

**THE COMPANIES ACT, 2016**

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**PUBLIC COMPANY LIMITED BY SHARES**

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**CONSTITUTION**

**OF**

**FIMA CORPORATION BERHAD**  
**(Company No. 21185-P)**

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**Incorporated on 5<sup>th</sup> day of December, 1974**

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**PUBLIC COMPANY LIMITED BY SHARES**

**CONSTITUTION**

**OF**

**FIMA CORPORATION BERHAD**

1. The name of the Company is **FIMA CORPORATION BERHAD (21185-P)**.
2. The registered office of the Company will be situated in Malaysia.
3. The objects for which the Company is established are:
  - (1) To carry on, develop, extend and turn to account the business of property managers, property consultants, planning consultants, developers, real estate agents, advisers, and consultants in all or any of their branches.
  - (2) To examine, advise on, report on, manage, initiate, conduct or take any part in the business or businesses of sale, purchase, letting, management and development of commercial, residential, industrial, agricultural, mining or other lands and properties of whatsoever nature whether in Malaysia or elsewhere.
  - (3) To act as agents or representatives for any persons, syndicates, private or public companies, conducting or proposing to conduct any property management, development, real estate agency or other analogous operations, whether in Malaysia or elsewhere.
  - (4) To build, construct, alter, maintain, enlarge, pull down, remove or replace, and to work, manage and control any buildings, offices factories, 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.
  - (5) To purchase the property and goodwill of, or any interest in any business and to make and carry into effect all arrangements with respect to the union of interest or amalgamation either in whole or in part with any other company, firm or person having objects in some respects similar to or included in the objects of this Company, and to carry on business, the carrying on of which the Company may think directly or indirectly conducive to the development of any property or any business in which it is interested.
  - (6) To carry on the business of hotel, motel, restaurant, cafe, refreshment room, tavern, holiday camp, lodging house and apartment-house proprietors and keepers to fit and furnish any property for the purpose of letting the same to visitors or guests whether in single rooms, suites, chalets, movable structures, cottages or otherwise.

- (7) To apply for, accept and receive, surrender or renounce any title to land grants for land, certificates of title, leases for land, mukim extracts, licenses, concessions, permits and such other instruments, documents, rights, privileges, licenses or permission and such renewals and copies thereof as may be seem expedient.
- (8) To sell, convey, assign, mortgage, charge, convert, turn to account, exchange, grant easement and other rights of and over or otherwise dispose of, the undertaking of the Company, or all or any of its real and personal, movable and immovable property upon such terms and conditions as may seem expedient.
- (9) To carry on the business of an investment and holding company and to undertake and transact all kind of investment business.
- (10) To enter into any environmental contracts in relation to study, research, act as consultants and to erect, manufacture construct, maintain, alter, repair, audit and restore, either alone or jointly with any other companies or persons, works, business, companies and services of all descriptions, including wharves, docks, piers, railways, tramways, roads, bridges, warehouse, factories, mills, engines, machinery, railway carriages, and wagons ships and vessels of every description, gas works, electric works, water works, drainage and sewage works and buildings of every description.
- (11) To carry on the businesses of electricians, mechanical engineers and manufactures, workers and dealers in electrical and other power apparatus and goods and the manufacture sale or hire of apparatus or goods to which the application of electricity or any like power, or any power that can be used as a substitute therefore, is or may be useful, convenient or ornamental, or any other business of a like nature with regard to environmental products and services.
- (12) To carry on all or any of the businesses of manufacturers, installers, maintainers, repairers of and dealers in electrical and electronic appliances and apparatus of every description, and of and in radio, television and telecommunication requisites and supplies, and electrical and electronic apparatus, appliances, equipment and stores of all kinds with regard to environmental products and services.
- (13) To act as proprietors, managers, promoters, operators, developers, organizers of restaurants, cafes, ice cream parlours, bakeries and confectioneries, caterers, taverns, places of amusements, parks recreational clubs, holiday resorts hotels, apartments, tours, cruises, voyages, expeditions, and transport of all forms, cinemas, theatres, concerts, exhibitions, expositions, races, sports and recreation plus entertainments of all kinds, reading rooms, libraries, supermarkets, departmental stores, car parks, business centers, every other aspect of the hotel and tourist industry and other works, conveniences and facilities which may seem calculated, directly or indirectly to advance the Company's interests.
- (14) To appropriate any part or parts of the property of the Company for the purpose of and to build or let shops, offices, and other places of business and to use or lease any part of the property of the Company not required for the purposes aforesaid for any purpose for which it may be conveniently used or let.
- (15) To carry on the business of airplane ticket agents in all its branches.
- (16) To fit up and furnish any property for the purpose of letting the same to visitors or guests whether in single rooms, suites, chalets, caravans, movable structures, cottages or otherwise.

- (17) To buy, sell (both to persons residing on the Company's premises and to non-residents), import, produce, manufacture or otherwise deal in food and food products, meat, groceries, fruits, confectionery, tobacco, druggist supplies, beverages, linen, furniture and furnishings and other articles required in the said businesses.
- (18) To carry on business as advisers on problems relating to the administration and organization of industry and business and the training of personnel for industry and business and to carry on all or any of the businesses of industrial business and consultants and to advise upon the means and methods for extending, developing and improving all types of businesses or industries and all systems or processes relating to the production, storage, distribution, marketing and sale of goods and/or relating to the rendering of services.
- (19) To engage in research into all problems relating to personnel and industrial and business management and distribution, marketing and selling, to collect, prepare and distribute information and statistics relating to any type of business or industry and to promote or propose such methods procedures and measures as may be considered desirable or beneficial for all or any of the Company's objects.
- (20) To act as agents or managers in carrying on any business concerns and undertaking and to employ experts to investigate and examine the condition, management, prospects, value and circumstances of any business, concerns and undertakings and generally of any assets, property or rights of any kind.
- (21) To carry on the business of manufacturing, wholesale and retail chemists and druggists and of manufactures and refiners of and dealer (whether by wholesale or retail) in and dispensing agents of all kinds of drugs, chemicals, acids, salts alkalis, antibiotics, pharmaceutical, medicinal and chemical preparations, articles and compounds (whether of animal, vegetable or mineral origin) dyes, cosmetics, paints, pigments, oils, varnishes, resins, and synthetic and man-made materials and fabrics of whatsoever nature.
- (22) To manufacture and deal (whether by wholesale or retail) in all other goods and things of such a nature that as can in the opinion of the Company be conveniently manufactured or dealt in by the Company in connection with any of the foregoing businesses.
- (23) To carry on the business, of manufactures of and dealers in anatomical, orthopedic, and surgical appliance of all kinds.
- (24) To carry on the business of boot makers, stay makers, corset makers, artificial eye and limb makers, bandage makers, crutch, chair and stretcher makers, carriage makers ambulance makers, chemists and druggists, and providers of all requisites for hospitals, patients and invalids.
- (25) To carry on the business of art printers, colour printers, copperplate printers, etching printers, lithographic printers, offset printers, photogravure printers, roll form and automatic printers, trade printers and of printers generally.
- (26) To carry on the business of linotype setters, metal and alloy makers and refiners, die sinkers, relief stampers, gold blockers, engravers, photographers, lithographers, artists, designers and draughts men.
- (27) To carry on the business of repairers, suppliers of and dealers in duplicating and printing machines, calculating machines, tape recorders, dictaphones and their accessories and components, equipment and requisites of all kinds and to buy, sell, manufacture, manipulate, import, export and deal in all substances, apparatus, things, processes and systems capable of being used in the printing business.

- (28) To carry on business as bankers, capitalists, financiers, manufacturers, producers, concessionaries, and merchants, and to undertake and carry on , and execute all kinds of financial, commercial, trading, manufacturing, production, and other operations and any other business which may seem to be capable of being conveniently carried on in connection with any of these objects, or calculated, directly or indirectly, to enhance the value of, or facilitate the realisation of or render profitable, any of the Company's property or rights.
- (29) To guarantee or become liable for the payment of money or for the performance of any obligations, and generally to transact all kinds of guarantee business, also to transact all kinds of trust and agency business.
- (30) To purchase, take on lease, or otherwise acquire tin mines, mining rights and mining areas, land, river, or sea in Malaysia or elsewhere, and any interest therein and to explore, work exercise, develop, manage, control, sell, lease, mortgage, exchange, or otherwise dispose of, or turn into account the same.
- (31) To crush, win, get, quarry, smelt, calcine, dress, amalgamate, manipulate and prepare for market, ore, metal, stone mineral substances of all kinds, gases petroleum, and to carry on metallurgical, gas, and oil extraction and other operations.
- (32) To buy, sell manufacture, produce, process, import, export and stock and deal in minerals, gases, oils, stones, metal, plant, machinery, implements, conveniences, provisions, and general goods of every description.
- (33) To carry on the business of financiers, owners, transporters, wholesalers, retailers, importers, exporters, traders, developers, manager and agents of plantations, factories, plant and mills for the processing and preparation for market for oil palm, rubber, coconut, sugar cane, pineapple, cocoa, maize, tapioca and other agricultural produce.
- (34) To carry on business of financiers, owners, developers, managers, agents and dealers in animal husbandry, orchard and agricultural produce including livestock, meat, milk, poultry, eggs, fruits, and of mills or factories to process and prepare such products for market as finished or semi-finished products including canning.
- (35) To carry on the business of fishing industry including to buy, sell, process, can, preserve, import and export of marine and riverine and other fresh water products.
- (36) To carry on the business of proprietors of garages and of service stations for motor vehicles and the safe-keeping, cleaning, repairing, refueling of and the general care of motor vehicles of all kinds, whatsoever form of propulsion may be used.
- (37) To buy and sell petrol oil and petroleum products, new and used motor vehicles, parts of such vehicles, accessories, supplies, radios, motorcycles, motor boats, and all kinds of machinery, rubber goods, electrical goods.
- (38) To carry on all or any of the following business, that is to say, general carriers, railway and forwarding agents, warehousemen, bonded carmen, and common carmen, and any other businesses which can conveniently be carried on in connection with the above.
- (39) To purchase, take in exchange, or otherwise acquire and hold ships and vessels, or any shares or interest in ships or vessels, and also shares, stocks, and securities of any companies possessed of, or interested in any ships or vessels, and to maintain, repair, improve, alter, sell, exchange, or let out to hire or charter, or otherwise deal with and dispose of any ships, vessels, or shares, or securities aforesaid.

- (40) To carry on all or any of the business of ship owners, shipbrokers, insurance brokers, managers of shipping property, freight contractors, carries by land and sea, barge owners, lighter man, forwarding agents, ice merchants, refrigerating storekeepers, warehousemen, wharfingers, and general traders.
- (41) To insure with any other company or person against losses, damages, risks, and liabilities of all kinds which may affect this Company, and also to carry on the business of marine insurance and marine accidental insurance in all its respective branches, and to affect reinsurance and counter insurance.
- (42) To cultivate tea, coffee, cinchona, rubber and other agricultural produce, and to carry on the business of planters in all its branches, to carry on and work the business of cultivators, winners and buyers of every kind of vegetable, mineral, or other produce of the soil, to prepare, manufacture and render marketable any such produce, and to sell, dispose of and deal in any such produce, either in its prepared, manufactured or raw state, and either by wholesale or retail.
- (43) To carry on the business of a storekeeper in all its branches, and in particular to buy, sell manufacture, import, export and deal in goods, stores, consumable articles, chattels and effects of all kinds, both wholesale and retail, and to transact every kind of agency business, and generally to engage in any business or transaction which may seem to the Company directly or indirectly conducive to the interests or convenience of the Company's members or ticket-holders or their friends, or any section thereof.
- (44) To make arrangements with persons engaged in any trade, business, or profession, for the concession to the Company's members, ticketholders, and their friends, of any special rights, privileges, and advantages, and in particular in regard to the supply of goods.
- (45) To acquire and take over the whole or any part of the business, property and liabilities of any person or persons, firm or corporation carrying on any business which this Company is authorised to carry on or possessed of any property or rights suitable for the purposes of this Company.
- (46) To take or otherwise acquire and hold shares, stock, debentures or other interest in any other company.
- (47) To purchase, take on lease or in exchange, or otherwise acquire any real or personal property which the Company may think necessary or convenient for the purposes of its business, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
- (48) To carry on all or any of the businesses of manufacturers of containers and packaging of metal, plastics, paper, board, wood or any other material, tin box manufacturers, decorators of boxes made of tinplates or other material, embossers on tinplates or other material, lithographers and printers on tinplates, paper or other material, sheet iron and tinplate workers and japanners, letterpress or block printers, designers and draughts men, engravers, photographers, electrotypers, collotype printers, type founders, die sinkers, banknote engravers and printers, security and general printers, photographic printers, photo lithographers, publishers, card box makers, account book manufacturers, booksellers and stationers, stereotypes and advertising agents.
- (49) To carry on all or any of the businesses of merchants and manufacturers of and/or dealers in tin and block plates and every description of article or utensil capable of being manufactured from tinplates, tin metal, metal sheets or otherwise.

- (50) To carry on all or any of the businesses of merchants and manufacturers of and/or dealers in machinery or materials used in the manufacture of any of the above mentioned articles or any analogous articles.
- (51) To carry on all or any of the businesses of mechanical, electrical, marine, mining, motor, hydraulic, water supply and general engineers, tinsplate and steel plate makers, iron founders, brass founders, metalworkers, toolmakers, boilermakers, millwrights, machinists, iron and steel converters, smiths, woodworkers, builders, painters, gas makers, paper and pulp manufacturers and merchants, colliery proprietors, and patent fuel manufacturers: and to own, work, manage, buy, sell, manufacture, repair, convert, alter, let on hire, and deal in machinery, implements, rolling stocks, and hardware of all kinds.
- (52) To buy, sell, hire, let on hire, lease, warehouse, store, manufacture, and deal in all kinds of goods wares and merchandise, fixtures and fittings.
- (53) To carry on, develop, extend and turn to account any other trade or business whatsoever which can, in the opinion of the Company, be advantageously or conveniently carried on by the Company by way of extension of or in connection with such business or is calculated, directly or indirectly, to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property or rights.
- (54) To apply for, purchase, or otherwise acquire, any patents, brevets d'invention, licenses, concessions, and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may 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 licenses in respect of or otherwise turn to account the property, rights or information so acquired.
- (55) To borrow or raise or secure the payment of money by mortgage, or by the issue of debentures or debenture-stock, perpetual or otherwise, or in such other manner as the Company shall think fit, and for the purposes aforesaid to charge all or any of the Company's property or assets, present and future, including its uncalled capital, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (56) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants debentures and other negotiable or transferable instruments.
- (57) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Company or its predecessors in business or the dependants of such persons, and to support or subscribe to any charitable or other institutions, clubs, societies or funds.
- (58) To lend money on any terms that may be thought fit.
- (59) To invest any moneys of the Company not required for the purposes of its business in such investments or securities as may be thought expedient.
- (60) To enter into partnership or arrangement in the nature of partnership with any person or persons or corporations engaged or interested or about to become engaged or interested in the carrying on or conduct of any business or enterprise which this Company is authorised to carry on or conduct or from which this Company would or might derive any benefit whether direct or indirect.

- (61) To apply for and take up or acquire by way of exchange or otherwise and hold or sell and dispose of the shares or securities of any other company carrying on or about to carry on any business in which this Company is or may be interested and to amalgamate with any other such company or companies.
  - (62) To sell or dispose of the undertaking of the Company or any part thereof in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, debenture-stock or securities of any other company, whether promoted by this Company for the purpose or not, and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
  - (63) To distribute any of the Company's property among the members in specie.
  - (64) To enter into any arrangements with any governments or authorities supreme, municipal, local or otherwise that may seem conducive to the Company's objects, or any of them, and to obtain from any such government or authority, any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions.
  - (65) To obtain any provisional order or Act of Parliament for enabling the Company to carry any of its object into effect, or for effecting any modification of the Company's constitution, or for effecting any modification of the Company's constitution, 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 Company's interests.
  - (66) To do all or any of the above things in any part of the world, and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.
  - (67) To make donations for patriotic or for charitable purposes.
  - (68) To transact any lawful business in aid of Malaysia in the prosecution of any war or hostilities in which Malaysia is engaged.
  - (69) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.
4. The liability of the members of the Company is limited.



**THIRD SCHEDULE EXCLUDED**

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| 5. | The Third Schedule of the Companies Act, 2016 shall not apply to the Company, except in so far as the same are repeated or contained in this Constitution.   | <b>Third<br/>Schedule<br/>excluded</b> |
| 6. | In these articles 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: | <b>Interpretation<br/>clause</b>       |

**WORDS**

**MEANINGS**

Act	The Companies Act, 2016 [Act 777] and all subsidiary legislation there under for the time being in force and affecting the Company and every statutory modification, amendment or re-enactment thereof for the time being in force.	<b>Definitions</b>
Applicable Laws	All laws, bye-laws, regulations, rules, orders and/or official directions for the time being in force affecting the Company and its subsidiaries, including but not limited to the Act, the Securities Laws, the Listing Requirements and every other law for the time being in force concerning companies and affecting the Company and any other directives or requirements imposed on the Company by the Commission and/or other relevant regulatory bodies and/or authorities.	
Articles	Any provisions in this Constitution as originally framed or as altered from time to time in accordance with the Applicable Laws.	
Auditors	The auditors for the time being of the Company.	
Authorised Nominee	A person who is authorised to act as nominee as specified under the Rules of the Central Depository in section 2 of the Central Depositories Act.	
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 or Board of Directors	The board of directors of the Company from time to time.	

Book Closing Date	The specified time and date set by the Company for the purpose of determining persons entitled to dividends, interest or new Securities, or rights to a priority of application of issues of Securities.
Central Depository	Bursa Malaysia Depository Sdn Bhd.
Central Depositories Act	The Securities Industry (Central Depositories) Act, 1991 and every statutory modification, amendment or re-enactment thereof for the time being in force.
Chairman	The Chairman for the time being of the Board.
CMSA	Capital Markets and Services Act 2007 and every statutory modification or re-enactment thereof for the time being in force.
Commission	The Securities Commission Malaysia established under section 3 of the Securities Commission Act, 1993.
Constitution	This Constitution as originally framed or as altered from time to time by special resolution.
Company	FIMA CORPORATION BERHAD (Company No. 21185-P).
Convertible Securities	Securities which are convertible or exercisable by the holder, or automatically, by their terms of issue, into shares or stocks.
Depositor	A holder of a Securities Account established by the Central Depository.
Deposited Security	A security standing to the credit of a Securities Account and include Securities in a Securities Account that is in suspense.
Directors	The Directors of the Company for the time being.
Exchange	Bursa Malaysia Securities Berhad.
Exempt Authorised Nominee	An authorised nominee defined under Central Depositories Act which is exempted from compliance with the provisions of subsection 25A of the Central Depositories Act.
Listing Requirements	The Listing Requirements of the Exchange including any amendments to the Listing Requirements that may be made from time to time.
Market Day(s)	A day on which the stock market of the Exchange is open for the trading of Securities.

Member/Members	Any person or persons for the time being holding shares in the Company and whose name appear in the Register of Members (except Central Depository) including Depositories whose name on the Record of Depositors (except Bursa Malaysia Depository Nominees Sdn Bhd).
Month	Calendar Month.
Office	The Registered Office for the time being of the Company.
Record of Depositors	A record provided by the Central Depository to the Company under Chapter 24.0 of the Rules.
Register	The Register of Members of the Company to be kept as required by the Act.
Rules	Rules of the Central Depository shall have the meaning given in section 2 of the Central Depositories Act.
Seal	The Common Seal of the Company.
Securities	Shall have the meaning given in section 2 of the Securities Commission Act, 1993.
Securities Account	An account established by the Central Depository for a Depositor for the recording of deposit or withdrawal of Securities and for dealing in such Securities by the Depositor.
Securities Laws	The CMSA, the Central Depositories Act and the Securities Commission Act, 1993.
Secretary	Any person or persons appointed to perform the duties of the secretary of the Company.
Share Issuance Scheme	A scheme involving a new issuance of share to the employees.
Year	Calendar year.

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 corporation.

The marginal notes are inserted for convenience only and shall not affect the construction of these Articles.

Subject as aforesaid, any words or expressions defined in the Act shall, except where the subject or context forbids, bear the same meanings in these Articles.

**Expression in Act bear same meaning in Articles**

### **SHARES**

7. (1) The share capital of the Company is its issued share capital. The share capital may be divided into several classes and there may be attached thereto respectively any preferred, deferred, qualified or other special rights privileges, conditions or restrictions whether in regard to dividend, return of capital, voting or otherwise.
- (2) Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares but subject to the Act, the Listing Requirements, and to the conditions, restrictions and limitations expressed in this Constitution, the Company shall have the power to issue and allot shares, grant options over shares, grant rights to subscribe for shares or otherwise dispose of the unissued shares of the Company to such persons, at such time on such terms and conditions, with such preferred or deferred or other special rights, as they may deem proper.
- (3) 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 form part of the capital of the Company, and such shares shall be subject to the provisions contained in this Constitution with reference to, the payment of calls and instalments, transfer and transmission, forfeiture, lien, cancellation, surrender, voting and otherwise.
- (4) (a) The Company shall not issue shares to transfer a controlling interest without prior approval of shareholders in general meeting;
- (b) No Director shall participate in a Share Issuance Scheme of the Company unless the shareholders in general meeting have approved of the specific allotment to be made to such Director; and
- (c) The rights attaching to shares of a class other than ordinary shares shall be expressed in the resolution creating the same.
8. (1) Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other Convertible Securities shall, before issue, be offered to such persons as at the date of offer are entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of shares or Securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or Securities offered, the Board may dispose of those shares or Securities in such manner as they think most beneficial to the Company. The Board 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 Board, be conveniently offered under this Article. Notwithstanding

**Shares under control of Directors**

**Issue of shares**

**Issue of shares to Directors**

**Other classes of shares**

**Issue of new shares or Convertible Securities to Members**

the above, the Company may apply to the Exchange to waive the convening of an extraordinary general meeting to obtain shareholders' approval for further issues of shares (other than bonus or rights issues) where the aggregate issues of which in any one financial year do not exceed ten per cent (10%) of the issued capital.

- (2) The rights attaching to shares of a class other than ordinary shares shall be set out in this Constitution or expressed in the resolution creating the same.
- (3) All new issue of shares (which are prescribed Securities) shall be made by way of crediting the Securities Accounts of the allottees save and except where the Company is specifically exempted from complying with section 38 of the Central Depositories Act. The Company shall notify the Central Depository of the names of the allottees together with all such particulars as may be required by the Central Depository to enable the Central Depository to make the appropriate entries in the Securities Accounts of such allottees.
9. (1) Subject to the Act, the provision of these Articles and the requirements of the Exchange, the Company shall have power to issue preference shares on such terms and conditions and carrying such rights or restrictions as the Company may determine. The Company shall not, unless with the consent of existing preference shareholders at a class meeting, issue preference shares ranking in priority to the preference shares already issued but may issue preference shares ranking equally therewith. **Issue of preference shares**
- (2) In the event of the Company at any time issuing preference capital it shall at the same time indicate whether it reserves the right to issue further preference capital ranking equally with or in priority to the preference capital then about to be issued; and
- (3) The repayment of preference capital other than redeemable preference capital or any other alteration of preference shareholders' rights, may only be made pursuant to a special resolution of the preference shareholders concerned, PROVIDED ALWAYS that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing, if obtained from the holders of three-fourths of the preference capital concerned within two (2) months of the meeting, shall be valid and effectual as a special resolution carried at the meeting. **Repayment of preference capital**
10. (1) Except in the case of an issue of Securities on a pro-rata basis to shareholders, the Company must ensure that no shares or other Convertible Securities shall be issued to a Director, major shareholder or person connected with any Director or major shareholder unless shareholders in general meeting have approved of the specific allotment to be made to such aforesaid person. **Allotment of shares to Directors etc.**
- (2) Subject to the provisions of this Constitution, Applicable Laws and notwithstanding sections 75(1) and 76(1) of the Act, the Company shall 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 percent (10%) of

the total number of issued shares (excluding treasury shares) of the Company, except where the shares or Convertible Securities are issued with the prior approval of the shareholders in general meeting of the precise terms and conditions of the issue.

- (3) In working out the number of shares or Convertible Securities that may be issued by the Company, if the security is a Convertible Security, each such security is counted as the maximum number of shares into which it can be converted or exercised.
11. The Company shall not give whether directly or indirectly and whether by means of loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription or to be made by any person of or for any shares in the Company or in its holding company nor shall the Company take a loan for any purpose whatsoever on the security of its shares or those of its holding company, but nothing in this Article shall prohibit transactions mentioned in section 123(1) of the Act. **Shares of the company not to be purchased out of the funds of company**
12. Subject to the provisions of the Act, CMSA, the rules and regulations made pursuant thereto and the requirements of the Exchange and/or any other relevant authority, the Company may purchase its own shares and make payment in respect of such purchase in the manner permitted thereunder. Any shares in the Company so purchased by the Company shall be dealt with as provided by the Act, CMSA, the rules and regulations made pursuant thereto and the requirements of the Exchange and/or any other relevant authority. **Power to purchase own shares**
13. The Company may exercise the powers of paying commissions conferred by the Act, provided that the rate or the per centum of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the commission shall not exceed the rate of ten per cent (10%) of the price at which the shares in respect whereof the commission is paid are issued or an amount equivalent thereto. Such commission may be satisfied by the payment of cash or the allotment of fully paid up shares or partly paid up shares or by a combination of any of the aforesaid methods of payment. The Company may, on any issue of shares, also pay such brokerage as may be lawful. **Commission on subscription of shares**
14. Shares may be registered in the name of an incorporated company or other corporate body but not in the name of a minor or person of unsound mind or insolvent or in the name of any firm or partnership. **Who may be Members**
15. Except as required by law and as provided under the Central Depositories Act and the Rules, no person shall be recognised by the Company as holding any share upon any trust, or assignment, and the Company shall not be bound by or required in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any rights in respect of any share other than an absolute right to the entirety thereof in the registered holder, except only as by these Articles otherwise provided for or as by Act required or pursuant to any order of court or by the Rules. **No trust recognised**
16. Save and except where it is specifically exempted from compliance with section 38 of the Central Depositories Act, all new issues of shares or Securities for which listing is sought shall be made by way of crediting the Securities Accounts of the allottees with such shares or Securities, and for this purpose, the Company shall notify the Central Depository of the names of the allottees and all such particulars required by the Central Depository, to **Issue of shares or securities**

enable the Central Depository to make appropriate entries in the Securities Accounts of such allottees. Subject to the provisions of the Act, the Central Depositories Act, the Listing Requirements and the Rules, the Company shall allot and issue shares or Securities, despatch notices of allotment to the allottees and make an application for the quotation of such Securities:

- (a) In respect of an issue of Securities to the public or a rights issue, within eight (8) Market Days of the final applications closing date for an issue of Securities or such other period as may be prescribed by the Exchange;
- (b) In respect of a bonus issue, within eight (8) Market Days of the Book Closing Date or such other period as may be prescribed by the Exchange;
- (c) In respect of a share scheme for employees, within eight (8) Market Days of the date of receipt of a notice of the exercise of an option for shares or Securities in the Company together with the requisite payment or such other period as may be prescribed by the Exchange;
- (d) In respect of conversion or exercise of Convertible Securities, within eight (8) Market Days of the date of receipt of a subscription form for warrants or other Convertible Securities together with the requisite payment or such other period as may be prescribed by the Exchange,

and deliver to the Central Depository the appropriate certificates, in such denominations as may be specified by the Central Depository registered in the name of the Central Depository or its nominee Company. Every certificate shall be issued under the Seal and bear the signatures or the autographic signatures of one Director and the Secretary or a second Director or such other person as may be authorised by the Directors, and shall specify the shares to which it relates, and the amount paid up thereon provided that the Directors may by resolution determine that such signature, or either of them, shall be dispensed with or shall be affixed by such other person as may be authorised by the Board or some method or system of mechanical signature.

17. (1) Subject to the provisions of the Act, the Central Depositories Act and the Rules, if any certificate is worn out or defaced then upon production thereof to the Directors they may order the same to be cancelled and may issue a new certificate in lieu thereof.
- (2) If any certificate is lost, or destroyed or stolen, then upon proof thereof to the satisfaction of the Directors and on such indemnity being given by the shareholder, transferee, persons entitled, purchaser, Member company of the Exchange or any financial institution on behalf of its client, as the Directors deem adequate, a new certificate in lieu thereof shall be issued to the party entitled to such lost or destroyed or stolen certificate.
- (3) For every certificate issued under Articles 17(1) and (2), there shall be paid to the Company such sum as the Board may from time to time determine and which the Company may be permitted to charge by law and by the Exchange, in addition to all expenses including, out-of-pocket expenses incurred in connection with the investigation by the Company of such loss or destruction.

**Issue of new certificate in lieu of one defaced lost or destroyed**

**Fees and costs**

18. (1) The Company may by notice in writing require any Member of the Company within such reasonable time as is specified in the notice: **Information on shareholding**
- (a) to inform the Company whether he holds any voting shares in the Company as Beneficial Owner or as trustee or Authorised Nominee; and
  - (b) if he holds them as trustee or Authorised Nominee, to indicate so far as he can the persons for whom he holds them by name and by other particulars sufficient to enable those persons to be identified and the nature of their interest.
- (2) Where a Company is informed in pursuance of a notice given to any person under sub-Article (1) hereof or under this sub-Article that any person has an interest in any of the voting shares in the Company, the Company may by notice in writing require that other person within such reasonable time as is specified in the notice:
- (a) to inform it whether he holds that interest as Beneficial Owner or as trustee or as Authorised Nominee; and
  - (b) if he holds it as a trustee or as Authorised Nominee, to indicate so far as he can the persons for whom he holds it by name and by other particulars sufficient to enable them to be identified and the nature of their interest.
- (3) The Company may by notice in writing require a Member of the Company to inform it, within such reasonable time as is specified in the notice, whether any of the voting rights carried by any voting shares in the Company held by him are the subject of an agreement or arrangement under which another person is entitled to control his exercise of those rights and, if so, to give particulars of the agreement or arrangement and the parties to it.

#### LIEN

19. Subject to the provisions of the Act, the Central Depositories Act and the Rules: **Company's lien on shares**
- (a) The Company shall have a first and paramount lien on every share (not being a fully paid share) for all money (whether presently payable or not) called or payable at a fixed time in respect of that share.
  - (b) The Company also has a first and paramount lien on all shares (other than fully paid shares) registered in the name of a sole holder in the Register of Members for all money presently payable by him or his estate to the Company.
  - (c) The Board may at any time exempt a share wholly or in part from the provisions of this Article.
  - (d) The Company's lien (if any) on a share extends to all dividends payable in respect of the share and 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.



20. (1) Subject to sub-article (2), the Company may sell, in such manner as the Board think fit, any shares on which the Company has a lien. **Power of sale**
- (2) A share on which the Company has a lien shall not be sold unless:
- (a) a sum in respect of which the lien exists is presently payable; and
- (b) the Company has, not less than 14 days before the date of the sale, given to the registered holder for the time being of the share in the Register of Members or the person entitled to the share by reason of the death or bankruptcy of the registered holder a notice in writing setting out, and demanding payment of, such part of the amount in respect of which the lien exists as is presently payable.
21. The proceeds of a sale mentioned in Article 19 shall be applied by the Company in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue (if any) shall (subject to any like lien for sums not presently payable that existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale. **Application of proceeds of sale**
22. (1) For the purpose of giving effect to a sale mentioned in Article 20, the Board may (in the case of a share that is not a Deposited Security) authorise a person to transfer the shares sold to the purchaser of the shares or (in the case of a share that is a Deposited Security) authorise its registrar to cause the Central Depository to credit the Securities Accounts of the purchaser of the share sold or otherwise in accordance with the directions of the purchaser. **Sale of shares under lien**
- (2) The Company shall (in the case of a share that is not a Deposited Security) register the purchaser as the holder of the shares comprised in any such transfer. 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 reference to the sale.
- (3) No purchaser shall be bound or concerned to inquire into the application of the purchase money or the regularity of the sale but the remedy of any one injured by a sale wrongly made in purported exercise of such power of sale shall be in damages against the Company only.
23. The title of the purchaser to the shares is not affected by any irregularity or invalidity in connection with the sale. **Effect of sale**

#### **CALL ON SHARES**

24. (1) The Board may, from time to time, make such calls as they think fit upon the Members in respect of moneys unpaid on any shares held by them which, at the time of allotment thereof, were not made payable at fixed times. Each Member shall pay the amount of every call so made on him to the persons and at the times and places appointed by the Directors. **Calls**
- (2) A call may be made payable by instalments and shall be deemed to have been made when the resolution of the Directors authorising such call was passed.

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| 25. | Fourteen (14) days' notice of any call shall be given specifying the time and place of payment and to whom such call shall be paid and except as otherwise fixed by the terms of issue no call on any share shall exceed one-fourth of the issue price of the share or be payable at less than one month from the date fixed for payment of the last preceding call. Before the time for payment the Directors may by notice in writing to the Members revoke the call wholly or in part or extend the time for payment.   | <b>Notice of call</b>                    |
| 26. | A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed. No Member shall be entitled to receive any dividend or to exercise any privileges as a 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).  | <b>When call deemed made</b>             |
| 27. | Any sum that, by the terms of issue of a share, becomes payable on allotment or at a fixed date or by instalments at fixed times, shall for the purposes of this Constitution be deemed to be a call duly made and payable on the date on which by the terms of issue the sum becomes payable, and, in case of non-payment, all the relevant provisions of this Constitution as to payment of interest and expenses, forfeiture or otherwise apply as if the sum had become payable by virtue of a call duly made and notified.  | <b>Sums payable on fixed date</b>        |
| 28. | If a sum called in respect of a share is not paid before or on the day appointed for payment of the sum, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment of the sum to the time of actual payment at such rate as the Board determine, but the Board may waive payment of that interest wholly or in part.  | <b>Interests on calls or instalments</b> |
| 29. | The Board 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 or instalments.   | <b>Difference in calls</b>               |
| 30. | The Board may, if they think fit, receive from any Member willing to advance the same, all or any part of the moneys for the time being remaining uncalled on his shares, and may pay interest upon the moneys so paid in advance, or upon so much thereof as from time to time remains in advance of the calls then made upon such shares.  | <b>Payment of calls in advances</b>      |
| 31. | On the trial or hearing of any action for the recovery of any money due for any call, it shall be sufficient to prove that the name of the Member sued is entered in the Register of Members as the holder or one of the holders of the shares in respect of which such debt accrued, that the resolution making the call is duly recorded in the minute book and that notice of such call was duly given to the Member sued in pursuance to this Constitution; and it shall not be necessary to prove the appointment of the Directors who made such call, nor that the meeting at which any call was made was duly convened and constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt. | <b>Proof of debt</b>                     |

#### **TRANSFER OF SHARES**

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| 32. | (1) Subject to the provisions of the Act and this Constitution (with respect to the transfer of a security that is not a Deposited Security), a Member may transfer all or any of his Securities by instrument in writing in the form specified by the Act and the Rules from time to time. | <b>Form of transfer</b> |
|-----|---|-------------------------|

- (2) The transfer of any listed security or class of listed security that is a Deposited Security shall be by way of book entry by the Central Depository in accordance with the Rules and notwithstanding sections 105, 106 or 110 of the Act but subject to section 148(2) of the Act and any exemption that may be made from compliance with section 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of such listed security.
- (3) The Company shall not cause or authorize its registrar to cause the Securities Accounts of the allottees to be credited with the additional Securities until after it has filed with the Exchange an application for listing of such additional Securities and has been notified by the Exchange that such new Securities have been approved in principle for listing.
33. Subject to the written law, the instrument shall have been executed by or on behalf of the transferor and the transferee both duly witnessed, and the transferor shall remain the holder of such Securities until the name of the transferee is entered in the Register and/or the Record of Depositors, as the case may be in respect thereof. **Execution of transfer**
34. The transfer books and Register of Members and register of debenture holders (in respect of non-deposited Securities) may on due notice being given as required by the Act and the Exchange be closed during such time or times as the Board thinks fit, not exceeding in the whole thirty (30) days in each year. The Company may require the Central Depository to suspend the trading of shares that are deposited Securities at such times and for such periods as the Board may from time to time determine. **When transfer books and Register of Members may be closed**
35. (1) Neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of shares (that are not deposited Securities) apparently made by sufficient parties, although the same may, by reason of any fraud or other cause not known to the Company or its Directors or other officers be legally in-operative or insufficient to pass the property in the shares proposed or professed to be transferred, and although the transfer may, as between the transferor and transferee, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the shares transferred, or otherwise in defective manner. **No liability for fraudulent transfers**
- And in every such case, the person registered as transferee shall be entitled to be recognised as the holder of such shares and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto.
- (2) Neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of shares registered by the Central Depository, although the same may, by reason of any fraud or other cause not known to the Company or its Directors or other officers be legally in-operative or insufficient to pass the property in the shares proposed or professed to be transferred, and although the transfer may, as between the transferor and transferee, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by

the transferor in blank as to the name of the transferee or the particulars of the shares transferred, or otherwise in defective manner.

36. The Central Depository may, in its absolute discretion, refuse to register any transfer of Securities that does not comply with the Central Depositories Act and/or the Rules.

**Refusal to register transfers**

### TRANSMISSION OF SHARES

37. Subject to the provisions of the Act, the Central Depositories Act and the Rules, in case of the death of a Member the persons recognised by the Company as having any title to his interest in the shares shall be:

**Death of holder**

- (a) where the deceased was a sole holder, the legal personal representatives; and
- (b) where the deceased was a joint holder, the survivor,

but nothing in this Article shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

38. Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have a person nominated by him registered as the transferee thereof, but the Board shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that Member before his death or bankruptcy.

**Rights on death or bankruptcy**

39. Subject to any other provisions of these Articles, the Central Depositories Act and the Rules, if the person so becoming entitled elects to be registered himself, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects. Provided that where the share is a Deposited Security and the person becoming so entitled elects to have the share transferred to him, the aforesaid notice must be served by him on the Central Depository provided that the Company shall register such person as a shareholder within 60 days from receipt of such notice as aforesaid. If the person so becoming entitled elects to be registered himself, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects. If he elects to have another person registered, he shall testify his election by executing to that person a transfer of the shares. All the limitations, restrictions and provisions of this Constitution relating to the rights to transfer shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer signed by that Member.

**Procedure for registration**

40. The Company shall be entitled to charge a fee not exceeding Ringgit Malaysia Three (RM3.00) on the registration of every Grant of Probate, Letters of Administration, Certificate of Death or Marriage, Power of Attorney, Constitution, or other instrument.

**Fee payable**

41. A person entitled to a share by transmission shall be entitled upon production of such evidence as may from time to time be properly required by the Central Depository in that behalf to receive and may give a discharge for all dividends

**Rights of unregistered**

and other moneys payable in respect of the share but he shall not be entitled in respect of it to receive notices of, or to attend or vote at meetings of the Company, or, save as aforesaid, to exercise any of the rights or privileges of a Member, unless and until he shall become a Member in respect of the share.

**executors  
trustees**

42. 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) (No. 2) 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 holder, permit a transmission of Securities held by such 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

43. If a Member fails to pay the whole or any part of any call or instalment of a call on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remain unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest at the rate which the Board may determine from time to time from the date appointed for the payment, on the money, for the time being unpaid if the Board thinks fit to enforce payment of such interest or compensation, which may have accrued.

**Notice of  
forfeiture**

44. The notice shall name a further day (not earlier than the expiration of fourteen (14) days from the date of service of the notice) on or before which the payment required by the notice is to be made and shall state that in the event of non-payment at or before the time and place appointed the shares in respect of which the call was made will be liable to be forfeited.

**Particulars in  
notice**

45. 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.

**On non-  
compliance with  
notice**

46. When any share shall have been so forfeited notice of the resolution shall be given to the Member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture with the date thereof shall forthwith be made in the Register of Members, but no forfeiture shall in any manner be invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

**Notice of  
resolution of  
forfeiture and  
entry of register  
of Members**

47. The Board may, at any time before any shares so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as they think fit.

**Annulment  
forfeiture**

48. (1) Any share so forfeited shall be deemed to be the property of the Company, and the Directors may sell, re-allot and otherwise dispose of the same in such manner as they think fit. **Procedure for shares forfeited**
- (2) If any shares are forfeited and sold, any residue after the satisfaction of the unpaid calls and accrued interest and expenses, shall be paid to the person whose shares have been forfeited, or his executors, administrators or assignees or as he directs.
49. A person whose shares have been forfeited shall notwithstanding that he shall cease to be a Member in respect of the forfeited shares, remain liable to pay to the Company all money which, at the date of forfeiture, was payable by him to the Company in respect of the shares (together with interest at the rate of eight percent (8%) per annum from the date of the forfeiture on the money for the time being unpaid if the Board thinks fit to enforce payment of the interest), but his liability shall cease if and when the Company receives payment in full of all such money in respect of the shares. **Arrears to be paid notwithstanding forfeiture**
50. The forfeiture of a share shall at the time of forfeiture result in the termination of all interests in and all claims and demands against the Company in respect of the share and all other rights and liabilities incidental to the share as between the shareholder whose share is forfeited and the Company, except only such of those rights, liabilities as are by this Constitution expressly saved or as are by the Act given or imposed in the case of past Members. **Consequences of forfeiture**
51. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration, if any, given for a forfeited share on any sale, re-allotment or disposition thereof and may execute the transfer of the share in favour of the person to whom the share is sold or disposed of and he shall be registered as the shareholder and shall not have his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share. Subject to any lien for sums not presently payable, if any, 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. **Evidences of forfeiture**

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

52. The Company by ordinary resolution may convert any paid-up shares into stock and may convert any stock into paid-up shares of any denomination. When any shares have been converted into stock, the several holders of such stock may, henceforth, transfer their respective interests therein or any part of such interests, in the same manner and subject to the same regulations as and subject to which fully paid-up shares in the Company's capital may be transferable, or as near thereto as circumstances will admit. But they may from time to time, if they think fit, fix the minimum amount of stock transferable, and direct that fractions of a Ringgit Malaysia shall not be dealt with, but with power, nevertheless, at their discretion to waive such rules in any particular case. **Conversion of shares into stock**

53. The stock shall confer on the holders respectively the same privileges and advantages, as regards participation in profits and voting at meetings of the Company, and for other purposes, as would have been conferred by shares of equal amount in the capital of the Company of the same class as the shares from which such stock was converted, but so that none of such privileges or advantages, except the participation in profits of the Company, or in the assets of the Company on a winding up, shall be conferred by any such aliquot part of stock as would not if existing in shares, have conferred such privileges or advantages. Save as aforesaid, all the provisions herein contained shall, as far as circumstances will admit, apply to stock as well as to shares.

**Rights of stockholders**

54. All such provisions of these Articles as are applicable to paid-up shares shall apply to stock, and in all such provisions the words "share" and "shareholder" shall include "stock" and "stockholder".

**Interpretation**

### **ALTERATIONS OF CAPITAL**

55. (1) The Company in general meeting may from time to time, whether all the shares for the time being authorised shall have been issued or all the shares for the time being issued shall have been fully called up or not, increase its share capital by the creation and issue of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital, voting or otherwise as the Company by the resolution authorising such increase directs.

**Company may increase its capital**

- (2) 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 part of the original capital, and shall be subject to the provisions herein contained with reference to the payment of calls and instalments, transfer and transmission, forfeiture, lien, surrender, and otherwise.

56. The Company may by special resolution:
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
  - (b) subdivide its share capital or any part thereof into shares of smaller amount than is fixed by this Constitution by subdivision of its existing shares or any of them, subject nevertheless to the provisions of the Act;
  - (c) cancel shares which at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled; and
  - (d) subject to the provisions of this Constitution and the Act, convert and/or re-classify any class of shares into any other class of shares.

**Power to alter capital**

57. The Company may by special resolution, reduce its share capital in any manner permitted or authorised under and in compliance with the Applicable Laws.

**Power to reduce capital**

### MODIFICATION OF CLASS RIGHT

58. (1) If at any time the share capital is divided into different classes of shares:
- (a) the repayment of preference capital other than redeemable preference capital; or
  - (b) the rights attached to any class of preference shares (unless otherwise provided by the terms of issue of the shares of that class)

**Class rights  
may  
be modified**

may, subject to the Act, whether or not the Company is being wound up, be made or varied or abrogated as the case may be, only with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class, 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 three-fourths of the shares of that class within two months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting.

- (2) The provisions of this Constitution relating to general meetings apply so far as they are capable of application and mutatis mutandis to every such separate meeting except that:
  - (a) a quorum is constituted by two (2) persons (present in person or by proxy or representative) who, between them, hold one-third of the issued shares of that class but so that if at any adjourned meeting a quorum as above defined is not present, any two holders of shares of that class (present in person or by proxy or representative) shall be a quorum; and
  - (b) any holder of shares of that class, present in person or by proxy or representative, may demand a poll.
- (3) The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of shares of that class, be deemed to be varied by the creation or issue of further shares ranking equally with the first-mentioned shares.
- (4) The provisions of the Act on special resolutions shall with such adaptation as are necessary apply to special resolutions referred to in this Article 58.

### EMPLOYEES' SHARE OPTION SCHEME

59. The Board may recommend, and if so authorised by an ordinary resolution passed at a general meeting, may establish and carry into effect and, modify from time to time without reference to the Company in general meeting, a share option scheme for the benefit of employees (including Directors holding any executive office with the Company and its subsidiaries) of the Company and its subsidiaries upon such terms and subject to such condition as shall deem fit and proper and to issue all shares pursuant thereto.

**Employees'  
share option  
scheme**



60. Notwithstanding Article 59 hereof, all schemes involving the issue or sale of shares or Securities to employees shall comply with the provisions contained in the Listing Requirements which shall apply to schemes of all subsidiaries of the Company even if the subsidiaries were incorporated and operating abroad.

### GENERAL MEETINGS

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| 61. | An annual general meeting of the Company shall be held in accordance with the Act. All general meetings other than the annual general meetings shall be called extraordinary general meetings. The Board may, whenever they think fit, convene an extraordinary general meeting, and the Board shall, on requisition of Members in accordance with the Act, forthwith proceed to convene an extraordinary general meeting. In the case of an extraordinary general meeting called in pursuance of a requisition no business other than that stated in the requisition as the objects of the meeting shall be transacted.  | <b>General meetings</b>  |
| 62. | The notices convening meetings of Members shall specify the place, date and time of the meeting, and the general nature of business of the meeting. Notice shall be given to all Members, Directors and Auditors of the Company at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. 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. At least fourteen (14) days' notice or twenty one (21) days' notice in the case where any special resolution is proposed or where it is the annual general meeting, of every such meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each Exchange upon which the Company is listed. | <b>Notice of meeting</b>   |
| 63. | Subject always to the provisions of the Act, no business shall be transacted at a meeting of Members except business of which notice has been given in the notice convening the meeting. An annual general meeting shall be held to transact the business in accordance with the Act, which include the laying of audited financial statements and the reports of the Directors and Auditors, the election of Directors in place of those retiring, the appointment and the fixing of the Directors' fees, and the appointment and fixing of the remuneration of the Auditors in accordance with the Act. The notice convening a meeting to consider a special or ordinary resolution shall specify the intention to propose the resolution as a special or ordinary resolution, as the case may be.  | <b>Business at extraordinary general meeting etc. deemed special</b> |
| 64. | <p>(1) The Company shall request the Central Depository in accordance with the Rules, to issue a Record of Depositors to whom the notices of general meetings shall be given by the Company;</p> <p>(2) The Company shall 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"). The General Meeting Record of Depositors shall be the final record of all depositors who shall be deemed to be the registered holders of ordinary shares of the Company eligible to be present and vote at such meetings; and</p>   | <b>Request to Central Depository for Record of Depositors</b>        |

- (3) Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable) a Depositor shall not be regarded as a Member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the general meeting Record of Depositors.
65. The accidental omission to give any notice of any meeting to or the non-receipt of any such notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at any general meeting or any resolution passed thereat. **Omission to give notice**
66. In every notice calling a meeting of Members there shall appear with reasonable prominence a statement that a Member entitled to attend and vote, is entitled to appoint proxy(ies) in accordance with Article 79 hereof, to attend, participate, speak and vote instead of him. **Requirement in notice calling meeting**

### PROCEEDINGS AT GENERAL MEETINGS

67. No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. Save as otherwise provided in these Articles, two (2) Members present in person or by proxy, or, in the case of corporations which are Member, present by their representatives appointed pursuant to the provision of these Articles and entitled to vote shall constitute a quorum at any meeting of Members. **Quorum of general meetings**
68. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to such other time and place as the Board may determine and if at the adjourned meeting, a quorum is not present within half an hour from the time appointed for holding the adjourned meeting, the Member or Members present shall be a quorum. **Adjournment**
69. The Chairman of the Board shall preside as Chairman at every general meeting of the Company. If there is no such Chairman, or if he shall not be present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall choose one of their number to be Chairman of the meeting and in their default of so doing, the Members present shall choose one of their Members to be Chairman of the meeting. **Chairman to preside**
70. The Chairman of a general meeting may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn the same from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. **Adjournment of general meeting**
71. Whenever a meeting is adjourned for thirty (30) days or more, notice of adjourned meeting shall be given in the same manner as in the case of an original meeting. Notice of adjourned meeting and the reasons therefore shall further be given to the Exchange, save as aforesaid, it shall not be necessary to give any notice of adjournment or of the business to be transacted at the adjourned meeting. **Notice of adjourned meeting**
72. A resolution put to vote at any meeting of Members shall be determined by poll. A poll shall be taken in such manner and either forthwith or after an interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was taken, **Polls**

but a poll demanded on the election of chairperson or on a question of adjournment shall be taken immediately. The Company shall appoint at least one (1) scrutineer for the purposes of a poll in accordance with the Applicable Laws, and may, in addition to the power of adjourning meetings contained in Article 70 hereof adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll. The poll may be conducted manually using voting slips or electronically using various forms of electronic voting devices. Such votes shall be counted by the poll administrator, and verified by the scrutineer(s), as may be appointed by the Company for the purpose of determining the outcome of the resolution(s) to be decided on poll.

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| 73. | In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded has a casting vote in addition to the vote or votes to which he may be entitled as a Member.  | <b>Casting vote</b>                              |
| 74. | Where a resolution is passed at an adjourned meeting of the Company or holders of any class of shares or of Directors the resolution shall for all purposes be treated as having been passed on the date on which it was in fact passed and not on any earlier date.  | <b>Resolution passed at an adjourned meeting</b> |
| 75. | Minutes shall be made in books provided for the purpose of all resolutions and proceedings at general meetings and any such minutes if signed by the Chairman of the meeting to which they relate or by the Chairman of the next subsequent general meeting shall be receivable as evidence of the facts therein stated without further proof. Such books shall be kept at the Office of the Company and be open to inspection by a Member without charge at such times as the Directors may from time to time decide in accordance with the Act. | <b>Minutes of general meeting</b>                |

#### **VOTES OF MEMBERS**

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| 76. | <p>(1) Subject to Article 63, a Member of the Company shall be entitled to be present and to vote at any general meeting in respect of any share or shares upon which all calls or other sums due to the Company have been paid. Subject to the provisions of this Constitution and any rights or restrictions for the time being attached to any class or classes of shares at meetings of Members or classes of Members each Member entitled to vote may vote in person, or by proxy or representative.</p> <p>(2) Any proxy or representative appointed to vote and attend instead of a Member shall have the same right as the Member to speak at the meeting.</p> <p>(3) Where the capital of the Company consist 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.</p> <p>(4) A proxy or representative may but need not be a Member of the Company. A Member may appoint any person to be his proxy without restriction.</p> | <b>Voting rights of Members</b> |
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77. A Member who is of unsound mind and whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote by his committee or by such other person as properly has the management of his estate, and any such committee or other person may vote by proxy. **Member of unsound mind**
78. Any corporation, company, co-operative society or other society which is a Member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to execute the same powers on behalf of the corporation, company, co-operative society or other society which he represents as the corporation, company, co-operative society or other society could exercise if it were an individual Member of the Company. **Corporation representative**
79. (1) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly appointed under a power of attorney or if such appointer is a corporation, under the hand of an officer or attorney duly appointed under a power of attorney. **Instrument appointing proxy to be in writing**
- (2) A copy of the duly registered power of attorney referred to in sub-article (1) shall be deposited with the Company together with the instrument appointing the proxy, as provided for in Article 83.
- (3) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (4) The Directors may, but shall not be bound to require evidence of the authority any such attorney or officer. A proxy may but need not be a Member of the Company and a Member shall be entitled to appoint up to two (2) proxies to attend and vote at the same meeting PROVIDED THAT where a Member of the Company is an Authorised Nominee as defined in accordance with the provisions of the Central Depositories Act, 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. Where a Member appoints two (2) proxies to attend and vote at the same meeting, such appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
80. Where a Member of the Company is an Exempt Authorised Nominee 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. **Exempt Authorised Nominee**
81. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office or at such other place within Malaysia or in such other manner as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid or in such other period(s) as may be provided or permitted under the Applicable Laws and stipulated in the form of proxy or in the notice of meetings. **Delivery of instrument appointing proxies**

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| 82. | The instrument appointing a proxy shall be in such form as the Board may from time to time prescribe or approve.   | <b>Form of proxy</b>                      |
| 83. | A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid, notwithstanding the previous death or unsoundness of mind of the principal or the transfer of the share in respect of which the instrument is given, if no intimation in writing of such death, unsoundness of mind or transfer as aforesaid has been received by the Company at its Office before the commencement of the meeting or adjourned meeting at which the instrument is used. | <b>Validity of vote given under proxy</b> |
| 84. | No objections shall be raised to the qualification of any vote 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 objections made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.   | <b>Objection to vote</b>                  |

#### **DIRECTORS**

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| 85. | Until otherwise determined by general meeting the number of Directors including the Managing Director or any Executive Director shall not be less than two (2) nor more than fifteen (15).  | <b>Number of Directors</b>  |
| 86. | No person shall be appointed or is allowed to act as a Director of the Company or be involved whether directly or indirectly in the management of the Company, including acting in an advisory capacity in relation to the Company, if he:<br><br>(a) has been convicted by a court of law, whether within Malaysia or elsewhere, of an offence in connection with the promotion, formation or management of a company;<br><br>(b) has been convicted by a court of law, whether within Malaysia or elsewhere, of an offence involving bribery, fraud or dishonesty or where the conviction involved a finding that he acted fraudulently or dishonestly; or<br><br>(c) has been convicted by a court of law of an offence under the Securities laws or the Act,<br><br>within a period of five (5) years from the date of conviction or if sentenced to imprisonment from the date of release from prison, as the case may be. | <b>Eligibility of Directors</b>   |
| 87. | (1) 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 office, or the intention of such Member to propose him for election, PROVIDED THAT in the case of the 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.  | <b>Person offering himself for election to be Director must give notice</b> |

- (2) The cost of serving the notice as required in sub-article (1) on the registered holders of shares and the Depositors where the nomination is made by Members shall be borne by the Members making the nomination.
88. The Board shall have power at any time and from time to time to appoint any other qualified person as Director, either to fill a casual vacancy or as an addition to the Board of Directors, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or pursuant to Article 85 but 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**
89. The Board shall have such number of independent directors as may be required under the Applicable Laws. **Independent directors**
90. The shareholding qualification for Directors may be fixed by the Company in general meeting and until so fixed, no shareholding qualification for Directors shall be required. Subject to the provisions of the Act he shall not however be of or over the age of 70 years at the date of his appointment. **Directors' qualification**
91. (1) The fees and benefits payable to the Directors shall be such fixed sum as may be determined by the Company in general meeting. Any Director holding office for a part of a year shall be entitled to a proportionate part of such fees and benefits. **Fees and benefits of Directors**
- (2) Fees payable to non-executive directors shall be by a fixed sum and not by a commission on, or a percentage of profits or turnover.
- (3) Fees or benefits payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting.
- (4) The Directors shall be paid by the Company such reasonable travelling, hotel and other expenses as they may incur in attending meetings of the Company or of Directors or of committees of Directors or which they may otherwise incur in connection with the Company's business.
92. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company may be paid such extra remuneration by way of salary, allowances or otherwise as the Board may determine provided that such extra remuneration shall not be by way of a commission on, or a percentage of, profits or turnover.

#### **ALTERNATE DIRECTORS**

93. A Director may appoint a person approved by a majority of his co-Directors to act as his alternate, provided that any fee paid by the Company to the alternate shall be deducted from that Director's remuneration. The appointee, while he holds office as an alternate Director, shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director. Subject to the Listing Requirements, an alternate Director shall not be appointed as a Member of the Audit Committee of the Company. **Alternate Directors**

94. Every such alternate Director, while he holds office as an alternate Director, shall be entitled to notice of meetings of Directors and to attend, speak and vote at such meetings at which his appointor is not present and generally in the absence of his appointor to perform and exercise all functions and powers of his appointor as a Director. Every such alternate Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults and shall not be deemed to be the agent of the Director appointing him. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director.
95. All appointments and removals of the alternate Directors made by any Director in pursuance of the provisions of this Article shall be in writing under the hand of the Director making the same and left at the Office. The nomination of an alternate Director shall be valid if made by facsimile or telegram, provided that such nomination shall be confirmed within one month from the date of such facsimile or telegram by a written nomination complying with the abovementioned requirement and any act done by the alternate Director nominated in such cable or telegram between the date thereof and the date of the receipt within the prescribed period by the Company of the written nomination shall be as valid and effectual as if such alternate Director has been duly appointed in the first instance whether such written nomination shall be received by the Company within the prescribed period or not.
96. A person may act as alternate Director to more than one Director and which he is so acting shall be entitled to a separate vote for each Director appointing him and, if he is himself a Director, his vote or votes as an alternate Director shall be in addition to his own vote.
97. An alternate Director shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Directors attended by him but he shall only be counted once notwithstanding that he shall be an alternate Director to more than one Director or shall also be a Director.

#### DISQUALIFICATION OF DIRECTORS

98. (1) Subject to the provisions of the Act, a Director shall not be disqualified by reason of his holding any other office or place of profit in the Company in conjunction with his office as Director, except that of the Auditors, and may be appointed thereto for such period and upon such terms and on such remuneration as the Directors may determine and no Director shall be disqualified by his office from contracting with the Company with regard to his tenure of such other office or place of profit.
- (2) A Director, notwithstanding his interest may be counted in the quorum present at any meeting whereat he is appointed to hold any such office or place of profit under the Company or where at the terms of any such appointment are arranged but he may not vote on any such appointment or arrangement.
99. Every Director shall give notice to the Company of such events and matters relating to himself as may be necessary or expedient to enable the Company and its officers to comply with the requirements of the Act.
100. The Company shall keep a register showing with respect to each Director the number and description and, in the case of debentures, the amount, of any shares in or debentures of the Company or a corporation that is deemed to be

**Directors may hold other office (except as Auditor)**

**General duty to make disclosure**

**Register of Directors' shareholdings**

related to the Company which are held in trust for him or of which he has any right to become the holder (whether on payment or not) or in which he has, directly or indirectly, any beneficial interest but the register need not include shares in any corporation which is the wholly-owned subsidiary of another corporation.

101. A general notice that a Director is a Member of a specified firm or company, and is to be regarded as interested in all transaction with that firm or company, shall be a sufficient disclosure under this Article as regards such Director and the said transactions, and after such general notice it shall not be necessary for such Director to give a special notice relating to any particular transaction with that firm or company provided such notice is given at a meeting of the Directors or brought up and read at the next meeting of Directors after it is given. **Notice that Director is a Member of specified company**
102. A Director shall not vote, as a Director in regard to any contract or arrangement or proposed contract or arrangement in which he may be interested as a Director, officer or shareholder of another company or in which he has directly or indirectly, an interest and if he votes, his vote shall not be counted. **Directors' interest in contracts**
103. Every Director who holds any office or possesses any property whereby, whether directly or indirectly, duties or interests might be created in conflict with his duties or interests as director shall declare at a meeting of the Directors the fact and nature, character and extent of the conflict. The declaration shall be made at the first meeting of the Directors held:
- (a) after he became a Director; or
  - (b) (if already a Director) after he commences to hold the office or to possess the property. **Directors' conflict**
104. Subject as otherwise provided for in this Constitution and to the terms of any subsisting agreement, the office of a Director shall be vacated if he:
- (a) ceases to be a Director by virtue of section 208 of the Act;
  - (b) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of his interest in manner required by the Act;
  - (c) is absent from more than fifty percent (50%) of the total Board meetings held during a financial year; or
  - (d) is convicted by a court of law, whether within Malaysia or elsewhere, in relation to the offences set out in Article 86 above. **Vacation of office**

#### **MANAGING DIRECTORS AND EXECUTIVE DIRECTORS**

105. The Board may from time to time appoint a Managing Director or Executive Director(s) who shall also be a Member of the Board. Any appointment of the Managing Director shall be for the period of not exceeding three (3) years subject to re-appointment and on such terms as the Board think fit. The Board may vest in such Managing Director or Executive Director(s) as may be appointed by them such of the powers hereby vested in the Directors generally as they may think fit. The powers of the Managing Director shall be subject to the control of the Board. **Directors may appoint Managing Directors and Executive Director(s)**



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| 106. The remuneration of the Managing Director or Executive Director(s) shall from time to time be fixed by the Board and, may be by way of salary, commission or participation in profits or otherwise or by any or all of these modes but such remuneration shall not include a commission on or percentage of turnover.  | <b>Remuneration of Managing Directors and Executive Director(s)</b> |
| 107. A Managing Director shall be subject to retirement by rotation, and he shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he ceases to hold the office of Director from any cause shall ipso facto and immediately cease to be a Managing Director or Executive Director(s). | <b>Special position of Managing Director</b>                        |

#### **ROTATION OF DIRECTORS**

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| 108. An election of Directors shall take place each year at the annual general meeting of the Company where 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. A retiring Director shall retain office until the close of the meeting at which he retires. | <b>Retirement of Directors</b>                     |
| 109. The Directors to retire in each year shall be those who have been the longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.   | <b>Selection of Directors to retire</b>            |
| 110. (1) At any general meeting, any Director retires in the manner provided under Articles 108 and 109, the Company in general meeting may:<br><br>(a) resolve to appoint a person to fill up the vacancy; or<br><br>(b) resolve that the vacancy not be filled or that the number of Directors be reduced accordingly.<br><br>(2) This Article shall only apply where a retiring Director chooses not to seek re-election, or where he elects to seek re-election, but the resolution for his re-election was put to the meeting and lost.                               | <b>Retiring Director deemed to be re-appointed</b> |
| 111. Subject to the Act, the Company may by ordinary resolution remove any Director before the expiration of his period of office, and may if thought fit, by ordinary resolution appoint another Director in his stead. The person so appointed shall hold office as long as the Director in whose place he is appointed would have held the same if he had not been removed.   | <b>Removal of Directors</b>                        |

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

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| 112. The business of the Company shall be managed by 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 directions (whether or not consistent with this Constitution), as may be prescribed by the Company by special resolution; but so that no such direction and no alteration of this Constitution shall invalidate any prior act of the | <b>General powers of Directors</b> |
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Directors which would have been valid if the direction or alteration had not been made. The Director shall not, save with the consent of the Company in general meeting, dispose of a substantial portion of the Company's main undertaking or property.

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| 113. | The Board may from time to time and at any 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 of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) 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.       | <b>Appointment of attorneys</b>   |
| 114. | The Board may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit, and in particular, by the issue of bonds, perpetual or redeemable debentures or debenture stock, or any mortgage, charge, or other security on the undertaking or the whole or any part of the property of the Company or its subsidiaries, both present and future, including its uncalled capital for the time being PROVIDED THAT the Board shall not borrow any money or mortgage or charge any of the Company's 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. | <b>Power to borrow</b>  |
| 115. | Any debenture, debenture stock, bonds or other Securities may be issued at a discount, premium or otherwise, and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at general meeting of the Company, appointment of Directors and otherwise.   | <b>Debenture at discount</b>  |
| 116. | Subject to the provisions of the Act, the Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director or former Director who has held any other salaried office or place of profit with the Company or to his widow or dependants or relations or connections and may make contributions to any fund and pay premiums for the purchase or provisions of any such gratuity, pension or allowance.   | <b>Directors' pension</b>   |
| 117. | 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 these Articles, the remaining Directors may, except in an emergency, act only for the purpose of increasing the number of Directors to such minimum number, or to summon a general meeting of the Company.   | <b>Continuing Director may act to fill vacancies or summon meetings</b> |
| 118. | The Directors shall duly comply with the provisions of the Act and particularly the provisions as to registration and keeping copies of mortgages and charges, keeping of the register of Members, keeping a register of Directors and entering all necessary particulars therein and sending a copy thereof or a notification of any changes therein to the Registrar of Companies and sending to such Registrar an annual return, together with the certificates and the particulars required by the Act, notices as to increase of capital, returns of allotments and contracts relating thereto, copies of resolutions and agreements and other particulars connected with the above.  | <b>Directors to comply Act</b>  |

119. A Director, notwithstanding his interest may, provided that none of the other Directors present disagree, be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any executive office or other office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or whereat the terms of any such appointment are considered or where any decision is taken upon any contract or arrangement in which he is interested provided always that he has complied with section 122 of the Act and all other relevant provisions of the Act and of these Articles.
- Relaxation of restriction on voting**
120. The Directors may procure the establishment and maintenance of or participate in or contribute to any non-contributory or contributory pension or superannuation fund or life assurance scheme for the benefit of, and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to any persons (including Directors and other officers) who are or shall have been at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary company or the wives widows, families or dependants of any such persons. The Directors may also procure the establishment and subsidy of or subscription and support to any institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or otherwise to advance the interests and well-being of the Company or of any such other company as aforesaid or of its Members and payment for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantee of money for charitable or benevolent objects or for any exhibition or for any public general or useful objects.
- Pension or superannuation funds**

#### PROCEEDINGS OF DIRECTORS

121. The Directors may meet together for the despatch of business at such time and place, adjourn and otherwise regulate their meetings and proceedings as they think fit. A Director may at any time and the Secretary shall on his requisition summon a meeting of the Directors. Directors may participate in a meeting of the Directors by means of a conference telephone or similar electronic telecommunication device by means of which all persons participating in the meeting can hear each other and participate throughout the duration of the communication between the Directors and participation in a meeting pursuant to this Article shall constitute presence in person at such meeting.
- Meeting of Directors**
122. Unless otherwise determined by the Board from time to time, at least seven (7) days' notice of all Directors' meetings shall be given by hand, post, facsimile, electronic form or other form of electronic communications to all Directors and their alternate Directors who have a registered address in Malaysia, except in the case of an emergency, where reasonable notice of every Directors' meeting shall be given in writing. It shall not be necessary to give any Director or alternate Director, who does not have an address in Malaysia, registered with the Company, notice of a meeting of the Directors by hand or by post. Any Director may waive notice of any meeting either prospectively or retrospectively. The notice of each Directors' meeting shall be deemed to be served on a Director upon delivery if delivered by hand, or immediately if sent by facsimile, electronic form or other form of electronic
- Notice of Directors' meeting**

communications or if sent by post, on the day on which a properly stamped letter containing the notice is posted.

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| 123. | The quorum necessary for the transaction of business may be fixed by the Directors and unless so fixed, shall be two (2).  | <b>Quorum</b>   |
| 124. | A meeting of the Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion which are, by or under these Articles for the time being vested in or exercisable by the Directors generally.  | <b>Powers of Directors</b>  |
| 125. | The Directors may from time to time elect a Chairman who shall preside at Meetings of the Directors and Deputy Chairman or a Vice-Chairman and determine the period or periods for which each of them is to hold office. If at the meeting the Chairman be not present within fifteen (15) minutes after the time appointed for holding the same, the Deputy Chairman or Vice-Chairman shall be the Chairman of such meeting and if no Deputy Chairman or Vice Chairman be present within fifteen (15) minutes after the time appointed for holding the same, the Directors present shall choose one of their number to be Chairman of such meeting.                                       | <b>Chairman of Directors</b>  |
| 126. | The Board may delegate any of their powers to committees consisting of such Member or Members of their body as they think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Directors. The meetings and proceedings of any such committee consisting of two (2) or more Members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under this Article. | <b>Delegation to committee</b>  |
| 127. | 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 same, the Members present may choose one of their numbers to be Chairman of the meeting.   | <b>Chairman of committees</b>   |
| 128. | A Committee may meet and adjourn as its Members think proper. Questions arising at any meeting shall be determined by a majority of votes of the Members present and in case of an equality of votes the Chairman shall have a second or casting vote. The Chairman of a meeting at which only two (2) Directors who form a quorum are present or at which two (2) Directors are competent to vote in the question at issue, shall not have a casting vote.  | <b>Meeting of committees</b>  |
| 129. | All acts bona fide done by any meeting of Directors or of a committee of Directors, or by any person acting as a Director shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any 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 Director.   | <b>All acts done by Directors to be valid</b>                                   |
| 130. | The Directors shall cause proper minutes to be made of all general meetings of the Company and also of all appointments of officers and of the proceedings of all meetings of Directors and Committees and of the attendance thereat and of all business transacted at such meetings and any such minute of any meeting if purporting to be signed by the Chairman of such meeting or by the   | <b>Minutes to be made and when signed by Chairman to be conclusive evidence</b> |

Chairman of the next succeeding meeting shall be conclusive evidence without an further proof of the facts therein stated.

131. A resolution in writing signed by a majority of the Directors or their alternates, taking the form of one or more documents in writing or by other written electronic communication shall be as valid and effectual as if it had been passed by a meeting of Directors duly called and constituted. Any such resolution may consist of several documents in like form each signed by one or more Directors.
- Resolution in writing binding**

#### **SECRETARY**

132. The Secretary or Secretaries shall, in accordance with the Act, be appointed by the Board for such term, at such remuneration, and upon such conditions as the Directors may think fit and any Secretary or Secretaries so appointed may be removed by them. The Board may from time to time by resolution appoint a temporary substitute for the Secretary or Secretaries who shall be deemed to be the Secretary or Secretaries during the term of this appointment.
- Secretary**

#### **SEAL**

133. The Board shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and 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 Board for the purpose. As the case may be, of the Company and the Board may by resolution determine that such signatures may be affixed by some mechanical electronic facsimile or autographical means or by such other means to be specified by the Board from time to time in such resolution.
- Seal to be affixed by authority of Directors**
134. The Company may also have a share seal pursuant to section 63 of the Act. The share seal is an exact copy of the Seal of the Company with the addition on its face of the word "Securities" which is specifically used for affixing onto certificates that may be issued by the Company for any share, stock, loan stock, debentures or other marketable security relating to all aforesaid created or issued or dealt with or marketed or sold by the Company and the affixing of the share seal shall be authenticated in the manner set out in Article 133 hereof.
- Official Seal for share certificates**
135. 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.
- Official Seal for use abroad**

#### **DIVIDENDS**

136. (1) The Board may from time to time declare dividend, but no dividend shall exceed the amount recommended by the Board and the declarations of the Board as to the distribution shall be conclusive. No dividend shall be payable otherwise than out of profits available of the Company and provided the Company is solvent.
- (2) The Board may authorise a distribution of dividend at such time and in such amount as the Board consider appropriate, if the Board are satisfied that the Company will be solvent immediately after the distribution is made. The Company is regarded as solvent if the Company is able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made.
- Dividends**

- (3) If, after, a distribution is authorised and before it is made, the Board cease to be satisfied on reasonable grounds that the Company will be solvent immediately after the distribution is made, the Board shall take all necessary steps to prevent the distribution being made. No higher dividend shall be paid than is authorised by the Board, and the declarations of the Board as to the distribution shall be conclusive.
137. (1) Subject to the rights of persons (if any) entitled to shares with preferential or 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 of which the dividend is paid. **Declaration of dividend**
- (2) 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 will rank for dividend as from a particular date, that share ranks for dividend accordingly.
- (3) An amount paid or credited as paid on a share in advance of a call shall not be taken for the purpose of this Article to be paid or credited as paid on the share.
138. (1) The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as reserves, to be applied, at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied. **Amount of dividend**
- (2) Pending any such application, the reserves may, at the discretion of the Directors, be used in the business of the Company or be invested in such investments as the Directors think fit.
- (3) The Directors may carry forward so much of the profits remaining as they consider ought not to be distributed as dividends without transferring those profits to a reserve.
139. The Directors may if they think fit from time to time pay to the Members such interim dividends as appear to the Directors to be justified by the profits of the Company. If at any time the share capital of the Company is divided into different classes, the Directors may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Directors act bona fide they shall not incur any responsibility to the holder of shares conferring any preferential rights for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferential rights. The Directors may also pay half-yearly or other suitable intervals to be settled by them any dividend which may be payable at a fixed rate if they are of the opinion that the profits justify the payment.
140. Subject to the provisions of the Act where any asset, business or property is bought by the Company as from a past date upon the terms that the Company shall as from that date take the profits and bear the losses thereof, such profits or losses as the case may be, shall, at the discretion of the Directors, be credited or debited wholly or in part to revenue account, and in that case the amount so credited or debited shall, for the purpose of ascertaining the fund

available for dividend, be treated as a profit or loss arising from the business of the Company and available for dividend accordingly. Subject as aforesaid, if any shares or Securities are purchased cum dividend or interest such dividend or interest when paid may at the discretion of the Directors be treated as revenue and it shall not be obligatory to capitalise the same or any part hereof.

141. The Directors may retain the dividends payable upon shares in respect of which any person is under the provisions as to the transmission of shares herein before contained entitled to become a Member, or which any person is under those provisions entitled to transfer, until such person shall become a Member in respect of such shares shall transfer the same.
142. All dividends unclaimed for one year after having been declared may be disposed off in accordance with the provisions of the Unclaimed Moneys Act, 1965. The payment by the Directors of any unclaimed dividend or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof.
143. (1) Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or any other methods as shall be determined by the Board, sent to:
- (a) the address of the Member as shown in the Register of Members; or
  - (b) (in respect of shares other than a deposited Securities) to such other address as Member or joint holders/Depositors in writing directs or direct.
- (2) Payment of dividend may also be made by direct transfer or such other mode of electronic means to the bank account of the holder whose name appears in the register or Record of Depositors, or if more than one (1) person is entitled thereto in consequence of the death or bankruptcy of the holder, payment in such manner to the bank account of any such persons or to the bank account of such persons as such person may by writing direct. The payment of any dividend by such electronic means shall constitute a good and full discharge to the Company of the dividend to which it relates notwithstanding any discrepancy given by the Member in the details of his bank account(s).

**Payment of dividend**

144. The Board 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.
145. The Directors may retain any dividend or other moneys payable on or in respect of a share, other than fully paid shares, on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

**Power to deduct**

**CAPITALISATION OF PROFITS**

146. The Company in a meeting of Members may upon the recommendation of the Board resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution

**Bonus issue**

and accordingly that such sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any 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 Board shall give effect to such resolution.

147. Whenever such a resolution as aforesaid in Article 131 hereof shall have been passed, the Board shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid up shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Board to make such provision by the issue of fractional certificates or by payment in cash in discharging debentures of the Company or otherwise as it thinks fit for the case of shares or debentures becoming distributable in fractions and also to authorise any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation or (as the case may require) for payment by the Company on their behalf, by the application thereto of their respective proportions of the profits of the amounts remaining unpaid on their existing shares and any agreement made under such authority shall be effective and binding on all such Members.

**Power of applications of undivided profits**

#### **ACCOUNTS**

148. The Board shall cause accounting records to be kept in accordance with the provisions of the Act. The accounting records shall be kept at the registered office or subject to the Act, at such other place as the Directors think fit and shall always be open to inspection by the Directors.
149. (1) The Board shall from time to time determine whether in any particular case or class of cases or generally, and to what extent, and at what times and places and under what conditions the accounts and books of the Company or any of them shall be open to the inspection of Members.
- (2) No Member (not being a Director) shall have any right of inspecting any account or book or document of the Company, except as conferred by the Act or authorised by the Board or by a resolution of the Company in general meeting.
150. (1) The Board shall from time to time cause to be prepared and to be laid before the Company in general meeting profit and loss accounts, balance sheets, group financial statement (if any) and reports, whether in printed form, or such other form of electronic media, subject to and in accordance with the Act and the Listing Requirements respectively.
- (2) The interval between the close of a financial year of the Company and the issue of annual audited financial statement relating to it, the Directors' and Auditors' reports shall not exceed four (4) months.

**Accounts is to be kept**

**Presentation of financial statement**



- (3) A copy of each of the annual audited financial statements, the Directors' and Auditors' reports in printed form or in CD-ROM or other electronic form permitted under the Listing Requirements or any combination thereof shall, not less than twenty-one (21) days before the date of the annual general meeting be sent to every Member of and to every holder of debentures of the Company and to every other person who is entitled to receive notice of general meetings from the Company under the provisions of the Act or of this Constitution, in accordance with the provisions of the Act or of this Constitution, provided that this Article 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.

**Circulating copies of audited financial statements and Directors' report**

#### **AUDIT**

151. The Auditors shall be appointed for each financial year by ordinary resolution at the annual general meeting of the Company in accordance with section 271 of the Act.
152. The Auditors shall attend every annual general meeting where the financial statements of the Company are to be laid, so as to respond according to his knowledge and ability to any question relevant to the audit of the financial statements in accordance with section 285 of the Act.

**Appointment of Auditors**

**Attendance of Auditors at general meetings**

#### **NOTICES**

153. Any notice or document required to be sent to Members may be given by the Company or the Secretary to any Member:
- (a) in hard copy, either personally or sent by post to him in a prepaid letter addressed to him at his last known address;
  - (b) in electronic form, and sent by the following electronic means:
    - (i) transmitting to his last known electronic mail address; or
    - (ii) publishing the notice or document on the Company's website provided that a notification of the publication of the notice or document on the website via hard copy or electronic mail or short messaging service has been given in accordance with section 320 of the Act and the Listing Requirements; or
    - (iii) using any other electronic platform maintained by the Company or third parties that can host the information in a secure manner for access by Members provided that a notification of the publication or availability of the notice or document on the electronic platform via hard copy or electronic mail or short messaging service has been given to them accordingly.
154. Any notice or document shall be deemed to have been served by the Company to a Member:
- (a) Where the notice or document is sent in hard copy by post, on the day the prepaid letter, envelope or wrapper containing such notice or document is posted.

**Service of notices and/or documents**

**When service deemed effected**

- (b) In providing service by post, a letter from the Secretary certifying that the letter, envelope or wrapper containing the notice or document was addressed and posted to the Member shall be sufficient to prove that the letter, envelope or wrapper was so addressed and posted.
- (c) Where the notice or document is sent by electronic means:
- (i) via electronic mail, at the time of transmission to a Member's electronic mail address pursuant to Article 153(b)(i), provided that the Company has record of the electronic mail being sent and that no written notification of delivery failure is received by the Company;
  - (ii) via publication on the Company's website, on the date the notice or document is first made available on the Company's website provided that the notification on the publication of notice or document on website has been given pursuant to Article 153(b)(ii); or
  - (iii) via electronic platform maintained by the Company or third parties, on the date the notice or document is first made available thereon provided that the notification on the publication or availability of the notice or document on the relevant electronic platform has been given pursuant to Article 153(b)(iii).

In the event that service of a notice or document pursuant to Article 153(b) is unsuccessful, the Company must, within two (2) Market Days from discovery of delivery failure, make alternative arrangements for service by serving the notice or document in hard copy in accordance with Article 153(a) hereof.

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| 155. | A Member's address, electronic mail address and any other contact details provided to Central Depository shall be deemed as the last known address, electronic mail address and contact details respectively for purposes of communication including but not limited to service of notices and/or documents to the Member.  | <b>Last known<br/>address for<br/>service</b>   |
| 156. | Each holder of registered shares whose registered place of address is not in Malaysia may from time to time notify in writing to the Company an address in Malaysia which shall be deemed to be his registered place of address within the meaning of the last preceding Article. As regard those Members who have no registered place of address in Malaysia, a notice posted up in the Office shall be deemed to be well served on them at the time the same was so posted up.  |   |
| 157. | Any Member described in the Register of Members or the Record of Depositors by an address not within Malaysia who shall from time to time give the Company an address within Malaysia at which notices may be served upon him, shall be entitled to have served upon him at such address any notice to which he would be entitled under these Articles, but save as aforesaid, only Members described in the Register or the Record of Depositors by an address within Malaysia shall be entitled to receive any notice from the Company. | <b>Members<br/>abroad not<br/>entitled to<br/>notice unless<br/>they give<br/>address</b> |
| 158. | A notice and/or document required to be sent to Members may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a Member by sending it through representatives of the   | <b>Notice in case<br/>of death or<br/>bankruptcy</b>                                      |

deceased or assignee of the bankrupt or by any like description, at his last known address, in any manner in which the same might have been served if the death or bankruptcy has not occurred. Every person who by operation of law, transfer, transmission or other means whatsoever shall become entitled to any share, shall be bound by every notice and/or document in respect of such share which, prior to his name and/or address being entered in the Register as the registered holder of such share have been duly given to the person from whom he derives the title to such share.

159. (1) Notice of every meeting of Members shall be given in any manner herein before authorised to:
- (a) Every Member;
  - (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 meetings;
  - (c) The Auditors of the Company; and
  - (d) The Directors of the Company.
- (2) 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 order of the Board pursuant to a resolution duly passed by the Directors.

**Persons entitled to notices**

160. Any notice and/or document required by a court of law or otherwise required or allowed to be given by the Company to the Members or any of them, and not expressly provided for by this Constitution or which cannot for any reason be served in the manner referred to in Articles 153 and 154 hereof, shall be sufficiently given if given by advertisement, and any notice and/or document required to be or which may be given by advertisement, shall be deemed to be duly advertised once advertised in a widely circulated newspaper in Malaysia in the national language and in a widely circulated newspaper in Malaysia in the English language.

**Notice and/or document given by advertisement**

#### **WINDING UP**

161. If the Company shall be wound up whether voluntarily or otherwise, the liquidators may with the sanction of a special resolution divide among the contributors in specie or kind the whole or any part of the assets of the Company (whether they consist of property of the same kind or not) and any such division may be otherwise than in accordance with the existing rights of the Members, but so that if any division is resolved on otherwise than in accordance with such rights the Members shall have the same rights of dissent and consequential rights if such resolution were a special resolution passed pursuant to the Act. A special resolution sanctioning a transfer or sale to another company duly passed pursuant to the Act may in like manner authorise the distribution of any shares or other consideration receivable by the liquidators amongst the Members otherwise than in accordance with their existing rights, and any such determination shall be binding upon all the Members, subject to the right of dissent and consequential rights conferred by the Act.

**Distribution of assets**

162. On a voluntary liquidation of the Company, no commission or fee shall be paid to a liquidator without the prior approval of the Members in general meeting. The amount of such 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.
- Remuneration of liquidator**

#### INDEMNITY

163. Subject to the Applicable Laws, every Director, Auditors, Secretary and other officers (as defined in the Act) for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred or sustained by him in or about the execution of his duties of his office or otherwise in relation thereto, and the Company may effect insurance for such persons against such liability.
- Indemnity and insurance for company's officer and Auditor**

#### ALTERATION OF CONSTITUTION

164. This Constitution have been drafted in a manner to incorporate the requirements of the relevant governing statutes, regulations and guidelines. Without prejudice to any provisions in the Act or under these Articles pertaining to the amendments of the Articles, in the event the applicable provisions of any relevant governing statutes, regulations and guidelines are from time to time amended, modified or varied, such amendments, modifications or variations shall be deemed inserted herein whereupon these Articles shall be read and construed subject to and in accordance with the amended, modified or varied statutes, regulations and guidelines. The Company shall comply with the provisions of the relevant governing statutes, regulations and/or guidelines as may be amended, modified or varied from time to time and any other applicable directives or requirements imposed by the relevant stock exchange and/or any other regulatory authorities, to the extent required by law, notwithstanding any provisions in this Constitution to the contrary.
165. (1) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done.
- Amendment of Constitution**
- (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 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 are 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 are deemed not to contain that provision.
- (6) If any provision of this Constitution is or becomes inconsistent with the Listing Requirements, this Constitution are deemed not to contain that provision to the extent of the inconsistency.