

**THE COMPANIES ACT, 2016
MALAYSIA**

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

AFFIN HWANG INVESTMENT BANK BERHAD
(Company No. 14389-U)

Incorporated in Malaysia

Incorporated on the 26th day of April, 1973

THE COMPANIES ACT, 2016
MALAYSIA
PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF
AFFIN HWANG INVESTMENT BANK BERHAD

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| 1. | The name of the Company is AFFIN HWANG INVESTMENT BANK BERHAD . | Name of Company |
| 2. | The registered office of the Company will be situated in Malaysia. | Registered Office |
| 3. | The liability of the Members of the Company is limited. | Liability |
| 4. | The capital of the Company is the issued share capital with power for the Company to increase or reduce the said capital, and to vary or abrogate the rights attached to any class of shares in the Company and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege, or subject to any postponement of rights, or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained. | Company to have power to increase or reduce capital |

INTERPRETATION

5. In this Constitution unless the subject matter or context dictates otherwise, the following words and phrases shall have the meaning assigned to them herein:

WORD	MEANING
Act	means the Companies Act, 2016 or any statutory modification, amendment or re-enactment thereof for the time being in force or any and every other legislation for the time being in force concerning companies and affecting the Company.
Board	means the Board of Directors for the time being of the Company.
Company	means AFFIN HWANG INVESTMENT BANK BERHAD (Company No. 14389-U).
Constitution	means this constitution of the Company as adopted or as from time to time altered or added by special resolution.

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Directors	means the Directors for the time being of the Company or their alternates.
Member	means any person for the time being registered as the holder of shares in the share capital of the Company in the Register of Members.
Office	means the registered office for the time being of the Company.
Register of Members	means the register of Members to be kept pursuant to the Act.
Registrar	means the Companies Commission of Malaysia.
Seal	means the Common Seal of the Company.
Secretary	means any person or persons appointed to perform the duties of a secretary of the Company and shall include a joint, assistant or deputy secretary.
Statutes	means the Act, the Financial Services Act, 2013 and every other Ordinance or Act for the time being in force concerning banking and joint stock companies and affecting the Company.

- (a) Reference to "writing" shall, unless the contrary intention appears, be construed as including references to printing, typewriting, lithography, photography, electronic storage or transmission and other modes of recording information or representing or reproducing words in a visible form.
- (b) Words denoting the singular only shall include the plural and the masculine gender shall include the feminine and neuter genders and the word "person" shall include a corporation.
- (c) Subject as aforesaid words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Interpretation Act, 1967 as amended from time to time and any re-enactment thereof.
- (d) The headings are inserted for convenience only and shall not affect the construction of this Constitution.
- (e) Reference to "this Constitution" means this Constitution as originally framed or as from time to time altered by special resolution.

ALTERATION OF RIGHTS

6. If at any time the share capital of the Company is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of shares of that class) may, whether or not the Company is being wound up, be varied or abrogated with:
- How special rights of shares may be varied
- (1) the consent in writing of the holders of such class of shares representing not less than seventy-five per centum of the total voting

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rights of the holders of such class; or

- (2) the sanction of a special resolution passed by the holders of such class.

To every such separate meeting, all the provisions of this Constitution relating to general meetings shall mutatis mutandis apply, except that the necessary quorum shall be two (2) persons at least holding or representing by proxy one-third of the issued shares of the class (but so that if at any adjourned meeting of such holders, a quorum is not present, the holders present shall form a quorum) and any holder of shares of the class present in person or by proxy may demand a poll.

7. The rights conferred upon the holders of any shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith. Special right to any class of share

SHARE CAPITAL

8. Subject to the prior approval of the Members of the Company in general meeting and to the provisions of the Act and to the conditions, restrictions and limitations expressed in this Constitution and to the provisions of any resolution of the Company, any unissued shares of the Company shall be at the disposal of the Directors who may offer, issue, allot (with or without conferring a right of renunciation), grant options over, grant any right or rights to subscribe for such shares, or otherwise deal with or dispose of such shares to such person or persons on such terms and conditions and at such times as the Directors may determine, but the Directors in making any such allotment or disposal or granting any such option of shares shall comply with the following conditions: Shares at the disposal of Members/ Directors
- (1) No share shall be issued which shall have the effect of transferring a controlling interest in the Company without the prior approval of the Members in general meeting;
- (2) The rights attaching to shares of a class other than ordinary shares shall be expressed in the resolution creating them; and
- (3) No Director shall participate in a scheme involving a new issuance of shares to the employees of the Company unless Members in general meeting have approved the specific allotment to be made to such Director.
9. Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares, which rank equally to existing shares as to voting or distribution rights, shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders. The offer shall be made to the holders of existing shares in a notice specifying the number of shares offered and the time frame of the offer within which the offer, if not accepted, is deemed to be declined. If the offer is not accepted after the expiry of the period specified in such notice, the Directors may dispose those shares in such manner as the Directors think most beneficial to the Company. Pre-emptive rights
10. In addition to all other powers of paying commissions, the Company (or the Board on behalf of the Company) may exercise the powers of paying Power to pay commission and

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commissions conferred by Section 80 of the Act, provided that the commission paid or agreed to be paid shall not exceed ten percent (10%) of the price at which the shares in respect of which the commission is paid are issued and shall be disclosed in the manner required by that Section. The Company (or the Directors on behalf of the Company) may on any issue of shares pay such brokerage as may be lawful.

brokerage

11. If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a long period, the Company may, subject to the conditions and restrictions prescribed by Section 130 of the Act, pay interest on so much of that share capital as is for the time being paid up, and may charge the same to capital as part of the cost of construction of the works, buildings or plant.
12. Except as authorised by law, no person shall be recognised by the Company as holding any shares upon any trust, and the Company shall not be bound by or recognise (even when having notice of it) any equitable, contingent, future or partial interest in any shares or (except only as provided by law or this Constitution) any interest in any fractional part of a share or any other right in respect of any shares, except an absolute right to the entirety thereof in the registered holder.

Power to charge interest to capital

Trust, future or partial interest, etc. not recognised

PREFERENCE SHARES

13. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares already issued, any shares in the Company (whether forming part of the original capital or not) may be issued with or have attached thereto such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by special resolution determine, PROVIDED THAT:
- (1) the holders of preference shares shall have the same rights as the holders of ordinary shares as regards receiving notices, reports and audited accounts and attending general meetings of the Company PROVIDED always that preference shareholders shall not have the right to vote at any general meeting except on each of the following circumstances:
- (a) when the dividend or part of the dividend on the share is in arrears for more than six (6) months;
- (b) on a proposal to reduce the Company's share capital;
- (c) on a proposal for the disposal of the whole of the Company's property, business and undertaking;
- (d) on a proposal that affects rights attached to the share;
- (e) on a proposal to wind up the Company; and
- (f) during the winding up of the Company.
- (2) the Company shall not unless with the consent of the existing preference shareholders at a class of meeting or pursuant to Clause 4 hereof issue further preference capital, ranking in priority above preference shares already issued but may issue preference

Issue of preference shares

Rights of preference shareholders

Further issue of preference shares to rank pari passu

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shares ranking pari passu therewith.

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| 14. | Subject to the Act and this Constitution, any preference shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed on such terms and in such manner as may be provided for by this Constitution. | Issue of redeemable preference shares |
| 15. | The repayment of preference capital other than redeemable preference capital, or any other alteration of preference shareholder 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 (3/4) of the preference shares concerned within two (2) months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting. | Modification of preference shareholder rights |

ISSUE OF SHARES

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| 16. | Subject to the provisions of the Act, the Company shall issue, allot shares and dispatch notices of allotment to every person whose name is entered as a Member in the Register of Members. | New shares to be issued to existing shareholders only |
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SHARE CERTIFICATES

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| 17. | The Company shall not issue any share certificate and the provision of Section 98(1) of the Act shall not apply to this Constitution. | Company not required to issue share certificate |
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LIEN

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| 18. | Subject to the Act, the Company shall be entitled to a lien, in priority to any other claim, over (a) every partly paid issued share; and (b) any dividend payment on the share, for all money due by the Member or deceased Member to the Company by way of money called or payable at a fixed date. | Company's lien |
| 19. | Subject to the Act, the Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen (14) days after a notice in writing, stating and demanding payment of the sum presently payable and giving notice of intention to sell in default, shall have been given to the holder for the time being of the share or the person entitled thereto by reason of his death, bankruptcy or mental disorder or operation of law. | Sale of shares subject to lien |
| 20. | To give effect to any such sale, the Directors may authorise some person to transfer subject to the Act the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and the Directors shall not be bound to see to the application of the purchase money. The title of the purchaser to the shares sold shall not be affected by any irregularity or invalidity in the proceedings in reference to the sale. | Title to shares sold to satisfy a lien |
| 21. | The net proceeds of sale shall be received by the Company and applied in payment of so much of the amounts for which the lien exists as is presently payable, and the residue (subject to a similar lien for amounts not presently payable as existed on the shares prior to the sale) shall be paid to the person entitled to the shares at the time of the sale or his executors, | Application of proceeds of such sale |

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administrators or assignees or as he directs.

CALLS ON SHARES

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| 22. | The Directors may subject to the provisions of this Constitution from time to time make such calls upon the Members as the Directors may think fit in respect of the amount unpaid on their shares, and not by the conditions of allotment made payable at fixed times. Except in the case of calls payable at fixed times pursuant to the conditions of allotment each Member shall be entitled to receive at least fourteen (14) days' notice specifying the time or times and place of payment. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed. A call may be revoked or postponed as the Directors may determine. | Notice of call made |
| 23. | If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from that day to the time of actual payment at such rate, not exceeding eight per centum (8%) per annum, as the Directors determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part. | Interest on calls |
| 24. | The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof. | Liability of joint holders |
| 25. | Any sum which by the terms of issue of a share becomes payable upon allotment or at any fixed date, shall for all 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 same becomes payable and in case of non-payment all the relevant provisions of the Statutes or this Constitution as to payment of interest and expenses, forfeiture and otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified. | Sum due on allotment to be treated as calls |
| 26. | The Directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid, and the times of payment. | Power to differentiate |
| 27. | The Directors may, if they think fit, receive from any Member willing to advance payment all or any part of the monies uncalled and unpaid upon any shares held by such Member, and upon all or any of the monies so advanced is received by the Directors from the Member become payable, the Company may pay interest or return at a rate, not exceeding eight per centum (8%) per annum, as may be agreed upon between the Directors and the Member paying the sum in advance, unless the Company in general meeting otherwise directs. Such capital paid on shares in advance of calls shall not, whilst carrying interest, confer any right to participate in profits. | Payment in advance of calls |

JOINT HOLDERS OF SHARES

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| 28. | Where two (2) or more persons are registered as holders of any share, they shall be deemed to hold the same as joint tenants with benefit of survivorship subject to the following provisions:-

(a) The Company shall not be bound to register more than three (3) persons as the holder of any share except in the case of executors or administrators of the estate of a deceased Member. | Company not to register more than three (3) persons |
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as holder

- (b) The joint holders of a share shall be liable severally as well as jointly in respect of all calls and other payments which ought to be made in respect of such share.
- (c) On the death of any one of such joint holders the survivor or survivors shall be the only person or persons recognised by the Company as having any title to such share but the Directors may require such evidence of death as they may deem fit.
- (d) Any one of such joint holders may give effectual receipts for any dividend and payment on account of dividend, bonus, return of capital and other money payable in respect of such share.
- (e) Only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the share certificate relating to such share or to receive notices from the Company and any notice given to such person shall be deemed notice to all the joint holders.

FORFEITURE AND SURRENDER OF SHARES

- 29. If a Member fails to pay any call or instalment of a call within the stipulated time, the Directors may serve a notice on such Member requiring payment of the amount unpaid together with any interest or compensation which may have accrued. The notice shall specify a date on or before which the payment is required to be made and shall state in the event of non-payment on or before the specified date, the shares in respect of which the call was made is liable to be forfeited. Notice to state time and place for payment
- 30. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given shall be forfeited by a resolution of the Directors unless the payment as required by the notice has been made before such resolution. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture. When any share has been forfeited in accordance with this Constitution, a notice of the forfeiture shall forthwith be given to the person who was the holder of the share or to the person entitled to the share by reason of the holder's death or bankruptcy, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof, shall be made in the Register of Members. The Directors may accept the surrender of any share when they are in a position to forfeit such share by way of compromise of any question as to the holder being properly registered in respect thereof or in any other case allowed by law. Forfeiture on non-compliance with notice

Surrender in lieu of forfeiture
- 31. A forfeited or surrendered share shall become the property of the Company and may be sold, re-allotted or otherwise disposed of either to the person who was before forfeiture or surrender the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit, and at any time before a sale, re-allotment or disposition of the forfeiture may be cancelled on such terms as the Directors think fit. Sale or re-allotment of shares forfeited or surrendered
- 32. A Member whose shares have been forfeited or surrendered shall cease to be a Member in respect of the forfeited or surrendered shares, but shall, notwithstanding the forfeiture or surrender, remain liable to pay to the Company all monies which at the date of forfeiture or surrender were payable by him to the Company in respect of the shares, together with Rights and liabilities of Members whose shares have been forfeited or

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interest or compensation at the rate of eight per centum (8%) per annum from the date of forfeiture or surrender on the money for the time being unpaid, if the Directors think fit to enforce payment of the interest or compensation, and the liability shall cease if and when the Company receives payment in full of all such money in respect of the shares. surrendered

33. Subject to any lien for amounts not presently payable, if any, any residue of the proceeds of forfeited shares sold, re-allotted or otherwise disposed of, after the satisfaction of the unpaid calls or instalment and accrued interest and compensation shall be paid to the person whose shares have been forfeited or his executors, administrators, assignees, guardians or receivers or the committee of his estate or as he directs. Payment of residue of proceeds from sale or re-allotment of forfeited shares
34. A statutory declaration in writing by a Director or the Secretary of the Company that a share in the Company has been duly forfeited or surrendered on a date stated in the declaration, shall be conclusive evidence of the facts stated in the declaration against all persons claiming to be entitled to the shares. The Company may receive the consideration, if any, given for the forfeited or surrendered share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and such person to whom the share is sold or otherwise disposed shall be registered as the shareholder, and 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. Written statutory declaration by a Director or Company Secretary is conclusive evidence as to title to the shares

TRANSFER OF SHARES

35. Subject to this Constitution, the Act and except as may be required by law, there shall be no restriction on the transfer of fully paid shares. No restriction on fully paid shares
36. Without prejudice to Clause 34, any Member may transfer all or any of his shares by instrument in writing in the form prescribed by the Act and if no such form is prescribed then in such form as may be prescribed by the Company. The instrument of transfer of any shares shall be executed by or on behalf of the transferor and the transferee and left at the Office or such other place as the Directors may appoint, accompanied by the certificate or certificates of such shares to be transferred (if any) and such other evidence (if any) as the Directors may require to prove the title of the intending transferee and that the intending transferee is a qualified person viz, not an infant, bankrupt or person of unsound mind. Form of transfer
37. The Company shall provide a book and/or such other form or system of record or storage to be called "Register of Transfers" which shall be kept by the Secretary or such other person authorised by the Directors under the control of the Directors and in which shall be entered the particulars of every transfer or transmission of every share. Register of Transfers
38. Neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of shares 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 inoperative or insufficient to pass the property in the shares proposed or professed to be transferred, and although the transfer may, as between the transferor and the transferee, be liable to be set aside. In every such case, the person registered as a transferee, his executors, administrators and assignees, subject to compliance with the Act, alone shall be entitled to be recognised as the holder of such shares and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto. Non-liability of the Company, its Directors and officers in respect of transfer

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39. The Company shall enter or cause to be entered the name of the transferee in the Register of Members as shareholder within thirty (30) days from the receipt of the instrument of transfer, provided always that:
- (a) the Directors may refuse or delay to register any transfer of shares not being fully paid shares and may also decline to register any transfer of shares on which the Company has a lien; Directors' power to decline to register
 - (b) if the Directors refuse to register a transfer they shall pass a resolution to refuse or delay the registration of the transfer within thirty (30) days from the receipt of the instrument of transfer and the resolution sets out in full the reason(s) for refusing or delaying the registration; and
 - (c) the notice of the resolution and the reason(s) referred to in Clause 39(b) above is sent to the transferor and to the transferee within seven (7) days of the resolution being passed.
40. The instrument of transfer of a share shall be signed by or on behalf of the transferor and transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof. Execution
41. No share shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind. No transfer to minor etc.
42. The Directors may decline to recognise any instrument of transfer, unless:-
- (a) the instrument of transfer is duly stamped in accordance with the law in regard to the payment of stamp duty for the time being in force and such fee not exceeding Ringgit Malaysia Three (RM3.00) only per transfer is paid to the Company in respect thereof or such sum as the Company may be permitted by law governing the registration of transfer of shares; Fee payable
 - (b) the instrument of transfer is deposited at the Office or at such other place (if any) as the Directors may appoint accompanied by the certificate or certificates of the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer and if the instrument of transfer is executed by some other person on his behalf, the authority of the person so to do, to prove the title of the intending transferee and that the intending transferee is a qualified person viz, not an infant, bankrupt or person of unsound mind; and Deposit of transfer
 - (c) the instrument of transfer is in respect of only one class of share. Transfer restricted to one class of share
- All instruments of transfer which are registered may be retained by the Company.
43. The registration of transfers may be suspended at such time and for such period as the Directors may from time to time determine but so that no part of the Register of Members shall be closed for more than thirty (30) days in any calendar year. Suspension of registration
44. Subject to the Act, the Company may charge a fee not exceeding Ringgit Malaysia Three (RM3.00) or such other amount as the law permits, in Fee for registration of

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respect of the registration of any probate, letters of administration, probate etc.
certificate of marriage or death, power of attorney or other document
relating to or affecting the title to any shares.

45. Nothing in this Constitution shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person. Renunciation of allotment

SHAREHOLDING INFORMATION

46. (1) The Company may by written notice require any Member within such reasonable time specified in such notice to state to the Company whether he holds any shares in the Company beneficially or as trustee or nominee, and if such Member holds such shares as trustee or nominee, to give to the Company particulars of the person or persons for whom he holds such shares including such persons' names, addresses and other particulars sufficient to enable such persons and the nature of their interest to be identified.
- (2) The Company may at any time, after it has received information under Clause 46(1), by written notice require any person identified by any Member as having an interest in any shares to give the particulars referred to in Clause 46(1) above.
- (3) The Company may also by written notice require any other person whom an interest in a share is being held to make the statements and give the particulars referred to in Clause 46(1).
47. The Company may by written notice require a Member to state within such reasonable time specified in such notice whether any of the voting rights carried by any shares in the Company held by him are the subject of any agreement or arrangement under which another person is entitled to control his exercise of those rights and, if so, to give all material particulars of such agreement or arrangement (whether written or oral) and the particulars of all parties to it.

TRANSMISSION OF SHARES

48. In the case of the death of a shareholder, the legal personal representative or representatives of the deceased where he was a sole or only surviving holder, shall be the only person recognised by the Company as having any title to his interest in the shares, but nothing herein contained 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. Death of holder
49. In the case of the death of a holder of shares in the Company, one (1) of the executors or administrators of the deceased shall, subject to the executor's or administrator's having being recorded in the Register of Members as the Member in lieu of the deceased holder, be the only person recognised by the Company as having any title to such shares. Executor or administrator recognised
50. Any person becoming entitled to shares in consequence of the death or bankruptcy of a Member may, upon the production of such evidence as to his title as may from time to time required by the Company, elect either to be registered himself as holder of the shares or to have some person nominated by him registered as the transferee thereof. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so Election in the event of death or bankruptcy

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elects. If he shall elect to have his nominee registered, he shall testify his election by executing a transfer of such shares in such form required by the Company to his nominee. All the limitations, restrictions and provisions of these present relating to the right to transfer shares and the registration of transfer thereof shall apply to any such notice or transfer as aforesaid as if the death or bankruptcy of the holder of the shares had not occurred and the notice or transfer were a transfer executed by the holder of those shares.

51. Where the registered holder of any shares or share dies or becomes bankrupt, his personal representative or the assignee of his estate, subject to the personal representative or assignee having been recorded in the Register of Members as a Member in place of the deceased or bankrupt holder, as the case may be, and subject to Clause 50 of this Constitution shall be entitled to the same dividends and other advantages and to the same rights (whether in relation to meetings of the Company or to voting or otherwise) as the registered holder would have been entitled to if he had not died or become bankrupt. Estate's dividends and voting powers
52. If the right to shares or debentures is transmitted to a person by operation of the law, the person shall notify the Company in writing that the person wishes to be registered as a shareholder or debenture holder of the Company in respect of the shares or debentures. If he elects to have another person registered, he shall testify his election by executing to that person a transfer of the share or debenture. All limitations, restrictions and provisions of this Constitution relating to the right to transfer and the registration of transfers of shares or debentures shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member or debenture holder had not occurred and the notice or transfer were signed by that Member. Registration as shareholder in the event of operation by law
53. Any document which is by law sufficient evidence of probate of the will or letters of administration of the estate of a deceased person having been granted to a person shall be accepted by the Company as sufficient evidence of the grant. The Company shall register the person as a shareholder of the Company in respect of the shares within sixty (60) days from receiving the aforesaid notice. Evidence of probate or letters of administration
54. The registration of transmission of shares in accordance with the Act and this Constitution shall entitle the registered holder the same dividends and other advantages, and to the same rights in relation to meetings of the Company, or to voting, or otherwise; and where two or more persons are jointly entitled to any share in consequence of the death of the registered holder they shall, for the purposes of this Constitution, be deemed to be joint holders of the share. Transferee entitled to the same rights

CONVERSION OF SHARES INTO STOCK

55. The Company may by resolution convert any paid-up shares into stock, and re-convert any stock into paid-up shares of any number. Power to convert into stock
56. The holders of stock may transfer the same or any part thereof in the same manner as the transfer of shares of the Company from which the stock arose may, before conversion have been transferred or be transferred in the closest manner as the circumstances allow. The Directors may fix the minimum amount of stock transferable and may restrict or forbid the transfer of fractions of that minimum. Transfer of stock

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57. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages with regard to dividends, voting at meetings of the Company and other matters, as if the stockholders held the shares from which the stock arose, but no such privilege or advantage (except participation in dividends and in assets on a winding up) shall be conferred by any amount of stock which would not, if existing in shares, have conferred such privilege or advantage. Rights of stock holders
58. For the purposes of Clauses 55 to 57 of this Constitution, any reference applicable to paid-up shares shall apply to stock and in all such provisions the word "share" shall include "stock" and the words "shareholder" and "Member" shall include "stockholder". Interpretation

INCREASE OF CAPITAL

59. The Company in general meeting may from time to time by ordinary resolution increase its share capital by such sum, to be divided into shares of such amounts, as the resolution shall prescribe. Company may increase its capital
60. The Company may simultaneously with the resolution increasing the capital or at any time thereafter give any lawful directions as to the issue of the new shares. In default of any such direction, or so far as the same shall not extend, the new shares shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the shares in the original share capital. Directions as to the issue of new shares

ALTERATION OF CAPITAL

61. (1) The Company may alter its share capital in any one or more of the following ways by passing a special resolution to: Company may alter its share capital
- (a) consolidate and divide all or any of its share capital the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived;
 - (b) convert all or any of its paid-up shares into stock and may reconvert that stock into paid-up shares; or
 - (c) subdivide its share or any of the shares, whatever is in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived.
- (2) Anything done in pursuance of this Clause shall be done in manner provided and subject to any condition imposed by the Statutes, so far as they shall be applicable, and, so far as they shall not be applicable, in accordance with the terms of the resolution authorising the same, and, so far as such resolution shall not be applicable, in such manner as the Directors deem most expedient.
- (3) The Company may, by special resolution and with any consent required by law reduce its share capital in accordance with the Act. Capital reduction

GENERAL MEETINGS

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| 62. | All general meetings other than annual general meetings shall be called general meetings. | General meetings |
| 63. | All general meetings shall be held at such time, day and place as the Directors shall determine. Every notice of an annual general meeting shall specify the meeting as such and every meeting convened for passing a special resolution shall state the intention to propose such resolution as a special resolution. | Notice of annual general meeting and special resolution |
| 64. | The Directors may whenever they think fit, convene a general meeting and, general meetings shall also be convened on any requisition made in accordance with the provisions of the Act, or if the Company defaults in convening a meeting in compliance with a requisition received pursuant to Sections 311 and 312 of the Act, a meeting may be convened by such requisitionists in the manner provided in Section 313 of the Act. Any meeting convened by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Directors. | Convening of general meetings |

NOTICE OF GENERAL MEETING

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| 65. | Every notice convening meetings shall be given to all Members 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. At the same time as Members are notified, such notice shall be sent to the Auditors. | Notice of every meeting |
| 66. | Every notice of meeting shall specify the place, the day and the hour of meeting, and in the case of special business shall also specify the general nature of such business and shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. The notices convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as special resolution. | Contents of notice |
| 67. | In every notice of meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a person as his proxy to attend and vote instead of him. | Who can be proxy |
| 68. | A meeting shall, notwithstanding that it is called by shorter notice than that required by Clause 65, be deemed to have been duly called if it is so agreed:-

<ol style="list-style-type: none"> (1) in the case of a meeting called as the annual general meeting, by all the Members having the right to attend and vote thereat; and (2) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote thereat, being a majority which together holds not less than ninety-five percent (95%) in nominal value of the shares giving a right to attend and vote. | |

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

PROCEEDINGS AT GENERAL MEETINGS

70. All business shall be deemed special that is transacted at a general meeting and also all business that is transacted at an annual general meeting with the exception of the receipts and consideration of the profit and loss account, the balance sheet and group account (if any), the reports of the Directors and Auditors and any other documents annexed to the balance sheet, the declaration of dividends, the election of Directors in the place of those retiring by rotation or otherwise, the appointment and fixing of the remuneration of the Auditors and the voting of remuneration to the Directors. Business of annual general meeting
71. No business shall be transacted at any general meeting unless a quorum is present at the commencement of the meeting. Two (2) Members present in person and entitled to vote shall be a quorum for all purposes. In the case of the Company having only one (1) Member, one Member personally present at a general meeting shall constitute a quorum. For the purposes of this Clause, "Member" includes a person attending as a proxy or representing a corporation which is a Member. A Member 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 Register of Members. Quorum
72. If within half an hour after the time appointed for the meeting a quorum is not present, the meeting, if convened by or upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week (or if that day be a public holiday, then to the next business day following that public holiday) at the same time and place, or such other date, time or place as the Directors may by not less than fourteen (14) days' notice appoint, and if at such adjourned meeting, a quorum is not present within half an hour from the time appointed for holding the adjourned meeting, the Member or Members present at the adjourned meeting shall form a quorum. Dissolution and adjournment
73. The Chairman of the Board, if any, or in his absence the Deputy Chairman of the Board, if any, shall preside as chairman at every general meeting of the Company. If there is no such Chairman or Deputy Chairman, or if neither of them be present within fifteen (15) minutes after the time appointed for holding of the meeting or if either shall decline to take the chair, the Directors present shall choose one of their number to act as Chairman of such meeting, and if there be no Director chosen who shall be willing to act, the Members present in person or by proxy and entitled to vote shall choose one of their own number present to be Chairman at such meeting. Chairman
74. The Chairman may, with the consent of any meeting at which a quorum is present and if so directed by the meeting shall, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. Adjournments
Notice of adjournments
75. Any person entitled to be present and vote at a meeting may submit any Member may

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- resolution to any general meeting provided that at least fourteen (14) days before the day appointed for the meeting he shall have served upon the Company a notice in writing signed by him containing the proposed resolution and stating his intention to submit the same. submit resolution
76. Upon receipt of any such notice as mentioned in Clause 75 the Secretary shall, in any case where such notice of intention is received before the notice of the meeting is issued, include it in the notice of the meeting and shall in any other case issue as quickly as possible to the Members notice that such resolution will be proposed. Secretary to include resolution in notice given
77. (1) At any general meeting a resolution put to the vote of the meeting shall be determined by a show of hands of the Members present in person or by their proxies, unless before or upon the declaration of the result of the show of hands, a poll is demanded: Method of voting
- (a) by the Chairman of the meeting; or
 - (b) by at least three (3) Members present in person or by proxy; or
 - (c) by any Member present in person or by proxy and representing not less than ten per centum (10%) of the total voting rights of all the Members having the right to vote at the meeting; or
 - (d) by a Member or Members holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than ten per centum (10%) of the total sum paid up on all the shares conferring that right.
- (2) On a vote on a resolution at a meeting on a show of hands, a declaration by the Chairman that the resolution has been passed unanimously or with a particular majority or is lost, and an entry to that effect in the minutes of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion, recorded in favour of or against such resolution. An entry in respect of such a declaration in the minutes of the meeting recorded in accordance with the Act is conclusive evidence of that fact. This does not have effect if a poll is demanded in respect of the resolution, and the demand is not subsequently withdrawn. Who can demand a poll
78. On a poll taken at a general meeting of Members of the Company, a Member entitled to more than one (1) vote need not, if he votes, use all his votes or cast all the votes he uses in the same way. Use of votes
79. The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to demand, or join in demanding a poll and, for the purposes of Clause 77, a demand by a person as proxy for a Member shall be the same as a demand by a Member. Proxy can demand for a poll
80. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made. Withdrawal of demand for a poll
81. If a poll is duly demanded, it shall be taken in such manner as the Chairman may direct (including the use of a ballot or voting papers or tickets) and the How poll to be taken

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result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may (and if so directed by the meeting shall) appoint scrutineers for the purpose of the poll and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the results of the poll.

82. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or the poll is demanded, shall be entitled to a second or casting vote. Chairman's casting vote
83. A poll demanded on any question shall be taken either at once or at such time and place as the Chairman directs not being more than thirty (30) days from the date of the meeting or adjourned meeting at which the poll was demanded but a poll demanded on the election of the Chairman or on a question of adjournment shall be taken forthwith. Time for taking a poll
84. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken is announced at the meeting at which it is demanded. In any other case, at least seven (7) days' notice shall be given specifying the time and place at which the poll is to be taken. Such notice shall be given (except for the period of notice) as in the case of the meeting at which the poll was demanded or (if such meeting was an adjourned meeting) as in the case of the original meeting.
85. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded. Continuance of business after demand for poll
86. A resolution in writing executed by or on behalf of each Member who would have been entitled to vote on it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members. Members' resolution in writing

VOTES OF MEMBERS

87. A Member of the Company shall be entitled to be present and vote at any general meeting or by way of Members' resolution in writing in respect of any share or shares upon which all calls due to the Company have been paid. Voting rights of Members
- (a) Subject to any rights or restrictions attached to any shares, every Member who:
- (1) being an individual is present in person or by proxy or attorney; or
- (2) being a corporation, is present by a duly authorised representative or by proxy or attorney
- shall have one (1) vote on a resolution on a show of hand at a meeting and shall have one (1) vote in respect of each share held by him on a vote on a resolution on a poll taken at a meeting.
- (b) Where a Member entitled to vote on a resolution has appointed a proxy, the proxy shall be entitled to vote on a show of hand and on poll on any question at any general meeting.

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| 88. | A Member shall not be entitled to appoint more than one (1) proxy to attend and vote at a meeting of the Company instead of him. | Number of proxies allowed |
| 89. | Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such 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. | Voting rights of holders of shares with different monetary denominations |
| 90. | Any corporation which is a Member of the Company may by resolution of its directors or other governing body authorises such person as it thinks fit to act as its representative either at a particular meeting of the Company or at all meetings of the Company, and the person so authorised shall in accordance with his authority and until his authority is revoked be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company. | Corporate representative |
| 91. | In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding. | Voting rights of joint holders |
| 92. | A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote, whether on a show of hands or on a poll, by his committee or by such other person as properly has the management of his estate, and any such committee or other person may vote personally, by proxy or attorney. | Voting rights of lunatic Members |
| 93. | Any person entitled under the Clauses pertaining to Transmission of Shares to transfer any shares may vote at any general meeting in respect thereof in the same manner as if he was the registered holder of such shares PROVIDED that forty-eight (48) hours before the time appointed for holding the meeting at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares unless the Directors shall have previously admitted his right to vote in respect thereof. | Voting rights in the case of Transmission of Shares |
| 94. | No Member shall be entitled to vote at any general meeting or to exercise any privilege as a Member nor be counted as one of the quorum unless all calls or other sums immediately payable by him in respect of shares in the Company have been paid. | No Member entitled to vote while call due to Company |

APPOINTMENT OF PROXY

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| 95. | Subject to the Act or other written laws, the instrument appointing a proxy shall be in writing signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. The Directors may, but shall not be bound to require evidence of the authority of any such attorney or officer. A proxy may but need not be a Member of the Company and a Member may appoint any person to be his proxy without any restriction as to the qualification of such person. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting. The appointment of a proxy authorises the proxy to demand or join in demanding a poll on that matter. | Execution of proxies

Proxy need not be a Member |
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96. The instrument appointing a proxy shall be in the following form or in such other form as the Directors may approve or in any particular case may accept: Proxy form

AFFIN HWANG INVESTMENT BANK BERHAD

I/We.....of.....
.....
being a Member/Members of the above Company, hereby
appoint.....of.....
or failing him,.....of.....
or failing him, the Chairman of the meeting as my/our proxy to vote for
me/us and on my/our behalf at the [meeting] of the Company to be held on
[date] [time] and at any adjournment thereof.

Signed....

Dated....

97. The instrument appointing a proxy shall, where Members are to be given an opportunity to instruct the proxy how to vote, be in any form approved by the Directors which enables the Members to determine how their votes are to be cast on each of the resolutions comprised in the business of the meeting for which it is to be used. Proxy form to enable casting of votes

98. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting as the case may be, at which the person named in the instrument as proxy 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. Deposit of proxy form

99. 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 revocation of the instrument of proxy or of the authority under which the instrument of proxy was executed, or the transfer of the share in respect of which the instrument of proxy was executed or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, unsoundness of mind, revocation or transfer shall have been received by the Office before the commencement of the meeting or adjourned meeting (or in the case of a poll, before the time appointed for the taking of the poll) at which the instrument of proxy is used. Vote by proxy valid though authority revoked

MEMBERS' RESOLUTION IN WRITING

100. A written resolution shall be passed in accordance with the Act when the required majority of eligible Members have signified their agreement to the written resolution. Members' resolution in writing

MEMBERS' RIGHTS FOR MANAGEMENT REVIEW

101. The chairman of a general meeting shall allow a reasonable opportunity for Members to question, discuss, comment or make recommendations on the management of the Company. Subject to the Act and other written laws, Members may make recommendations

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Members are entitled to pass a resolution in general meeting to make recommendations to the Directors on matters affecting the management of the Company. Such recommendations shall not be binding on the Directors unless the recommendations are in the best interest of the Company and provided always that it is passed as a special resolution. on management matters

DIRECTORS

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| 102. | Until otherwise determined by the Company in general meeting, the number of Directors shall not be less than three (3) nor more than fifteen (15) but in the event of any casual vacancy occurring and reducing the number of Directors below the aforesaid minimum the continuing Director or Directors may act for the purpose of filling up such vacancy or vacancies or of summoning a general meeting of the Company. All the Directors of the Company shall be natural persons of at least eighteen (18) years of age. | Number of Directors |
| 103. | The shareholding qualification for Directors may be fixed by the Company in general meeting and until so fixed no shareholding qualification shall be required. All Directors shall be entitled to receive notice of and to attend and speak at all general meetings of the Company. | No Qualification |
| 104. | The fees of the Directors and any benefits payable to the Directors including any compensation for loss of office of a Director or former Directors shall be approved by the Members at a general meeting. The fees payable to Directors shall not be increased except pursuant to a resolution passed at general meeting when notice of the proposed increase has been given in the notice convening the meeting. The fees payable to non-executive Directors shall be a fixed sum and not by a commission on or percentage of profits or turnover and be divisible among the Directors as they may agree, or failing agreement, equally, except that any Director holding office for part only of a year shall be entitled to a proportionate part of a full year's remuneration. The remuneration payable to executive Directors shall not include a commission on or percentage of turnover. Any fee paid to an alternate Director shall be agreed between him and his appointor and shall be deducted from his appointor's remuneration. | Remuneration of Directors |
| 105. | The Directors shall be entitled to be reimbursed for all travelling or such reasonable expenses as may be incurred in attending and returning from meetings of the Board or of committees of the Board or general meetings or otherwise howsoever in connection with the business of the Company. | Expenses |
| 106. | The Directors may, subject to the approval by an ordinary resolution of the Company in a general meeting, grant special remuneration to any Director who (on request by the Directors) is willing to perform or render any special duties or services outside his ordinary duties as a Director or to go or reside away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of Directors. Such special remuneration may be paid to such Director in addition to or in substitution for his ordinary remuneration as a Director and may be paid by way of a fixed sum or otherwise as may be arranged Provided Always that such special remuneration shall not be by a commission on or percentage of profits or turnover. | Special remuneration |
| 107. | Subject to Section 233 of the Act, the Company shall keep and maintain a copy of every Director's service contract with the Company or with its subsidiaries available at the Office of the Company for inspection, in accordance with Section 232 of the Act. | Directors' Service Contracts |

ALTERNATE DIRECTORS

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| 108. | Any Director (other than an alternate Director) may at any time appoint any person (except another Director) approved by a majority of his co-Directors to be an alternate Director and may remove from office an alternate Director appointed by him, provided that any fee paid by the Company to the alternate shall be deducted from that Director's remuneration. | Appointment and remuneration of alternate Director |
| 109. | An alternate Director shall be entitled:

(1) to receive notices of all meetings and to attend and vote at any such meeting at which his appointor is not personally present; and

(2) to generally perform all functions of his appointor as a Director in his absence. | Entitlement to notice of meetings and functions of alternate Director |
| 110. | An Alternate Director shall cease to be an alternate Director if his appointor ceases for any reason to be a Director, but, if a Director retires by rotation or otherwise but is re-elected by the meeting or is deemed to be re-elected at the meeting at which he retires, any appointment of an Alternate Director made by him pursuant to these presents which was in force immediately prior to his retirement shall continue to operate after such re-election as if he had not so retired. | Cessation of appointment of alternate Director |
| 111. | Any appointment or removal of an alternate Director shall be by notice to the Company (deposited at the Office) signed by the Director making or revoking the appointment or in any other manner approved by the Directors. | Appointment or removal of alternate Director |
| 112. | An alternate Director shall not be taken into account in reckoning the minimum or maximum number of directors allowed for the time being but shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the directors attended by him at which he is entitled to vote. | Alternate Director should not be included in counting the number of Directors |

APPOINTMENT AND RETIREMENT OF DIRECTORS

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| 113. | An election of Directors shall take place each year and at every annual general meeting, at least one-third of the Directors who are subject to retirement by rotation or, if their number is not three (3) or a multiple of three (3), the number nearest to one-third shall retire from office 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 Director retiring at a meeting shall retain office until the conclusion of the meeting. | Retirement of Directors by rotation |
| 114. | Subject to the Act, the Directors to retire in every year shall be those who have been 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. | Selection of Directors to retire |
| 115. | No person not being a retiring Director shall be eligible for election to the office of Directors at any general meeting unless a notice in writing of intention to propose his election signed by a Member and a notice of his consent signed by himself have been left at the Office not more than thirty (30) days nor less than eleven (11) clear days before the date appointed for the meeting, provided that in the case of a person recommended by the | Notice of intention to appoint Director |

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Directors for election, nine (9) clear days' notice only shall be necessary, and notice of every candidate for election to the Board shall be served on all Members at least seven (7) days prior to the meeting at which the election is to take place.

116. The Company at the meeting at which a Director retires shall fill the vacated office by electing a person thereto. Unless at that meeting it is expressly resolved not to fill the vacated office or a resolution for re-election of the Director retiring at that meeting is put to the meeting and lost or some other person is elected a Director in place of the retiring Director, the retiring Director shall, if offering himself for re-election and not being disqualified under the Act from holding office as a director, be deemed to have been re-elected. Filling of vacated office
117. At a general meeting at which more than one (1) Director is to be elected, each candidate shall be the subject of a separate resolution and vote unless a resolution for the appointment of two (2) or more persons as Directors by a single resolution shall have first been agreed to by the meeting without any vote being given against it. Election of Directors to be voted separately
118. The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of Director, and may also determine in what rotation the increased or reduced number is to go out of office. Election, increase, reduction and rotation of Directors
119. The Directors shall have power at any time to appoint any other person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with this Constitution. Any Director so appointed shall hold office only until the conclusion of the next annual general meeting and shall be eligible for re-election at such meeting. A Director retiring under this Clause shall not be taken into account in determining the Directors or the number of Directors to retire by rotation at such meeting. Directors power to fill casual vacancies or appoint additional Director

DISQUALIFICATION AND REMOVAL OF DIRECTORS

120. The Company may by ordinary resolution of which special notice has been given remove any Director before the expiration of his period of office, notwithstanding any provisions of this Constitution or of any agreement between the Company and such Director but without prejudice to any claim he may have for damages for breach of any such agreement. The Company may by ordinary resolution of which special notice has been given appoint another person in place of the Director so removed and any person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he was appointed was last elected a Director. In default of such appointment the vacancy so arising may be filled by the Directors as a casual vacancy. Removal of Directors
Appointment to fill vacancy caused by removal from office
121. The office of a Director of the Company shall be vacated if the person holding that office: Vacation of office of Director
- (1) Subject to Sections 196(3) and 209 of the Act, resigns from his office by giving a written notice to the Company at the Office;
 - (2) has retired in accordance with the Act and this Constitution but is not re-elected;

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- (3) is removed from office in accordance with the Act or this Constitution;
- (4) becomes disqualified from being a director under Sections 198 or 199 of the Act;
- (5) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under Mental Health Act 2001 or such legislation having the same effect;
- (6) dies; or
- (7) otherwise vacates his office in accordance with the Constitution.

122. The Directors shall cause to be kept the register of their holdings of shares and debentures of the Company and of its holding company (if any), and of any subsidiaries of the Company (if any) required by Section 59 of the Act, and shall render the same available for inspection during the period and by the persons specified in Section 59 of the Act, and shall produce the same at every annual general meeting as required by the Section.
- Register of Directors' shareholdings, etc.

POWERS AND DUTIES OF DIRECTORS

123. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company, and do on behalf of the Company all such as are within the scope of this Constitution and as are not by the Act or by this Constitution required to be exercised or done by the Company in general meeting, subject nevertheless to this Constitution, to the provisions of the Act, and to such regulations, being not inconsistent with this Constitution, as may be prescribed by ordinary resolution of the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if the regulation had not been made, provided always that the Directors shall not without the prior approval of the Members in general meeting:
- General powers of Directors to manage Company's business
- Restriction on Directors' powers
- (1) carry into effect any proposal or execute any transaction for any sale or disposal by the Directors of a substantial portion of the Company's main undertaking or property;
 - (2) exercise any power of the Company to issue shares unless otherwise permitted under the Act; or
 - (3) subject to Section 229 of the Act, enter into any arrangement or transaction with a Director or a director of the holding company or a subsidiary of the Company, or with a person connected with such a Director to acquire from or dispose to such a Director or person any non-cash assets of the requisite value.

The general powers given by this Clause shall not be limited or restricted by any special authority or power given to the Directors by any other Clause.

124. The Directors 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 or attorneys of the Company for such purposes and with such powers, authorities and discretions (including power to sub-delegate but not exceeding those vested in or exercisable by the Directors under this
- Power to appoint attorneys

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Constitution) and for such period and subject to such conditions as the Directors may think fit, and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with any such attorney as the Directors think fit.

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| 125. | The Directors may procure the establishment and maintenance of any non-contributory or contributory pension, provident 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 who are or shall have been at any time in the employment or service of the Company or any subsidiary company or to any persons who are or have been a director or other officer of and holds or have held salaried employment in the Company or any 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, and subscriptions or guarantees for money for charitable or benevolent objects or for any exhibitions or for any public, general or useful object. Provided that any Director holding such salaried employment shall be entitled to retain any benefit received by him hereunder subject only where the Act requires the proper disclosure to the Members of the Company in general meeting. | Power to establish pension, provident or superannuation fund and grant donations, gratuities, etc |
| 126. | 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, managers and secretaries entering all necessary particulars therein, and notify the Registrar of the changes therein in accordance with Section 58 of the Act, and lodging with the Registrar an annual return, together with the certificates and particulars required by Section 68 of the Act, as well as keeping and maintaining documents set out in Section 47 of the Act. | Registers and other documents to be kept at the Office |
| 127. | Subject to the Act, any sale or disposal by the Directors of a substantial portion of the Company's main undertaking or property shall be subject to ratification by shareholders in general meeting. | Restriction on disposal of substantial undertaking or property of the Company |
| 128. | Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as auditors of the Company. | Right to payment for professional services |
| 129. | A Director shall at all times exercise his powers in accordance with the Act, for a proper purpose and in good faith in the best interest of the Company. A Director shall exercise reasonable care, skill and diligence with (a) the knowledge, skill and experience which may reasonably be expected of a director having the same responsibilities; and (b) any additional knowledge, skill and experience which the Director in fact has. | Fiduciary duties |
| 130. | Every Director shall give notice in writing to the Company of such events and matters relating to him as may be necessary and expedient, including in accordance with Section 219 of the Act, to enable the Company and its officers to comply with the requirements of the Act. | General duty to make disclosure |

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131. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors may from time to time by resolution determine. Signing of cheques and bills

BORROWING POWERS OF DIRECTORS

132. Subject to the Act, the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertakings, property, uncalled capital, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or its wholly owned subsidiaries or of any related corporation. The Directors may guarantee the whole or any part of the loans or debts raised or incurred by or on behalf of the Company or any interest payable thereon with power to the Directors to indemnify the guarantors from or against liability under their guarantees by means of a mortgage or hypothecation of or charge upon any property and asset of the Company or otherwise. The Directors may exercise all the powers of the Company to guarantee and give guarantees or indemnities for the payment of money, the performance of contracts or obligations or for the benefit or interest of the Company or any of its subsidiaries. Power to borrow
133. If the Directors or any of them, or any other person, shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable from any loss in respect of such liability. Indemnity to be given
134. The Directors shall not borrow any money or mortgage or charge any of the Company's or its subsidiaries' undertakings, property or any uncalled capital or issue debentures or other securities whether outright or as security for any debt, liability or obligation of an unrelated third party. Prohibited to borrow or create charge for unrelated third party's debt
135. The Directors shall lodge, within thirty (30) days from the creation of the charge, together with the prescribed fee with the Registrar for registration, a statement of particulars of the charge in the form and manner as may be determined by the Registrar in accordance with Section 352 of the Act in regard to the registration of charges therein specified. Lodgement of charges

MANAGING DIRECTOR

136. The Directors may appoint a Managing Director for any period not exceeding five (5) years if such appointment is for a fixed term, and on such terms as they think fit. A Managing Director, while holding that office, shall not be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors, but his appointment shall be automatically determined if he ceases from any cause to be a Managing Director. Appointment of Managing Director
137. The remuneration of the Managing Director shall subject to the terms of any agreement entered into in any particular case and may be by way of salary or commission or participation in profits or otherwise or by any or all these modes but such remuneration shall not include a commission on or percentage of turnover but it may be a term of his appointment that he shall Remuneration of Managing Director

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receive pension, gratuity or other benefits upon his retirement.

138. The Managing Director shall be subject to the control of the Board who may entrust to and confer upon him any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they fit and, either concurrently with or to the exclusion of their own powers, and may from time to time revoke, withdraw or vary all or any of such powers. Powers of the Managing Director

ASSOCIATE DIRECTORS

139. The provisions of paragraphs 26 and 27 of the Third Schedule of the Act shall not apply to this Constitution. Appointment of Associate Directors does not apply

PROCEEDINGS OF DIRECTORS

140. Except as provided in this Constitution, the Directors may meet together for the dispatch of business at such time and place, adjourn and otherwise regulate its own proceedings as they think fit. Meetings of Directors
141. The Directors may from time to time elect and remove a Chairman and Deputy Chairman and determine the period for which they are respectively to hold office. The Chairman so elected, or in his absence the Deputy Chairman shall preside at all meetings of the Board but, if no such Chairman or Deputy Chairman is elected, or if at any meeting the Chairman or Deputy Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Directors present shall choose one of their numbers to be Chairman of the meeting. Chairman and Deputy Chairman
142. If no chairman is elected, or if at any meeting of the Directors the Chairman is not present within fifteen (15) minutes after the time appointed for the commencement of the meeting, the Directors present may choose one of their numbers to be Chairman of the meeting. Absence of Chairman
143. A Director or, if requested by a Director to do so, a secretary, may convene a meeting of the Directors by giving notice in accordance with Clause 144.
144. A notice of a meeting of the Directors shall be sent to every Director who is in Malaysia, and the notice shall include the date, time and place of the meeting and the matters to be discussed. Notice of meeting
145. Any irregularity in the notice of a meeting is waived if all Directors entitled to receive notice of the meeting attend the meeting without objection to the irregularity. Irregularity in notice of meeting
146. A meeting of the Directors may be held either: Meeting by electronic communication
- (1) by a number of the Directors who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
 - (2) by means of audio, or audio and visual, communication by which all Directors participating and constituting a quorum can simultaneously hear each other throughout the meeting.
147. The quorum necessary for the transaction of the business of the Directors shall be a minimum of two (2) Directors or 50% of the total Board members Quorum

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(whichever is higher). No business may be transacted at a meeting of the Directors if a quorum is not present.

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| 148. | A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under this Constitution vested in or exercisable by the Directors generally. | Power of quorum |
| 149. | Every Director has one (1) vote. | Number of vote |
| 150. | Subject to this Constitution, questions arising at any meeting of the Directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote. | Decision at a meeting of Directors |
| 151. | A Director present at a meeting of the Directors is presumed to have agreed to, and to have voted in favour of, a resolution of the Board unless he expressly dissents from or votes to object against the resolution at the meeting. | Dissent to be expressed |
| 152. | The Directors shall ensure that the minutes of all proceedings at meetings of the Directors are kept. | Minutes to be kept |
| 153. | Where a resolution is passed at an adjourned meeting of the Directors, the resolution shall, for all purposes, be treated as having been passed on the date on which it was in fact passed and shall not to be deemed to have been passed on any earlier date. | Resolution passed at adjourned meeting |
| 154. | A resolution in writing, signed or assented to by majority of the Directors then entitled to receive notice of meeting of the Directors, is as valid and effective as if it had been passed at a meeting of the Directors duly convened. | Resolutions in writing |
| 155. | Any such resolution may consist of several documents, including facsimile or other similar means of communication, in similar form and each document shall be signed or assented to by one or more Directors. | Form of resolution in writing |
| 156. | A copy of any such resolution shall be entered in the minutes book of Directors' proceedings. | Written resolution to be entered in minutes book |
| 157. | The remaining Directors or a sole remaining Director may act notwithstanding any vacancy in the Board but, if and so long as the number of Directors is reduced below the minimum number fixed by or pursuant to this Constitution as the necessary quorum, the remaining Directors or Director may, except in an emergency, act only for the purpose of increasing the number of Directors to that minimum number or to summon a general meeting of the Company and for no other purpose. | Power to act notwithstanding vacancy |
| 158. | Every Director shall comply with the provisions of Sections 221 and 219 of the Act in connection with the disclosure of his shareholding and interest in any contract or proposed contract with the Company and in connection with the disclosure of the fact and nature, character and extent of any office or possession of any property whereby whether directly or indirectly his duties or interests might be created in conflict with his duties and interests as a Director of the Company. | Duty to disclose interest in shares and contract |
| 159. | Subject to the Act, no Director or intending Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement | Directors may contract with Company provided |

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entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established, but the nature and extent of his interest must be declared by him at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration or, if the Director was not at the date of that meeting interested in the proposed contract or arrangement, then at the next meeting of the Directors held after he became so interested or, in a case where the Director becomes interested in a contract or arrangement after it is made, at the first meeting of the Directors held after he becomes so interested, provided, nevertheless, that, subject to any other provisions of this Constitution, a Director shall not as a Director vote in respect of any contract, proposed contract or arrangement in which he has, directly or indirectly, an interest and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at a meeting upon the consideration of a motion concerning any such contract or arrangement.

disclosure of interest in the contract is made at a meeting of Directors

Director not to vote on contract of which he has an interest

A general notice in writing, which complies with Section 221(4) of the Act, given to the Directors by any Director shall be deemed to be sufficient declaration of interest in relation to the subject matter of the notice.

General notice of declaration suffices

160. A Director of the Company may be or become a director or other officer of or otherwise interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise or any corporation, which is directly or indirectly interested in the Company as shareholder or otherwise and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such corporation unless the Company otherwise directs at the time of his appointment. The Director may exercise the voting power conferred by the shares or other interest in any such other corporation held or owned by the Company, or exercisable by them as Directors of such other corporation, in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors or other officers of such corporation), and any Director may vote in favour of the exercise of such voting rights in the manner aforesaid, notwithstanding that he may be, or be about to be, appointed a director or other officer of such other corporation and as such is or may become interested in the exercise of such voting rights in the manner aforesaid, provided always that he has complied with Section 221 and all other relevant provisions of the Act and of this Constitution.

Right to hold office or profit under the Company

COMMITTEES

161. The Directors may establish any committees, local boards or agencies for managing any of the affairs of the Company, either in Malaysia or elsewhere, and may lay down, vary or annul such rules and regulations as they may think fit for the conduct of the business thereof, and may appoint any person to be members of any such committee or local board, or any managers or agents, and may fix their remuneration, and may delegate any such committee, local board, manager or agent any of the powers, authorities and discretions vested in the Directors with power to sub-delegate, and may authorise the members of any such committee or local board or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors

Power to establish committees, local board, etc.

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may think fit. The Directors may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

162. The meetings and proceedings of such committee consisting of three (3) 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 a regulation made by the Directors under the preceding Clause. Meetings and proceedings of a committee
163. A committee or local board may elect a chairman of its meeting and may determine its own proceedings; if no such chairman is elected, or if at any meeting, the chairman is not present within thirty (30) minutes after the time appointed for holding of the meeting, the members present may choose one of their members to be the chairman at the meeting. Chairman of a committee or local board meeting
164. Any questions arising at any meeting of a committee or local board shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote. Decisions by a committee or local board

VALIDATION OF ACTS OF DIRECTORS

165. All acts done by any meeting of Directors or of a committee established by the Directors, or by any person acting as a Director, member of such committee, local board or agent shall notwithstanding that it be afterwards discovered that there was some defects in the appointment of any such Director or person acting as aforesaid, or that they, or any of them were disqualified or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or member of such committee, local board as aforesaid and had been entitled to vote. Acts of Directors or committee valid notwithstanding defective appointment or some other formal defects

DIRECTORS' CIRCULAR RESOLUTIONS

166. A resolution in writing signed or approved by letter, telegram, telex, telefax or electronic mail by majority of the Directors and who are sufficient to form a quorum, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted; provided that where a Director is not present in Malaysia but has an alternate who is so present, then such resolution may be signed by such alternate in place of the absent Director. All such resolutions shall be described as "Directors' Circular Resolutions" and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's minute book. Any such resolution may consist of several documents in like form, each signed by one (1) or more Directors or their alternates. Directors' circular resolutions

SECRETARY

167. The Secretary or Secretaries shall, in accordance with the Act, be appointed by the Directors for such term, at such remuneration, and upon such conditions as the Directors think fit and any Secretary or Secretaries so appointed may be removed by them without prejudice to any claim he or they may have for damages for breach of any contract of service with the Company. The Directors may from time to time by resolution appoint a temporary substitute for the Secretary or Secretaries who shall be deemed to be the Secretary during the term of his appointment. Appointment of Secretary

MINUTES AND REGISTERS

168. The Directors shall cause minutes to be made in books provided for the purpose: Minutes
- (1) of all appointments of officers made by the Directors;
 - (2) of the names of the Directors present at each meeting of Directors and of any committee of Directors and of the Company in general meeting;
 - (3) of all resolutions and proceedings at all meetings of the Company and of the Directors and of committees of Directors; and
 - (4) of all orders made by the Directors and any committee of Directors.

THE SEAL

169. The Seal shall only be used pursuant to a resolution of the Board or a committee of the Board authorised to use the Seal. The Directors may from time to time make such regulations as they think fit determining the persons and the number of such persons in whose presence the Seal shall be affixed and, until otherwise so determined, every instrument to which the Seal shall be affixed shall be signed autographically by a Director and Secretary or by a second Director or by such other person appointed by the Directors for the purpose PROVIDED ALWAYS that no person dealing with the Company shall be concerned to see or enquire whether any regulations so made have been complied with. Formalities for affixing seal
170. All forms of certificate for stock or debenture stock or representing any other form of security other than letters of allotment shall be issued under the Seal and bear the autographic signatures of a Director and the Secretary or a second Director or such other person as the Directors may appoint; provided that the Board may by resolution determine that such signatures or either of them shall be dispensed with or be affixed by some method or system of mechanical signature. Signing under Seal for debenture stock and other security certificates
171. The Company may exercise the powers conferred by Section 62 of the Act respecting an official seal for use outside Malaysia and conferred by Section 62 of the Act respecting a duplicate common seal and such powers shall be vested in the Directors. Official Seal for use abroad

RESERVES

172. The Directors may, before recommending any dividend, whether preferential or otherwise, set aside out of the profits of the Company such sums as they think proper as a fund to meet depreciation or contingencies, or for equalising dividends or for the payment of special dividends, or for the general liquidation of any debt or liability of the Company or for repairing, improving or maintaining any of the property of the Company, or for such other purposes (being purposes for which the profits of the Company may lawfully be applied) as the Directors shall in their absolute discretion think conducive to the interests of the Company, and may invest the several sums so set aside upon such investments as they think fit (subject to the provision of this Constitution) and from time to time vary or realise such Power to carry profit to reserve

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investments and dispose of all or any part thereof for the benefit of the Company, and may divide any reserve fund into such special funds as they think fit, with all power to employ the assets constituting the reserve fund in the business of the Company, and that without being bound to keep the same separate from the other assets. The Directors may also, without placing the same to reserve, carry forward any profits they think prudent not to divide.

DIVIDEND

173. The profits of the Company available for dividend and determined to be distributed shall be applied in the payment of dividends to the Members in accordance with their respective rights and priorities. The Company in general meeting may declare dividends accordingly. Profits of Company which are to be distributed by way of dividend
174. No dividend shall (except as by the Statutes expressly authorised) be payable except out of the profits of the Company and no dividend shall be paid in excess of the amount recommended by the Directors. Payment out of profits
175. Subject to the rights of person (if any) entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid up on the shares in respect of which the dividend is paid, but no amount paid on a share in advance of calls shall be treated for the purposes of this Clause as paid up on the share. All dividends shall be apportioned and paid pro rata according to the amounts paid up on the shares during any part or parts of the period in respect of which the dividend is paid except that if any share is issued on terms providing that it shall rank for dividend as if paid up (in whole or in part) as from a particular date, such share shall rank for dividend accordingly. Apportionment of dividends
176. 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 thereof 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 in good faith they shall not incur any liability to the holders 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 at 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. Payment of interim and preferential dividends
177. Any general meeting declaring a dividend or bonus may upon the recommendation of the Directors, direct payment or satisfaction of such dividend wholly or partly by the distribution of specific assets and in particular of paid up shares or debentures or debenture stock of any other company or in any one or more of such ways. The Directors shall give effect to such resolution, and where any difficulty arises in regard to the distribution, the Directors may settle it as they think expedient, and in particular may issue fractional certificates and may fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustee upon such trust for the persons entitled to the Payment of dividends in specie

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dividend as may seem expedient to the Directors.

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| 178. | (1) The Directors may deduct from any dividend payable to any Member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company held by him. | Deduction on called up unpaid shares |
| | (2) The Directors may retain from any dividend or other monies 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. | Retention of dividends on shares subject to lien |
| 179. | Without prejudice to the powers of the Company to pay interest on share capital as hereinbefore provided, no dividend shall be paid otherwise than out of profits nor shall any dividend or other monies payable on or in respect of any share bears interest against the Company. | Dividends not to bear interest |
| 180. | 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 and 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 purposes 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 thereof. | Profit earned before acquisition of a business |
| 181. | All dividends unclaimed for one (1) year after being declared may be disposed of in accordance with the provisions of the Unclaimed Moneys Act, 1965. The payment by the Directors of any unclaimed dividend or other monies payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof and any dividend unclaimed after a period of six (6) years from the date of declaration of such dividend may be forfeited and if so shall revert to the Company. | Unclaimed dividends |
| 182. | A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer PROVIDED THAT any dividend declared on a share shall accrue to the person whose name appears on the Register of Members. | Retention of dividends on shares pending transfer |
| 183. | Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant sent through post to the last registered address of the holder or person entitled thereto or paid by direct transfer or such other electronic means to the bank account provided by the holder whose name appears in the Register of Members. Every such cheque or warrant or payment by direct transfer or such other electronic means shall be made payable to the order of the holder or person entitled thereto, and the payment of any such cheque or warrant or the payment by direct transfer or such other electronic means to the bank account provided by the holder whose name appears in the Register of Members shall operate as a good discharge of the Company's obligation in respect of dividend represented thereby, notwithstanding that it may subsequently appear that the cheque has been stolen or that the endorsement thereon or the instruction for the payment by direct transfer or such other electronic means has been forged. Every such cheque or warrant sent or payment by direct | Dividends payable by cheque or electronic means |

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transfer or such other electronic means shall be at the risk of the holder or the person entitled to the dividend thereby represented.

184. Notwithstanding anything contained herein, a Member's entitlement to dividends, right issues, bonus issues or any other rights or options in the Company by virtue of his shareholdings shall be subject to the Act. Entitlement to distributions is subject to the Act

CAPITALISATION OF PROFITS AND RESERVES

185. The Company in general meeting may, upon the recommendation of the Directors, resolve that it is desirable to capitalise any part of the account for the time being standing to the credit of the profit and loss account or otherwise available for distribution provided that such sum be not required for paying the dividends on any shares carrying a fixed cumulative preferential dividend, and accordingly that 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 in 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 one way and partly in the other and the Directors shall give effect to such distribution. Power to capitalise profits
186. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision, by payment in cash or otherwise as they think fit, for the ease 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 the payment up by the Company on their behalf by the application thereto of their respective proportions of the sums resolved to be capitalised of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such Members. Implementation of resolution to capitalise

ACCOUNTS

187. The Directors shall cause proper accounting and other records to be kept in accordance with the Act and all appropriate entries to be made in the accounting and other records within sixty (60) days of the completion of the transactions to which the entries relate. Proper accounts to be kept
188. Subject always to Section 245(4) of the Act, the books of account or records of operations shall be kept at the Office or at such other place as the Directors think fit, and shall at all times be open to inspection by the Directors. Directors inspection of books
189. The Directors may from time to time determine whether and what extent and at what times and places and under what conditions or regulations the accounting records of the Company or any of them will be open to inspection by Members not being Directors of the Company. No Member Members inspection of books

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(other than a Director) shall have any right of inspecting any account or book or document of the Company, except as conferred by the Statutes or authorised by the Directors or by the Company in general meeting.

190. The Directors shall from time to time in accordance with Section 248 of the Act cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in the Section. Presentation of accounts
191. A copy of the financial statements and reports for each financial year shall be sent to every Member of the Company, every person who is entitled to receive notices of general meetings, every auditor of the Company and every debenture holder of the Company on a request being made to the Company at the last known address provided to the Company. Any Member or debenture holder to whom copies of the financial statements and reports have not been sent shall be entitled to receive such copies without charge on application at the Office. Copies of financial statements to be sent to Members, auditor, etc.
192. Save as may be necessary for complying with the provisions of the Act or as the Company may by special resolution otherwise resolve, the Directors shall not be bound to publish any list or particulars of the securities or investments held by the Company or to give any information with reference to the same to any Member. Particulars of investments not bound to be published

AUDIT

193. Auditors of the Company shall be appointed in accordance with Sections 263 and 264 of the Act and their duties regulated in accordance with Sections 271 to 287 of the Act. Appointment and duties of Auditors
194. The Auditors shall be entitled to attend any general meeting and to receive all notices of and other communications relating to any general meeting to which any Member is entitled to receive and to be heard at any general meeting on any part of the business of the meeting that concerns the Auditors. Auditors' rights to receive notices of and attend and speak at general meetings

LANGUAGE

195. Where any accounts, minutes books and other records required to be kept by the Act are not kept in Malay or English, the Directors shall cause a true translation of such accounts, minutes books and other records to be made from time to time and shall cause such translation to be kept with the original accounts, minutes books or other records for so long as the Act requires them to be kept. Books to be translated if not kept in Malay or English

AUTHENTICATION OF DOCUMENTS

196. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolution passed by the Company or the Directors and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies of extracts; and where any books, records, documents or accounts are kept elsewhere than in the Office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid. Power to authenticate documents

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NOTICES

197. Any notice of general meeting or other document shall be in writing and shall be given to the Members by the Company either (a) in hard copy; (b) in electronic form; or (c) partly in hard copy and partly in electronic form. A notice (a) given in hard copy shall be sent to any Member either personally or by post to the address supplied by the Member to the Company for such purpose; or (b) given in electronic form shall be transmitted to the electronic address provided by the Member to the Company for such purpose or by publishing on a website. Service of notices
198. (1) Any notice or other document, if served by post, shall be deemed to have been served or delivered at the time when the letter containing the same is put into the post, and in proving such service or delivery it shall be sufficient to prove that the letter containing the notice or document was properly addressed and posted into the post office as a prepaid letter. A certificate signed by a Director or any other officer of the Company that the envelope or wrapper containing the notice or other document was so addressed, prepaid and posted shall be conclusive evidence thereof. When notice deemed to be served
- (2) Any notice of advertisement shall be deemed to have been given on the day on which the advertisement shall first appear.
- (3) Any notice given by way of a publication in a website shall be deemed served if it is served in accordance with Section 320 of the Act.
199. A notice or other document may also be served by the Company or the Secretary on any Member or Director by telex, facsimile, telegram, electronic mail and other methods of communicating in writing in visible form to the address or the number supplied by such Member or Director to the Company and shall be deemed to have been given on dispatch of transmission. Service by electronic means
200. A notice or other document may be given by the Company to the persons entitled to a share in consequence of the death, bankruptcy or mental disorder of a Member or by operation of law by sending or delivering it in any manner authorised by this Constitution for the giving of notice to a Member, addressed to them by name, or by title of representatives of the deceased, the official assignee, the committee of the estate of such Member or by any appropriate description at the address supplied for that purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice or other document in any manner in which the same might have been given if the death, bankruptcy, mental disorder or operation of law had not occurred. Service of notices after death, bankruptcy or mental disorder of a Member
201. In respect of joint holdings all notices shall be given to that one of the joint holders whose name stands first in the Register of Members, and notice so given shall be sufficient notice to all the joint holders. Service of notices in respect of joint holdings

WINDING UP

202. If the Company is wound up, the liquidator may with the sanction of a special resolution of the Company, divide amongst the Members in specie or in kind the whole or any part of the assets of the Company (whether they Distribution of assets in specie or in kind

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consist of property of the same kind or not) and may for that purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how the division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of any such assets in trustees upon such trusts for the benefit of the Members as the liquidator, with the like sanction thinks fit but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability.

SECURITY CLAUSE

203. Save as may be provided by the Act, no Member shall be entitled to enter into or upon or inspect any premises or property of the Company nor to require discovery of any information in respect of any detail of the Company's trading, manufacturing or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors would be inexpedient in the interest of the Company to communicate to the public. Secrecy

INDEMNITY

204. Subject to the provisions of the Act, every Director, Managing Director, agent, auditor, Secretary and other officers for the time being of the Company shall be indemnified or directly or indirectly effected insurance (with the prior approval of the Directors) in respect of any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust. Indemnity of Directors and officers