MANAGING DIRECTOR**

136. The Directors may from time to time appoint any one (1) or more of their body to be Managing Director or Deputy Managing Director and if the appointment is for a fixed term, that term shall not exceed three (3) years, and upon such conditions as they think fit, and may vest in such Managing Director or Deputy Managing Director the power hereby vested in the Directors generally as they may think fit, but provided always that such Managing Director or Deputy Managing Director shall be subject to the control of the Board of Directors. Appointment of Managing Director
137. A Managing Director or Deputy Managing Director shall, while he continues to hold that office, be subject to retirement by rotation, and he shall be reckoned as a Director for the purpose of determining the rotation of retirement of Directors or in fixing the number of Directors to retire and subject to provisions of any contract between him and the Company shall, 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 Position of Managing Director

Director for any cause shall ipso facto and immediately cease to be a Managing Director or Deputy Managing Director. The Directors may from time to time (subject to any provision of any contract between the Managing Director or Deputy Managing Director and the Company) remove or dismiss him from office and appoint another in his place or appoint a substitute during his absence from illness or any other cause and in case of any breach of any agreement his remedy against the Company shall be in damages only and he shall have no right or claim to continue in such office contrary to the will of the Board or of the Company in general meeting.

138. A Managing Director or Deputy Managing Director shall, subject to the terms of any agreement entered into in any particular case, receive such remuneration (whether by way of salary, commission, or participation in profits or partly in one way and partly in another) but shall not include a commission on or a percentage of turnover as the Directors may determine. Remuneration of Managing Director
139. The Directors may entrust to and confer upon a Managing Director or Deputy Managing Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter, or vary all or any of those powers. Powers

#### **ASSOCIATE DIRECTORS**

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

#### **AUTHENTICATION OF DOCUMENTS**

141. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the Constitution of the Company and any resolution passed by the Company or the Directors and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are kept elsewhere than in the Authentication of documents

Office, the local manager or other officer of the Company having custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.

142. A document purporting to be a copy of a resolution of the Directors or any extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of Clause 141, shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors.
- Conclusive evidence of resolutions and extract of minutes of meetings

### **SECRETARY/JOINT SECRETARIES**

143. The Company shall have at least one secretary who shall be a natural person, eighteen years of age and above, and a citizen or permanent resident of Malaysia who shall ordinarily reside in Malaysia by having a principal place of residence in Malaysia.
- Requirement for a secretary
144. The Secretary/Joint Secretaries shall in accordance with the Act be appointed by the Directors for such term, at such remuneration, and, upon such conditions as they may think fit, and any Secretary/Joint Secretaries so appointed may be removed by them. A person is prohibited to act in a dual capacity as both a director and a secretary in a situation that requires or authorises anything to be done by a Director and the Secretary.
- Secretary/Joint Secretaries
145. The Secretary may resign from his office by giving a notice to the Board. If none of the Directors of the Company can be communicated with at the last known residential address, the Secretary may notify the Registrar of the fact and of his intention to resign from the office. The Secretary shall cease to be the Secretary of the Company on the expiry of thirty days from the date of the notice lodged to the Board or the period specified in this Constitution or the terms of appointment, as the case may be, or on the expiry of thirty days from the date of the notice to the Registrar.
- Resignation of Secretary
146. The office of the Secretary of the Company shall not be left vacant for more than thirty days at any one time.
- Vacancy of Secretary

### **SEAL**

147. The Directors shall provide for the safe custody of the Seal, which shall only be used pursuant to the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf. The Directors may from time to time make such regulations as they think fit determining the persons and the number of such persons in whose presence the Seal shall be
- Manner in which the Seal is to be affixed

affixed and unless otherwise so determined by a Directors' resolution, every instrument to which the Seal is affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose. The signature of any Director, the Secretary or such other persons appointed as aforesaid may be affixed or reproduced by facsimile, autographic or other mechanical means provided that the use of such is restricted to a certificate or other documents of title in respect of any share, stock, debenture or marketable security created or issued by the Company to be given under the Seal of the Company.

148. For purpose of sealing share certificates to be issued by the Company, the Company shall have a duplicate common seal which shall be an exact replica of its common seal with the addition on its face of the words "Share Seal" and a certificate sealed with such duplicate seal bearing the autographic or facsimile signature of a Director, countersigned by the Secretary or by a second Director or by some other person appointed by the Director for the purpose, shall be deemed to be sealed with the Seal. Share Seal
149. The Company may exercise the power conferred by the Act with regard to having an official seal for use abroad and such powers shall be vested in the Directors. The official seal shall be the exact copy of the Company's Common Seal, with addition on its face of the place where it is to be used. Power to have Seal for use abroad

### FINANCIAL STATEMENTS

150. The Company, the Directors and Managers shall cause proper accounting and other records to be kept and shall distribute copies of the financial statements and documents as required by the Act and shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them shall be opened to the inspection of Members not being Directors and no Member (not being a Director) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting. Subject always to Section 245 of the Act, the books of accounts and other records shall be kept at the Office or at such other place as the Directors think fit. Accounts to be kept
151. The Directors shall from time to time in accordance with Section 248 and Section 340 of the Act and the Listing Requirements, cause to be prepared and laid before the Company in general meeting the audited financial statements and reports of the Directors and Auditors. The interval between the close of a financial year of the Company and the issue of the annual audited To Whom Copies of Profit and Loss Accounts May be Sent

financial statements together with, the Directors' and Auditors' reports shall not exceed four (4) months. A copy of the annual report including other Documents required by the law together with the notice of the annual general meeting, in printed form or in CD-ROM form or in such other form of electronic media shall not less than twenty-one (21) days before the date of the meeting, provided always that it shall not exceed six (6) months from the close of a financial year of the Company, be sent to every Member of, and to every holder of debentures of the Company under the provisions of the Act or of this Constitution. The requisite number of copies of each of such Document as may be required by the Exchange or other stock exchange, if any, upon which the Company's Shares may be listed, shall at the same time be likewise sent to the Exchange and other stock exchange, if any, provided that this Constitution shall not require a copy of these Documents to be sent to any person of whose address the Company is not aware, but any Member to whom a copy of these Documents has not been sent shall be entitled to receive a copy, free of charge on application at the Office. In the event that the annual report is sent in CD-ROM form or such other electronic media and a Member requires a printed form of such Documents, the Company shall send such Documents to the Member within four (4) market days from the date of receipt of the Member's request, or such other time frame as prescribed by the Exchange from time to time.

#### **DIVIDENDS AND RESERVES**

- |      |  |                                |
|------|--|--------------------------------|
| 152. | The Company in general meeting may declare dividends out of profit of the Company available if the Board is satisfied that the Company is solvent and able to pay its debts in full as and when the debts become due within twelve (12) months immediately after the distribution is made, but no dividend shall exceed the amount recommended by the Directors.                 | Declaration of dividend        |
| 153. | The Directors may from time to time declare and pay to the Members such interim dividends as appear to the Directors to be justified by the profits of the Company and may from time to time, if in their opinion such payment is so justified, pay any preferential dividends which by the terms of the issue of any share are made payable on fixed dates.                     | Interim Dividend               |
| 154. | No dividend shall be paid otherwise than out of profits or shall bear interest against the Company.  | No interest on unpaid dividend |
| 155. | The Directors may, before recommending any dividends, set aside out of the profits of the Company such sums as they think proper as reserves which shall, at the discretion of the Directors, be applicable for any purpose at which the profits of the Company may be properly applied, and pending any such application may, at the like discretion, either be employed in the | Payment of dividends           |



business of the Company or be invested in such investments (other than shares in the Company) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.

156. Subject to the rights of persons, if any, entitled to Shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the Shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a Shares in advance of calls shall be treated for the purposes of this Constitution as paid on the Shares. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the Shares during any portion or portions of the period in respect of which the dividend is paid; but if any Share is issued on terms providing that it shall rank for dividend as from a particular date that Shares shall rank for dividend accordingly. Dividend pay equally
157. The Directors may deduct from any dividend payable to any Member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the Shares of the Company. Debts may be deducted
158. All dividends unclaimed for one (1) year after having been declared shall be dealt with by the Company in accordance with the provisions of the Unclaimed Moneys Act, 1965. Unclaimed Dividends
159. Any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid-up Shares, debentures or debenture stocks of any other company or in any one (1) or more of such ways and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors. Dividend in specie
160. Any dividend, or other money payable in cash in respect of a Share or other securities may be paid by direct transfer by means of the electronic payment systems upon terms and subject to conditions as the Directors may stipulate or by cheque or warrant sent through the post direct to the registered address of the Members on the Register or Record of Depositors or person entitled thereto, or if several persons are entitled in consequence of the death or bankruptcy of the Member, to any one of such persons or to such persons and such address as such persons may Payment by post and discharge

by writing direct or by directly crediting the dividend entitlement into the Member's bank account as provided to the Central Depository from time to time. Every such cheque or warrant or remittance via the electronic payment systems shall be made payable to the order of the person to whom it is sent or to such person as the Member may direct and payment of the cheque or warrant or remittance or the direct crediting to the Member's bank account shall be a good discharge of the Company. Every such cheque or warrant or remittance shall be sent or directly credited to the Member's bank account at the risk of the person entitled to the money represented thereby. Where the Members have provided to the Central Depositories the relevant contact details for purpose of electronic notifications, the Company shall notify them electronically; directly or indirectly, once the Company has paid the cash dividends into the Members' bank accounts.

161. Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Listing Requirements and/or regulatory authorities, payment of dividends may be made by direct transfer or such other mode of electronic means to the bank account of the holder whose name appears in the Record of Depositors or, if a person is entitled in consequence of the death or bankruptcy of the holder, to such person or to the bank account of such person by writing direct. The payment of any dividend by such electronic means shall constitute good discharge to the Company in respect of the dividend represented thereby regardless of any discrepancy given by the Member in the details of the bank account.
- Payment by electronic means and discharge

### **CAPITALIZATION OF PROFITS**

162. The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportions on conditions that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any Shares held by such Members respectively or paying up in full unissued Shares or debentures of the Company to be allotted and distributed, credited as fully paid up to and amongst such Members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution.
- Power to Capitalize.
163. Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares or debentures, if any,
- Effect of resolution to capitalize

and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares or debentures to which they may be entitled upon such capitalization, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under authority shall be effective and binding on all such members.

### **LANGUAGE**

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

### **NOTICES**

165. Subject to this Constitution, the Act and the Listing Requirements, any notice and/or any documents may be given by the Company to any Member:- How notices to be served to members
- (a) In writing, in visible form or any other form of hard copy, either served personally or sent by post, by courier at his registered address as appearing in the Record of Depositors, as the case may be, in Malaysia, or (if he has no address within Malaysia) to the address, if any, within Malaysia supplied by him to the Company for the giving of notices to him, and/or
  - (b) Electronically to him at any other last known address or electronic address provided by the Members to the Company for such purpose or by publishing on the Company's website or electronic mail or short messaging service or any other electronic platform maintained by the Company or by third parties that can host the information in a secure manner for access by members for such purpose.

- (c) Where a notice is sent by post or by courier, service of the notice shall be deemed to be effected by properly addressing, preparing and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
- (d) A notice, Document or information served, sent or supplied by means of a website is deemed to have been given to or received by the intended recipient when the material was first made available on the website and the Company notifying the Member or securities holder in the following manner in writing:-
  - (i) The publication of the notice, document or information on the website; and
  - (ii) The designated website link or electronic mail or short messaging service or other electronic platform where a copy of the notice, Document or information may be downloaded or published. A Member or Securities Holder shall be implied to have agreed to receive such notices or Document or information by way of such electronic communications. However, Members or Securities Holder are given a right to request for a hard copy of such notice, document or information and the Company shall forward a hard copy of such notice, Document or information to the member within four (4) market days or according to the prescribed period specified under the Listing Requirements.

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

Accidental omission to give notice

167. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a Member by sending it through the post in a prepaid letter and/or in electronic form addressed to them by name, or by the title of representatives of the deceased, or assignee of the bankrupt, or by any like description, at the address, if any, within Malaysia supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

Notice to persons entitled by transmission

168. (1) Notice of every general meeting shall be given in any manner hereinbefore specified to:- Persons Entitled to Notice
- (a) every Director and every Member with a registered address in Malaysia or an address for service of notice in Malaysia;
  - (b) every person entitled to a share in consequence of the death or bankruptcy of a member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting;
  - (c) the Auditor for the time being of the Company; and
  - (d) the Exchange and other stock exchange, if any, on which the Shares of the Company are listed, and any other relevant authorities.
- (2) Save as otherwise provided in this Constitution or in the Act, no other person shall be entitled to receive notices of general meetings.
- (3) All notices served for and on behalf of the Company or the Directors 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 the order of the Board.
169. In every notice calling a meeting of Members of the Company, there shall appear prominently, a statement informing the Member of his rights to appoint a proxy. Statement of rights to appoint proxies
170. Every person who by operation of law, transfer, transmission or other means whatsoever shall become entitled to any share, shall be bound by every notice issued in respect of such share, including notices issued to such person or persons whose names were, prior to his name, entered in the Record of Depositors as the registered holder of such share. Persons bound by notice

### WINDING UP

171. 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 sanction of a special resolution of the Company, divide amongst the Members in kind the whole or any part of the assets of the Company (whether they consist of property of the same kind or not) and may for that purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine Distribution of assets in specie

how the division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of any such assets in trustees upon trusts for the benefit of the contributories as the liquidator, with the like sanction, thinks fit, but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability.

172. If the Company shall be wound up, the Members of each class of shareholders shall be entitled to participate equally in direct proportion to the nominal value of their shares, provided that if the share capital of the Company is divided into different classes of the rights of each class in liquidation shall be in accordance with the terms of the issue of the shares of that class. Indemnify
173. (1) Where it is proposed that the whole or part of the business or property of the Company is to be transferred or sold to another corporation in a voluntary winding up, with the sanction of a special resolution of the Company conferring either a general authority on the liquidator or an authority in respect of any particular arrangement, the liquidator of the Company may:- Powers of the liquidator to accept Shares, etc., as consideration for sale of property of the Company
- (a) Receive in compensation or part compensation for the transfer or sale of the Shares, debentures, policies or other like interests in the corporation for distribution among the Members of the Company; or
  - (b) Enter into any other arrangement whereby the Members of the Company may, in lieu of receiving cash, Shares, debentures, policies or other like interests or in addition to the arrangement, participate in the profits of or receive any other benefit from the corporation,
- And any such transfer, sale or arrangement shall be binding on the members of the Company.
- (2) If any Member of the Company expresses his dissent on matters referred to in subsection (1) in writing addressed to the liquidator and delivered to the office of the liquidator within seven (7) days from the passing of the resolution, the Member may require the liquidator to either abstain from carrying the resolution into effect or to purchase his interest at a price to be determined by an agreement or by arbitration in the manner set out in Section 457 of the Act.

174. Subject to Section 454 of the Act, on the voluntary liquidation of the Company, no commission or fee shall be paid to the liquidator unless it shall have been approved by Members. The amount of such payment shall be notified to all Members at least seven (7) days prior to the meeting at which the commission or fee is to be considered. Voluntary liquidation

### INDEMNITY

175. Subject to the Act, and except where any liability which by law would otherwise attach to an officer or auditor of the Company in respect of any negligence, default, breach of duty, or breach of trust of which he maybe guilty in relation to the Company, every Director, Managing Director, auditor, secretary, and other officer for the time being of the Company shall be indemnified out of the assets of the Company (including effect of insurance) against: Indemnity
- (a) any loss or any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default breach of duty or breach of trust, or where proceedings are discontinued or not pursued; and
  - (b) any cost incurred by him in defending any proceedings relating to any civil liability to any person, other than the Company for any act or omission in his capacity as an officer or auditor except a fine imposed in criminal proceedings, a sum payable to regulating authority, any liability incurred in defending criminal proceedings in which he is convicted or in defending civil proceedings brought by the Company, or an associated company, in which a judgement was given against him.

### SECRECY

176. No Member shall be entitled to enter into or inspect any premises or property of the Company or to require the disclosure of any information respecting any detail of the Company's trade or manufacture 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 Company to communicate to the public save as may be authorised by law. Secrecy

## ALTERATION OF CONSTITUTION

177. Subject to the Act and to the provisions of the Listing Requirements (if any), the Company may from time to time by Special Resolution delete, alter or add to this Constitution. Alteration of Constitution

## EFFECT OF LISTING REQUIREMENTS

178. (1) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done. Effect of the Listing Requirements
- (2) Nothing contained in this Constitution, prevents an act being done that the Listing Requirements require to be done.
- (3) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
- (4) If the Listing Requirements require this Constitution to contain a provision and they do 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 they contain 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.
179. The Company shall comply with the provisions of the relevant governing statutes, regulations and rules as may be amended, modified or varied from time to time, or any other directive or requirement imposed by the Exchange, other stock exchange, the Central Depository and other appropriate authorities to the extent required by law, notwithstanding any provisions in this Constitution to the contrary. Compliance with Statutes, Regulations and Rules