

**THE COMPANIES ACT, 2016
MALAYSIA**

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

**SIME DARBY PLANTATION BERHAD
(Company No. 647766 – V)**

Incorporated on the 2nd day of April 2004.

THE COMPANIES ACT, 2016

MALAYSIA

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

SIME DARBY PLANTATION BERHAD

- | | | |
|----|--|------------------------|
| 1. | The name of the Company is SIME DARBY PLANTATION BERHAD. | Name |
| 2. | The registered office of the Company will be situated in Malaysia. | Registered Office |
| 3. | The objects for which the Company is established are:- | Objects of the Company |
| | (a) To carry on the business of planters, cultivators and producers of and sellers in rubber, oil palm, coffee, tea, tobacco, coconuts, copra, guttapercha, cardamoms, balata, sugar, coconut fibre, cocoa, spices, cinchona, rice, seed, padi, cereals, cotton, flax, grain, fruit, silk, pepper, guano, bone or other artificial manure, and gums, and agricultural products of any kind or description and to manufacture, dispose of, sell, treat, cure, submit to any process or prepare for market any or all of the foregoing commodities or products or merchandise. | |
| | (b) To establish or acquire and carry on the businesses of farmers, graziers, cultivators, storekeepers, cattle breeders, stockmen, dealers in hides, skins, fat and other animal products, provision preservers, mechanical engineers, builders and contractors, timber merchants, timber growers, lumbermen, sawmill proprietors, shipowners, merchants, exporters and importers, carriers, agents, brokers, bankers and general traders. | |
| | (c) To cultivate, manage and superintend estates and properties in any part of the world and to carry out the business of eco-tourism, and generally to undertake the business of estate agents in and to act as agents for the investment, loan, payment, transmission and collection of money, and for the purchase, sale, improvement, development and management of property, including concerns and undertakings, and to transact any other agency business of any kind. | |

And it is hereby declared that word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or incorporate, and whether domiciled in Malaysia or elsewhere, and the objects of the Company as specified in each of the foregoing paragraphs of this Rule (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph or the name of the Company.

- | | | |
|----|--|----------------------|
| 4. | The liability of the Members of the Company is limited. | Liability of Members |
| 5. | The share capital of the Company is its issued share capital. The said shares shall carry the respective rights as set out in this Constitution. | Share capital |
| 6. | 6.1 Definitions and Interpretation | Definitions |

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

“Act” means the Companies Act, 2016 and any statutory modification, amendment or re-enactment thereof and any and every other legislation for the time being in force made thereunder and any written law for the time being in force concerning companies and affecting the Company;

“Alternate Director” means any person who has been appointed and for the time being holds office as an alternate director of the Company in accordance with the provisions of this Constitution;

“Authorised Nominee” means a person who is authorised to act as nominee as specified under the CD Rules;

“Beneficial Owner” In relation to Deposited Securities, means the ultimate owner of the Deposited Securities who is the person who is entitled to all rights, benefits, powers and privileges and is subject to all liabilities, duties and obligations in respect of, or arising from, the Deposited Securities, and does not include a nominee of any description;

“Board” means the board of Directors of the Company who number not less than the required quorum acting as a board of directors, and if the Company only has one (1) Director, then that Director;

“CD Rules” means the Rules of the Central Depository;

“Central Depositories Act” means the Securities Industry (Central Depositories) Act 1991 and every statutory amendment, modification or re-enactment thereof for the time being in force;

“Central Depository” means Bursa Malaysia Depository Sdn. Bhd. and its successors in title and permitted assigns;

“Company” means Sime Darby Plantation Berhad;

“Constitution” means this constitution as originally framed or as altered from time to time by Special Resolution;

“Deposited Securities” means Securities standing to the credit of a Securities Account and includes Securities in a Securities Account that is in suspense;

“Depositor” means a holder of a Securities Account;

“Director” means a person who has been appointed and for the time being holds office as a director of the Company in accordance with the provisions of the Act and this Constitution and, unless the context otherwise provides or requires, includes an Alternate Director;

“Exempt Authorised Nominee” means an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act;

“the General Meeting Record of Depositors” means the Record of Depositors as at the latest date which is reasonably practicable which shall in any event be not less than three (3) Market Days before a general meeting and issued by the Central Depository to the Company;

“Independent Director” shall have the meaning ascribed to it in the Listing Requirements;

“Listed” means admitted to the Official List and “listing” shall be construed accordingly;

“Listing Requirements” means the Main Market Listing Requirements of Bursa Malaysia Securities Berhad including any amendment or modification to the same that may be made from time to time;

“Market Day” means any day between Mondays to Fridays which is not a market holiday of the stock exchange or a public holiday;

“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 (except Bursa Malaysia Depository Sdn. Bhd. in its capacity as bare trustee) and any Depositor whose name appears on the Record of Depositors and who has a credit balance of shares in the Company in his or her Securities Account who shall be treated as if he were a Member pursuant to Section 35 of the Central Depositories Act;

“Office” means the registered office for the time being of the Company;

“Official List” means a list specifying all Securities which have been admitted for listing on the Stock Exchange and not removed.

“Ordinary Resolution” shall have the meaning ascribed to it in Section 291 of the Act;

“Record of Depositors” means a record provided by the Central Depository to the Company pursuant to an application under chapter 24.0 of the CD Rules;

“Register of Members” means the register of members to be kept pursuant to the Act;

“Rule” means a rule contained in this Constitution;

“the Seal” means the common seal of the Company;

“the Secretary” means any person or persons appointed to perform the duties of the secretary of the Company and shall include a joint, temporary, assistance or deputy secretary;

“Securities” means securities as defined in Section 2 of the Capital Markets and Services Act 2007 or any modification, amendment or re-enactment thereof for the time being in force;

“Securities Account” means an account established by the Central Depository for a Depositor for the recording of deposits of Securities and for dealing in such Securities by the Depositor as defined in the Central Depositories Act and/or the CD Rules;

“Securities Regulations” means the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 or any modification, amendment or re-enactment thereof for the time being in force;

“Special Resolution” shall have the meaning ascribed to it in Section 292 of the Act;

“Stock Exchange” means Bursa Malaysia Securities Berhad and its successors in title and permitted assigns;

“Year” means a calendar year commencing from the 1st January to the 31st December inclusive.

- 6.2 Reference to "writing" or "written" shall, unless the contrary intention appears, include references to typewriting, printing, lithography, photography, electronic storage or transmission and other modes of representing or reproducing words in a visible form and/or method of recording information or fixing information in a form capable of being preserved. Interpretation
- 6.3 Words importing the singular number only shall include the plural number, and vice versa.
- 6.4 Words importing persons shall include corporations.

- 6.5 Save as aforesaid any words or expressions defined in the Act, the Central Depositories Act, the Listing Requirements and the CD Rules shall where the context so admits bear the same meaning in this Constitution.
- 6.6 All references to time as regards notices or otherwise shall refer to Malaysian time.
- 6.7 Where by this Constitution, a minimum period is prescribed within which an act is to be done or omitted to be done and such minimum period is less than the minimum period required by any law or the Listing Requirements from time to time, such minimum period as set out in this Constitution shall be increased to such minimum period as may be required by law or the Listing Requirements.
- 6.8 Where by this Constitution, a maximum period is prescribed within which an act is to be done or omitted to be done and such maximum period exceeds the maximum period imposed by any law or the Listing Requirements from time to time, such maximum period as set out in this Constitution shall be decreased to such maximum period as may be permitted by law or the Listing Requirements.

SHARE CAPITAL

7. The share capital of the Company is divided into ordinary shares. The Company may also allot preference shares or convert any issued shares into preference shares. Share Capital of the Company
8. 8.1 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 Ordinary Resolution determine, provided that 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 but shall only have the right to vote in each of the following circumstances:- Preference Shares
- (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.

- 8.2 Subject to the Act, any preference shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.
- 8.3 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 of the preference capital concerned within two (2) months of the meeting, shall be as valid and effectual as a Special Resolution carried at the meeting.
9. Subject to the provisions of the Act, Listing Requirements and this Constitution, the Directors may issue shares in the Company on such terms and conditions and at such time and consideration and with such preferred, deferred, or other special rights, restrictions or exclusions, whether in regard to dividend, voting, return of capital, or otherwise as the Directors may determine PROVIDED HOWEVER that:- Authority of Directors to allot shares
- 9.1 shares in the Company shall not be issued to transfer a controlling interest in the Company without the prior approval of shareholders in general meeting.
- 9.2 in the case of shares other than ordinary shares, no special rights be attached until the same has been expressed in this Constitution.
- The exercise of the aforesaid rights shall be without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares.
10. Subject to Rule 11, the Directors shall not exercise any power to –
- 10.1 allot shares in the Company;
- 10.2 grant rights to subscribe for shares in the Company;
- 10.3 convert any securities into shares in the Company; or
- 10.4 allot shares under an agreement or option or offer,
- unless the prior approval by way of Ordinary Resolution has been obtained.
11. Subject to the provision of the Act, Listing Requirements and this Constitution, the requirement in Rule 10 shall not apply to –
- 11.1 an allotment of shares or grant of rights pursuant to an offer made to Members of the Company in proportion to the Members' shareholdings;

- 11.2 an allotment of shares or grant of rights pursuant to a bonus issue of shares to Members of the Company in proportion to the Members' shareholdings;
 - 11.3 an allotment of shares to a promoter of the Company that the promoter has agreed to take; or
 - 11.4 shares which are to be issued as consideration or part consideration for the acquisition of shares or assets by the Company and the Members of the Company have been notified of the intention to issue the shares at least fourteen (14) days before the issue of the shares.
12. For the purposes of sub-Rule 11.4, Members of the Company are deemed to have been notified of the Company's intention to issue shares if –
 - 12.1 a copy of the statement explaining the purpose of the intended issue of shares has been sent to every Member at his last known address according to the Record of Depositors; and
 - 12.2 the copy of the statement has been advertised in one (1) widely circulated newspaper in Malaysia in the national language and one (1) widely circulated newspaper in Malaysia in the English language.
13. Notwithstanding Rules 9, 10, 11 and 12 above, a Director shall not participate in an issue of shares to employees of the Company unless the shareholders in general meeting have approved of the specific allotment to be made to such Director. Issue of shares to Directors
14. Subject to any direction to the contrary that may be given by the Company in general meeting, any shares or other convertible Securities proposed to be issued shall before they are issued be offered to such persons as are at the date of the offer entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of shares or convertible Securities offered and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or convertible Securities offered, the Directors may dispose of those shares or convertible Securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares or convertible Securities which (by reason of the ratio which the new shares or convertible Securities bear to shares or Securities held by the persons entitled to an offer of new shares or convertible Securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution. Pre-emption rights of Members
15. Subject to the provisions of the Act, the Central Depositories Act and the CD Rules, the Company shall issue, allot Securities and despatch notices of allotment to the allottee and make an application for the quotations of such Securities:-

- 15.1 within eight (8) Market Days of the final applications closing date for a public issue; or
- 15.2 within eight (8) Market Days of the final applications closing date for a rights issue; or
- 15.3 within eight (8) Market Days of the book closing date for a bonus issue; or
- 15.4 within eight (8) Market Days of the date of receipt of a notice of the exercise of an option together with the requisite payment for a share scheme for employees; or
- 15.5 within eight (8) Market Days of the date of receipt of a subscription form together with the requisite payment for conversion or exercise in respect of convertible Securities; or
- 15.6 such other period as may be prescribed under the Listing Requirements or by the Stock Exchange from time to time.

Subject to the Listing Requirements and notwithstanding the existence of a resolution pursuant to Section 76 of the Act, the Company shall not issue any shares or convertible Securities if the total number of those shares or convertible Securities when aggregated with the total number of any such shares or convertible Securities issued during the preceding twelve (12) months, exceed ten per cent (10%) of the total number of issued shares of the Company, except where the shares or convertible Securities are issued with the prior approval of the Company in general meeting of the precise terms and conditions of the issue.

16. The Company (or the Directors on behalf of the Company) may exercise the powers of paying commissions conferred by Section 80 of the Act, provided that the commission paid or agreed to be paid shall not exceed ten per cent (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. Power of paying commission
17. Subject to the restrictions and requirements in Section 130 of the Act being observed, where any shares 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 lengthened period, the Company may pay returns on the amount of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in the Act, and may charge the same to share capital as part of the cost of construction or provision. Shares issued for the purposes of raising money for the construction of works or building
18. Except as authorised by law, no person shall be recognised by the Company as holding any Securities upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any Securities or (except only as by this Constitution, the CD Rules or by law otherwise provided) any interest in any fractional part of a Security or any other right in respect of any Securities, except an absolute right to the entirety thereof in the registered holder. Trust not to be recognised

19. The Company shall not be bound to register more than three (3) persons as the holders of any share except in the case of executors or administrators of the estate of a deceased Member.
20. The Company must not cause or authorise its share registrars to cause the allottees to be credited with the additional Securities until after the Company has filed with the Stock Exchange any applications for listing such additional Securities and has been notified by the Stock Exchange that the additional Securities had been authorised for listing. Crediting
Securities after
Stock
Exchange filing
21. Unless otherwise provided in the Act, the Company shall not - Financial
assistance
- 21.1 give any financial assistance, whether directly or indirectly and whether by means of a loan, guarantee or provision of security or otherwise, for the purpose of or in connection with a purchase or subscription made or to be made by any person for any shares in the Company or any shares in the holding company, if any, of the Company;
- 21.2 in any way purchase, deal in or lend money on its own shares; or
- 21.3 give financial assistance, directly or indirectly for the purpose of reducing or discharging the liability, if a person has acquired shares in the Company or its holding company, if any, and the liability has been incurred by any person for the purpose of the acquisition of the shares.

The Company must comply with the relevant requirements of the Act and the Listing Requirements if it proposes to give financial assistance or purchase or deal in or lend money on its own shares in any manner which is permitted under the Act and the Listing Requirements.

MODIFICATION OF RIGHTS

22. Subject to Rule 8.3, if the share capital is divided into different classes of shares, the rights attached to any class may be varied by a written consent representing not less than seventy five per centum (75%) of the total voting rights of the shareholders in that class, or by a Special Resolution passed by shareholders in that class sanctioning the variation. Variation of
shareholders'
rights
23. For the purposes of Rule 22 –
- 23.1 any amendment of a provision contained in the Constitution for the variation of the rights attached to a class of shares or the rights of a class of Members, or the insertion of any such provision into the Constitution, is itself to be treated as a variation of those rights;
- 23.2 references to the variation of rights attached to a class of shares or the rights of a class of Members include an abrogation of those rights; and

- 23.3 the issue by the Company of any preference shares ranking equally with existing preference shares issued by the Company shall be deemed to be a variation of the rights attached to those existing preference shares unless the issue of preference shares was authorised by the terms of issue of the existing preference shares or by this Constitution in force at the time the existing preference shares were issued.
24. The provisions of the Act and this Constitution relating to general meetings shall apply to a meeting of holders of a class of shares convened to sanction a variation of class rights but the quorum shall be -
- 24.1 for a meeting other than an adjourned meeting, two (2) persons present holding at least one-third (1/3) of the number of issued shares of that class, excluding any shares of that class held as treasury shares; and
- 24.2 for an adjourned meeting, one (1) person present holding shares of such class.
25. For the purposes of Rule 24, where a person is represented by a proxy or proxies, he is treated as holding only the shares held in respect of which the proxy or proxies are authorised to exercise voting rights.
26. At a variation of class rights meeting, any holder of shares of such class or any Member present in person or by proxy, as the case may be, may demand a poll.
27. A variation of class rights shall take effect in accordance with the Act.
28. The Company shall have the power to issue further preference capital ranking equally with or in priority to preference shares already issued.
- Quorum for sanctioning variation of class rights
- Shareholders represented by proxy
- Demanding a poll
- Special rights of shares

ALTERATION OF CAPITAL

29. Subject to the Listing Requirements, the Company may alter its share capital in any one or more of the following ways by passing a Special Resolution to –
- 29.1 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;
- 29.2 convert all or any of its paid-up shares into stock and reconvert that stock into fully-paid shares;
- 29.3 subdivide its shares or any of its 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; or
- 29.4 reduce its share capital in any manner subject to the requirements and consents required, and with any incident authorised, under the Act and Listing Requirements.
- Alteration of capital by Special Resolution

CALLS ON SHARES

30. The Directors may from time to time make calls upon the Members in respect of any monies unpaid on their shares, provided that (except as otherwise fixed by the terms of issue) no call on any share shall exceed one-fourth (1/4) of the issued price of the share or be payable at less than two (2) months from the last call; and each Member shall (subject to his being given at least one (1) months' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. Directors discretion to make calls
31. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be made payable by instalments. A call may be revoked or postponed as the Directors may determine. Call deemed made
32. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof. Joint holders jointly and severally liable to payment
33. 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 compensation on that sum that day to the time of actual payment at such rate, not exceeding eight per cent (8%) per annum as the Directors determine but the Directors shall be at liberty to waive payment of such compensation wholly or in part. Compensation for late payment of calls
34. 34.1 Any sum which by the terms of issue of a share becomes payable upon allotment or at any fixed rate, shall, for all purposes of this Constitution, be deemed to be a call duly made and payable on the date on which, by the terms of issue, the same becomes payable and in case of non-payment all the relevant provisions of this Constitution as to payment of compensation and expenses, forfeiture and otherwise shall as if such sum had become payable by virtue of a call duly made and notified. Evidence in action for call
- 34.2 On the trial or hearing of any action for the recovery of any money due for any call, it shall be sufficient to prove that the name of the Member sued is entered in the Register of Members or is recorded in the Record of Depositors as the holder of the shares in respect of which such debt accrued, that the resolution making the call is duly recorded in the minutes book, and that the notice of such call was duly given to the Member sued in pursuance of this Constitution; and it shall not be necessary to prove the appointment of the Directors who made such call, nor that the meeting at which any call made was duly convened and constituted nor any other matters whatsoever, and the proof of the matters aforesaid shall be conclusive evidence of the debt.
35. The Director may on the issue of shares differentiate between the holders in the amount of calls to be paid and the times of payment. Arrangements for calls on shares

36. The Directors may, if they think fit, receive from any Member all or any part of the monies uncalled and unpaid upon any shares held by him, and upon all or any of the monies so advanced may (until the same would but for such advance become presently payable) pay a return at such rate, not exceeding (unless the Company in general meeting shall otherwise direct) eight per cent (8%) per annum, as may be agreed upon between the Directors and the Member. Capital paid on shares in advance of calls shall not confer a right to participate in profits.
- Payment of calls in advance

FORFEITURE

37. If a Member fails to pay in full any call or instalment of a call on the day appointed for payment thereof, the Directors may at any time thereafter whilst any part of such call or instalment remains unpaid, serve a notice on him or on the person entitled to the shares by transmission requiring payment of so much of the call or instalment as is unpaid, together with any compensation which may have accrued.
- Notice to pay calls
38. The notice shall name a further day (not being less than fourteen (14) days from the date of service of the notice) on or before which and the place where the payment required by the notice is to be made, and shall state that, in the event of non-payment at or before the time and at the place appointed, the shares on which the call was made will be liable to be forfeited.
- Period of notice
39. If the requirements of any such notice are not complied with, any share in respect of which the notice has been given may, at any time thereafter before payment as required by such notice has been made and subject to the Act, the Central Depositories Act and the CD Rules, be forfeited by a resolution of the Directors to that effect. 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, notice of the forfeiture shall forthwith be given to the Central Depository and to the person who was the holder of the share, within fourteen (14) days of the forfeiture.
- Forfeiture for non-payment
40. Subject to the Central Depositories Act and the CD Rules, a forfeited share may be re-allotted or re-issued, either to the person who was before forfeiture the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit, and at any time before re-allotment or re-issue the forfeiture may be cancelled on such terms as the Directors think fit.
- Share forfeited may be re-allotted or re-issued
41. A Member whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all monies which at the date of forfeiture were presently payable by him to the Company in respect of the shares, together with compensation at a rate of eight per cent (8%) per annum from the date of forfeiture until payment in full of all such money in respect of the shares but the Directors shall be at liberty to waive payment of such compensation wholly or in part.
- Liability on forfeiture

42. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company, and that a share has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, and such declaration and the receipt of the Company for the consideration (if any) given for the share on the re-allotment or re-issue thereof shall constitute a good title to the share, and subject to the Central Depositories Act and the CD Rules, the person to whom the share is re-allotted or re-issued shall be registered as the holder thereof, and his title to the share shall not be affected by any irregularity or invalidity in the proceedings relative to the forfeiture, re-allotment or re-issue of the share. Subject to any lien for sums not presently payable, if any, any residue of the proceeds of re-allotment or re-issue of shares which are forfeited after the satisfaction of the unpaid calls or instalments payable and accrued compensation, shall be paid to the person entitled to the shares immediately before the forfeiture thereof or to his executors, administrators, or assignees or as he directs.
- Statutory declaration as conclusive evidence and sale of shares forfeited
43. The provisions of Rules 37 to 42 above shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable to the company at a fixed date, as if the shares had been payable by virtue of a call duly made and notified.
- Application of forfeiture provision

LIEN

44. Subject to the Act, the Central Depositories Act and the CD Rules, the Company shall have a first and paramount lien on every share (not being a fully paid share) and the dividends from time to time declared on such shares. The Company's lien on shares and dividends shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid, and to such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of the Member or deceased Member.
- Lien on shares and dividends
45. Subject to the Act, the Central Depositories Act and the CD Rules, 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 or bankruptcy.
- Power to enforce lien by sale
46. To give effect to any such sale, the Directors may authorise some person to transfer subject to the Act, the Central Depositories Act and the CD Rules, the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable and any residue shall be paid to the person entitled to the share at the date of the sale, subject to a similar lien for the sums not presently payable which exists over the shares before the sale.
- Application of proceeds of sale

TRANSFER OF SHARES

- | | | |
|-----|--|---|
| 47. | Subject to this Constitution, the CD Rules and except as may be required by law, there shall be no restriction on the transfer of fully paid-up Listed Securities in the Company. | No restriction on transfer of fully paid up Listed Securities |
| 48. | The transfers of any Listed Securities or class of Listed Securities in the Company shall be by way of book entry by the Central Depository in accordance with the CD Rules and, notwithstanding Sections 105, 106 or 110 of the Act, but subject to Section 148(2) of the Act and any exemptions that may be made from compliance with Section 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the Listed Securities. | Transfer of Securities |
| 49. | The Central Depository may refuse to register any transfer of Deposited Securities if it does not comply with the Central Depositories Act or the CD Rules. | Refusal to register |
| 50. | Neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of Listed Securities 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 Listed Securities 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 transferee, his executors, administrators and assignees, subject to compliance with the Act, the Central Depositories Act and the CD Rules, alone shall be entitled to be recognised as the holder of such Listed Securities and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto. | Company and Directors not liable if transfer of Securities inoperative due to fraud |
| 51. | Registration of transfers may be suspended at such times 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 the aggregate in any calendar year. Ten (10) Market Days' (or such other minimum period as may be prescribed by the Stock Exchange) notice of intention of such suspension or of any books closing date shall be published in a daily newspaper circulating in Malaysia and notice in writing shall also be given to the Stock Exchange. The said notice shall state the purpose or purposes for the suspension or books closing. In relation to the suspension or books closing, the Company shall give written notice to the Central Depository to issue the appropriate Record of Depositors in accordance with the Central Depositories Act and the CD Rules within such time as is required by the Central Depository to enable the Central Depository to issue the relevant Record of Depositors. | Suspension of registration of transfers |
| 52. | The transfer of Securities other than Listed Securities shall be in accordance with the Act. | |

TRANSMISSION OF SHARES

53. In case of the death of a Member or debenture holder, the persons recognised as having any title to his interest in the shares or debentures shall be –
- 53.1 where the deceased was a sole holder, the legal personal representatives; and
- 53.2 where the deceased was a joint holder, the survivor,
- but nothing in this Rule shall release the estate of the deceased joint holder from any liability in respect of any share or debenture which had been jointly held by him with other persons.
54. 54.1 A person to whom the right to shares or debentures are transmitted by operation of law may elect –
- (a) to be registered as a shareholder or debenture holder in respect of the shares or debentures by written notice to the Company and to the Central Depository; or
- (b) to have another person registered as a shareholder or debenture holder in respect of the shares or debentures and testify such election by executing to that person a transfer of those shares or debentures, as the case may be.
- 54.2 All limitations, restrictions and provisions of this Constitution, the CD Rules, the Act and the Listing Requirements in relation to the right to transfer and the registration of transfers of shares and debentures shall apply to any notice or transfer of shares or debentures as if the death or bankruptcy of the shareholder or debenture holder had not occurred and the notice or transfer were signed by that shareholder or debenture holder.
- 54.3 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.
- 54.4 Subject to the provisions of this Constitution, the CD Rules, the Act and the Listing Requirements, the Company shall register the person as a shareholder or debenture holder of the Company within sixty (60) days from receiving the notification.
- 54.5 The registration of a transmission of shares or debenture under this Constitution shall entitle the registered holder to the same dividends and other advantages and to the same rights in relation to meetings of the Company or to voting or otherwise.
55. Subject to the Act, the Central Depositories Act and the CD Rules, fees may be charged by the Company or the Central Depository in respect of the registration of any instrument of transfer or probate or letters of administration or certificate of marriage or death or a stop notice or power of attorney or other document relating to or affecting the title to any Listed Securities or otherwise for making an entry in the Register of Members

or Record of Depositors affecting the title to any Listed Securities but only to the extent permitted by law.

- | | | |
|------|--|-----------------------------|
| 56. | Where:- | Effect of secondary listing |
| 56.1 | the Securities of the Company are listed on another stock exchange; and | |
| 56.2 | the Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29 of the Securities Industry (Central Depositories) Act 1998, as the case may be, under the CD Rules in respect of such Securities, the Company shall, upon request of a Securities holder, permit a transmission of Securities held by such Securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the other stock exchange, to the register of holders maintained by the registrar of the Company in Malaysia and vice versa provided that there shall be no change in the ownership of such Securities. | |

CONVERSION OF SHARES INTO STOCK

- | | | |
|-----|--|---|
| 57. | The Company may by Special Resolution convert any paid-up shares into stock and reconvert any stock into paid-up shares of any number. | Conversion of shares into stocks |
| 58. | The stockholders may transfer the stocks or any part of the stocks in the same manner as the transfer of shares from which the stock arose may, before the conversion, have been transferred or 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. | Holder of stocks may transfer their interests |
| 59. | The stockholders shall, according to the amount of the stock held by the stockholders, have the same rights, privileges and advantages with regards dividends, voting at meetings of the Company and other matters as if the stockholders held the shares from which the stock arose. Notwithstanding, no privilege or advantage except participation in the dividends and profits of the Company and in the assets on winding up shall be conferred by any such part of stock which would not, if existing in shares, have conferred that privilege or advantage. | Participation in dividends and profits |
| 60. | Any reference in the Act and this Constitution applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" shall include "stock" and "stockholder" respectively. | Application of this Constitution |

INCREASE OF CAPITAL

- | | | |
|-----|--|---|
| 61. | The Company in general meeting may from time to time by Ordinary Resolution increase its capital by such sum, to be divided into shares as the resolution shall prescribe. | Increase of share capital |
| 62. | 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 pursuant to issuance of new shares |

PURCHASE OF OWN SHARES

63. Subject to the Act, Central Depository Act, CR Rules and this Constitution, the Company may, with the sanction of an Ordinary Resolution of the Members in general meeting, purchase its own shares. Company may purchase its own shares
64. The Company shall not purchase its own shares unless— Conditions for purchasing own shares
- 64.1 the Company is solvent at the date of the purchase and will not become insolvent by incurring the debts involved in the obligation to pay for the shares so purchased;
- 64.2 the purchase is made through the stock exchange on which the shares of the Company are quoted and in accordance with the relevant rules of the stock exchange; and
- 64.3 the purchase is made in good faith and in the interests of the Company.
65. Notwithstanding sub-Rule 64.2, the Company may purchase its own shares otherwise than through a Stock Exchange if the purchase is— Purchase of own shares otherwise than through a Stock Exchange
- 65.1 permitted under the relevant rules of the Stock Exchange; and
- 65.2 made in accordance with such requirements as may be determined by the Stock Exchange.

GENERAL MEETINGS

66. The Company shall hold a general meeting in every calendar year, which shall be held within six (6) months of the Company's financial year end and not more than fifteen (15) months after the last preceding Annual General Meeting, at such time and place as may be determined by the Directors, in addition to any other meetings held during that period, to transact the following business: Annual General Meeting
- 66.1 the laying of audited financial statements and the reports of the Directors and auditors;
- 66.2 the election of Directors in place of those retiring;
- 66.3 the appointment and the fixing of the fees and benefits of Directors; and
- 66.4 any resolution or other business of which notice is given in accordance with the Act or this Constitution.
67. The above-mentioned general meetings shall be called an Annual General Meeting. All other meeting of Members shall be called Extraordinary General Meetings. General Meetings

68. A meeting of Members may be convened by –
- 68.1 the Board; or
- 68.2 any Member holding at least ten per centum (10%) of the issued share capital of the Company.
69. The Directors shall call a meeting of Members once they receive a requisition to do so from Members representing at least ten per centum (10%) of the paid up capital of the Company carrying the right of voting at meetings of Members of the Company.
70. The requisition referred to in Rule 69 –
- 70.1 shall be in hard copy or electronic form;
- 70.2 shall state the general nature of the business to be dealt with at the meeting;
- 70.3 may include the text of a resolution that may properly be moved and is intended to be moved at the meeting; and
- 70.4 shall be signed or authenticated by the person making the requisition.
71. For the purposes of Rule 69, the right of voting shall be determined as at 5.00 p.m. on the date the requisition is deposited with the Company.
72. The Directors shall –
- 72.1 call for the meeting within fourteen (14) days from the date of the requisition under Rule 69; and
- 72.2 hold the meeting on a date which is not more than twenty eight (28) days after the date of the notice to convene the meeting.
73. If the requests received by the Company identify a resolution intended to be moved at the meeting, the notice shall include the text of the resolution.
74. If the resolution is to be proposed as a Special Resolution, the Directors shall be considered as not having duly called for the meeting if the notice of the resolution is not given in accordance with section 292 of the Act.
75. If the Directors are required to call a meeting of Members under Rule 69 and do not do so in accordance with Rule 72, the Members who requisitioned the meeting or any number of Members representing more than one half (1/2) of the total voting rights of all of the Members who requisitioned, may call for a meeting of Members. The meeting shall be convened by the Members on a date not more than three (3) months after the date on which the Directors received a requisition under Rule 69 to call for a meeting of Members.
76. Any reasonable expenses incurred by the Members requisitioning the meeting by reason of the failure of the Directors to call a meeting shall be reimbursed by the Company.

77. The Company may convene a meeting of Members at more than one venue using any technology or method that enables the Members of the Company to participate and to exercise the Members' right to speak and vote at the meeting. The main venue of the meeting shall be in Malaysia and the chairman shall be present at the main venue.

NOTICE OF GENERAL MEETINGS

78. Subject to the Act, the notices convening a meeting of Members shall be given to all Members at least fourteen (14) days before the meeting or at the least twenty-one (21) days before the meeting where any Special Resolution is to be proposed or where it is an Annual General Meeting. Every notice of meeting shall specify the place, day and time 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 notice 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 a Special Resolution. At the same time as Members are notified, such notice shall be advertised in at least one nationally circulated Bahasa Malaysia or English daily newspaper and shall be sent to each stock exchange upon which the Company is listed and to the Auditors. The Company shall request the Central Depository in accordance with the CD Rules to issue a Record of Depositors to whom notices of general meetings shall be given by the Company. Notice of Meetings
79. Provided also that the accidental omission to give notice of any meeting to, or the non-receipt of notice by any person entitled thereto shall not invalidate the proceedings at any General Meeting.
80. An Annual General Meeting may be called by a notice shorter than the period specified in Rule 78 if agreed by all the Members entitled to attend and vote at the meeting.
81. A meeting of Members other than an Annual General Meeting may be called by a notice shorter than the period specified in Rule 78 if-
- 81.1 agreed to by the majority in number of Members entitled to attend and vote at the meeting; and
- 81.2 the majority of Members specified in Rule 81.1 above hold not less than ninety-five per centum (95%) of the number of shares giving a right to attend and vote at the meeting.
82. Where special notice is required of a resolution under the Act, the resolution shall not be effective unless notice of intention to move such resolution is given to the Company at least twenty eight (28) days before the meeting at which it is to be moved. Where practicable, the Company shall give its Members notice of any such resolution in the same manner and at the same time as it gives notice of the meeting. Where it is not practicable to do so, the Company shall give notice of the resolution to the Members at least fourteen (14) days before the meeting by sending it –

- 82.1 personally or by post to the address as appearing in the Record of Depositors; or
- 82.2 in electronic form to the electronic address provided by the Member to the Company for such purpose as appearing in the Record of Depositors or by publishing on the Company's website or via short messaging service or any other electronic platform(s). If the notice of meeting is published on the Company's website, a notification shall be given in accordance with Rule 86.
83. Notice of a meeting of Members must be given to every Member, Director and auditor of the Company. For the purposes of this Rule, the reference to a 'Member' includes any person who is entitled to a share in consequence of the death or bankruptcy of a Member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting and the Company has been notified of the person's entitlement in writing.
84. Notice of a meeting of Members of the Company shall state –
- 84.1 the place, day, date and time of the meeting; and
- 84.2 the general nature of the business of the meeting.
- The notice of meeting of Members may include the text of any proposed resolution and other information as the Directors deem fit.
85. Notice of meeting of Members –
- 85.1 given in hard copy shall be sent to any Member either personally or by post to the address as appearing in the Record of Depositors; or
- 85.2 given in electronic form shall be transmitted to the electronic address provided by the Member to the Company for such purpose as appearing in the Record of Depositors or by publishing on the Company's website or via short messaging service or any other electronic platform(s).
86. Where notice of a meeting of Members either under the general meeting specified in Rules 82 and 85 is given by the Company by publishing on the Company's website or any other electronic platform(s), the Company must notify a Member of the publication of the notice on the website and such notification shall be in writing and be given in hard copy or electronic form stating –
- 86.1 that it concerns a meeting of Members;
- 86.2 the place, day, date and time of the meeting; and
- 86.3 whether the meeting is an Annual General Meeting.

The notice shall be made available on the website from the date that notice is given under this Rule until the conclusion of the meeting.

87. In the case of joint-holders of a share, the notice, whether in hard copy or by electronic form, must be given to the joint-holder whose name appears first in the Register.
88. When a meeting of Members is adjourned for thirty (30) days or more, notice of adjourned meeting shall be given in the same manner as in the case of the original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjourned meeting or the business to be transacted at such meeting.
89. Notice of a meeting of Members shall –
- 89.1 be in writing and shall be given to the Members either in hard copy, or in electronic form, or partly in hard copy and partly in electronic form.
- 89.2 state prominently –
- (a) that a Member shall be entitled to appoint one or more persons as his proxy to exercise all or any of the Member's rights to attend, participate, speak and vote at a meeting of Members of the Company;
- (b) that a Member who appoints more than one proxy in relation to a meeting must specify the proportion of the Member's shareholding to be represented by each proxy; and
- (c) the place at which the instrument of proxy is to be deposited.

PROCEEDINGS AT GENERAL MEETINGS

90. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all business that is transacted at an Annual General Meeting with the exception of sanctioning dividends, the consideration of the accounts and balance sheet, the reports of the Directors and auditors and any other documents annexed to the balance sheet, 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 fees and benefits to the Directors. Any person entitled to be present and vote at a meeting may submit any amendment to any resolution provided that at least five (5) clear 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 amendment and stating his intention to submit the same. Special business
91. 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. For the purposes of constituting a quorum, one (1) or more representatives appointed by a corporation shall be counted as one (1) Member or one (1) or more proxies appointed by a person shall be counted as one (1) Member. The Company shall inform the Central Depository of the dates of general meetings and shall request the Central Quorum

Depository in accordance with the CD Rules, to issue the General Meeting Record of Depositors. Subject to the Securities Regulations (where applicable), a Depositor shall not be regarded as a Member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.

92. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of or by 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, day, 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 fifteen (15) minutes after the time appointed for holding the meeting, the Members present in person or by proxy, not being less than two (2), shall be a quorum. Proceeding of quorum not present
93. The chairman (if any) of the Board or in his absence the deputy chairman of the Board shall preside as chairman at every general meeting of the Company. If there is no such chairman or deputy chairman or if at any meeting the chairman or the deputy chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the meeting shall choose one Director to be chairman, and if no Director is present or if all the Directors present decline to take the chair, the meeting shall choose one Member present to be chairman. Chairman of general meeting
94. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) by a show of hands or by way of polls adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of 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. Chairman may adjourn meeting and notice of adjournment to be given
95. Subject to any express requirement of the Listing Requirements, at any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by either:- Voting on resolution
- 95.1 the chairman; or
- 95.2 not less than three (3) Members present in person or by proxy and entitled to vote; or
- 95.3 a Member or Members present in person or by proxy and representing not less than one-tenth (1/10) of the total voting rights of all the Members having the right to vote at the meeting; or

95.4 a Member or Members present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth (1/10) of the total sum paid up on all the shares conferring that right.

A demand for a poll may be withdrawn. Unless a poll be so demanded (and the demand be not withdrawn) a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority or lost, and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

96. Any resolution set out in the notice of any general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting shall be voted on by poll. Resolutions in notice of general meeting to be voted on by poll
97. If a poll be duly demanded (and the demand be not withdrawn), it shall, subject to the Act, be taken in such manner (including the use of ballot or voting papers or tickets) as the chairman may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The chairman may (and if so requested shall) adjourn the meeting to some place and time fixed by him for the purpose of taking and declaring the result of the poll. Taking of poll
98. The Company must appoint at least one (1) scrutineer to validate the votes cast by poll at the general meeting. Such scrutineer must not be an officer of the listed issuer or its related corporation, and must be independent of the person undertaking the polling process. If such scrutineer is interested in a resolution to be passed at the general meeting, the scrutineer must refrain from acting as the scrutineer for that resolution. Appointment of scrutineer
99. A poll demanded on the election of the chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place as the chairman directs.
100. 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 and it may be withdrawn at any time before the poll is taken. A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made. Continuance of meeting of other business

VOTES OF MEMBERS

101. A Member who is entitled to attend and vote at a general meeting in person or by proxy shall have – Voting by Members
- 101.1 On a resolution to be decided on a show of hands, one (1) vote;
and

- 101.2 On a resolution to be decided by poll, one (1) vote in respect of each share held by him; and
- 101.3 Where the capital of the Company consists of shares of different monetary denominations, the voting rights shall be prescribed in such a manner that each unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such right is exercisable.
102. On a poll taken at a meeting of Members, a Member entitled to more than one vote need not use all his votes or cast all the votes he uses on a poll in the same way.
103. Notwithstanding Rule 101, no Member shall be entitled to vote at a general meeting unless all calls or other sums presently payable by the Member in respect of his shares has been paid.
104. A Member of the Company entitled to attend and vote at a meeting of the Company, or at a meeting of any class of Members of the Company, shall be entitled to appoint any person as his proxy to exercise all or any of his rights to attend, participate, speak and vote instead of the Member at a general meeting. There shall be no restriction as to the qualification of the proxy. A Member who appoints more than one (1) proxy in relation to a general meeting must specify the proportion of his shareholding represented by each proxy. The appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy. Appointment of proxy
105. Subject to Rules 106 and 112, a Member shall not be entitled to appoint more than two (2) proxies to attend and vote at a meeting of the Company instead of him.
106. Subject to Rule 112, where a Member is an Authorised Nominee, he may appoint not more than two (2) proxies in respect of each Securities Account he holds with ordinary shares of the Company standing to the credit of the said Securities Account to attend and vote at a meeting of the Company instead of him.
107. Where a Member entitled to vote on a resolution has appointed a proxy, the proxy shall only be entitled to vote on a show of hands if he is the only proxy appointed by the Member. A proxy shall be entitled to vote on a show of hands on any question at any general meeting.
108. Where a Member entitled to vote on a resolution has appointed more than one (1) proxy –
- 108.1 the proxies shall only be entitled to vote on a poll; and
- 108.2 the appointment shall not be valid unless he specifies the proportions of his shareholding to be represented by each proxy.
109. The appointment of a proxy to vote on a matter at a general meeting authorises the proxy to demand, or join in demanding, a poll on that matter.

110. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The Directors may require evidence of the authority of any such attorney or officer. The instrument appointing a proxy shall be in the form as determined by the Directors from time to time. Unless the contrary is stated thereon an instrument appointing a proxy, whether in the usual common form or not, shall be valid for any adjournment of the meeting as for the meeting to which it relates.
111. Termination of a person's authority to act as proxy is upon the Company or the appointed share registrar of the Company receiving a notice of termination at least forty-eight (48) hours before the commencement of a meeting of Members or an adjourned meeting of Members.
112. Where a Member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds PROVIDED THAT each Beneficial Owner of ordinary shares, or where the ordinary shares are held on behalf of joint Beneficial Owners, such joint Beneficial Owners, shall only be entitled to instruct the Exempt Authorised Nominee to appoint not more than two (2) proxies to attend and vote at a general meeting of the Company instead of the Beneficial Owner or joint Beneficial Owners. An Exempt Authorised Nominee refers to an authorised nominee defined under Central Depositories Act which is exempted from compliance with the provisions of Subsection 25A (1) of Central Depositories Act.
113. The joint holders of shares of the Company shall be considered as one (1) shareholder. Accordingly –
- 113.1 if the joint holders purport to exercise the power in the same way, the power is treated as exercised in that way; or
- 113.2 if the joint holders do not purport to exercise the power in the same way, the power is treated as not exercised.
114. Subject to any express requirement of the Listing Requirements, 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 by proxy or attorney provided that such evidence as the Directors may require of the authority of the person claiming the right to vote shall be deposited at the registered office not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting.
115. Any person entitled under the transmission Rules of this Constitution 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 at least before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares

Votes of joint holders of shares

Vote of Members of unsound mind

unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.

116. A Member of the Company shall be entitled to be present and to vote at any general meeting in respect of any share or shares upon which all calls due to the Company have been paid and no Member shall be entitled to be present and vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid. Voting allowed if shares have been paid up
117. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive. Objection to qualification of voter to be raised at meeting or adjourned meeting
118. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office or at such other place as is specified for that purpose in the notice convening the meeting not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. Instrument of appointment of proxy
119. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation (in accordance with Rule 111) or transfer shall have been received by the Secretary before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES

120. Any corporation which is a Member may by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representatives at a particular meeting or at all meetings of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of such corporation which he represents as that corporation could exercise if it were an individual Member of the Company. Corporations to be represented by representatives at meeting of Members
121. If the corporation authorises more than one person as its representative, every one of the representatives is entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if every one of the representatives was an individual Member of the Company.
122. A member shall be entitled to appoint up to two (2) corporate representatives.

123. If the corporation authorises more than one person and more than one of the representatives purport to exercise the power under Rule 121 above-
- 123.1 if the representatives purport to exercise the power in the same way, the power is treated as exercised in that way; or
- 123.2 if the representatives do not purport to exercise the power in the same way, the power is treated as not exercised.
124. The authority given by a corporation to a representative may be for a particular general meeting or for all meetings of the Company. In the case of the latter, the person authorised shall be entitled to exercise his powers on behalf of the corporation until his authority is revoked by the corporation.
125. A certificate of authorisation by a corporation shall be prima facie evidence of the appointment or revocation of the appointment, as the case may be.
- Exercising of power by corporate representatives
- Certificate of authorisation prima facie evidence of appointment

DIRECTORS

126. The Company shall have at least two (2) and not more than fifteen (15) Directors. Each Director must be a natural person who is at least eighteen (18) years of age. Subject to the Listing Requirements and any vacancy arising, at least two (2) Directors or half of the Board of Directors, whichever is higher, shall be Independent Directors.
127. 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 Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with this Constitution. Any Director so appointed shall hold office only until the conclusion of the next Annual General Meeting and shall be eligible for re-election at such meeting. A Director retiring under this Rule shall not be taken into account in determining the Directors or the number of Directors to retire by rotation at such meeting.
128. 128.1 The fees and benefits payable to Directors shall be subject to annual shareholder approval at a general meeting and shall not be increased except pursuant to a resolution passed at a general meeting, where the notice of the proposed increase has been given in the notice convening the meeting. The Directors may also be reimbursed for all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board or any committee of directors or general meetings of the Company or in connection with the business of the Company.
- 128.2 Fees payable to non-executive Directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover. Salaries payable to executive Directors may not include a commission on or percentage of turnover.
- Number and appointment of Directors
- Fees and benefits of Directors

- 128.3 An Alternate Director shall not be entitled to receive any fees, compensation or benefits other than out of the fees and benefits of the Director who appointed him.
129. Subject to Rule 128, any Director who by request of the Board serves on any committee or performs special services for any purposes of the Company may be paid such extra fees and benefits (subject to any other provisions of this Constitution) as the Board may determine. Extra fees and benefits for performing special services
130. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any general meeting of, and at any separate meeting of, the holders of any class of shares in the Company.
131. The Directors may establish and maintain or provide or procure the establishment and maintenance of any non-contributory or contributory pension, provident or superannuation funds or other pension funds or such other funds as the Board may deem fit and to make or establish such arrangements or schemes for the benefit of and to give or procure the giving of donations, gratuities, pensions, allowances, emoluments or other moneys to or for the benefit of any persons who are or were at any time in the employment or service of the Company or its predecessors in business or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such other company, as the Company deems fit, or who are or were at any time Directors or officers of the Company or of any other company as aforesaid and holding or who held any salaried employment or office in the Company or such predecessors or other company and the wives, widows, families and dependants of any such persons, and make payments for or towards the insurance of any such persons as aforesaid, and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect thereto being disclosed to the Members and to the proposal being approved by the Company by Ordinary Resolution, a Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument. A Director may be counted in the quorum present at a meeting upon the consideration of a motion in respect of any matter referred to in this Rule but may not vote as a Director upon any resolution in respect of any such matter if he is personally interested in such matter. Power to establish and maintain pensions and funds
132. 132.1 Subject to the Act and the Listing Requirements, 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 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 Contracts or arrangements which Directors are interested

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 vote at any meeting of the Board 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.

- 132.2 A general notice in writing, which complies with Section 221(4) and (5) 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.
133. Subject to Rule 132.1 and the Listing Requirements, any Director may continue to be or become a director, managing director, manager or other officer or Member of any other corporation in which the Company may be interested, and no such Director shall be accountable for any fees and benefits received by him as a director, managing director, manager or other officer or member of any such other corporation. The Directors may exercise the voting power conferred by the shares in any 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 as directors, managing directors, managers or other officers of such corporation, or providing for the payment of fees and benefits to the directors, managing directors, managers or other officers of such corporation), and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be, or be about to be, appointed a director, managing director, manager or other officer of such other corporation and as such is or may become interested in the exercise of such voting rights in manner aforesaid, provided always that no Director shall vote (or be counted in the quorum) in respect of a resolution concerning his own appointment in this Company.

MANAGING AND EXECUTIVE DIRECTORS

134. The Board may, from time to time, appoint one or more of its body to the office of managing director which term shall be deemed to include the Group Chief Executive or the designation of the Company's Chief Executive Officer for such period and on such terms as the Board thinks fit and may revoke any such appointment. Appointment of Managing Director
135. The Board may entrust to and confer upon a managing director any of the powers exercisable by the Board upon such terms and conditions and with such restrictions as the Board may think fit, and either collaterally with or to the exclusion of the Board's own powers, and may from time to time revoke, withdraw, alter or vary all or any of those powers. The managing director or a person holding an equivalent position shall be subject to the control of the board of directors. Powers of Managing Directors

136. The appointment of the managing director shall be determined *ipso facto* if he ceases from any cause to be a Director or (subject to the terms of any contract between him and the Company) if the Board resolves that his term of office as managing director be determined.
137. Notwithstanding any provision in this Constitution relating to retirement of Directors, a Director appointed to the office of managing director shall, while holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors and his tenure of the office or employment by virtue whereof he is an executive director shall not be determined by reason only of his ceasing for any reason to be a Director, but (subject to the terms of any contract between him and the Company) may be determined at any time by resolution of the Directors. Managing Director is subject to retirement by rotation
138. A managing director shall, subject to the Act and the terms of any agreement entered into in any particular case, receive such fees and benefits, whether by way or salary, commission, or participation in profits, or partly in one way and partly another, as the Board may determine. Fees and benefits of Managing Director

APPOINTMENT AND RETIREMENT OF DIRECTORS

139. 139.1 The office of Director shall be vacated if the person holding that office: Office of a Director
- (a) (not being a Managing Director holding office as such for a fixed term) resigns his office by notice in writing to the Company at its registered office;
 - (b) has retired in accordance with this Constitution but is not re-elected;
 - (c) is removed from office in accordance with the provisions of this Constitution;
 - (d) becomes disqualified from being a director under sections 198 or 199 of the Act;
 - (e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Mental Health Act 2001;
 - (f) dies; or
 - (g) is so removed by Ordinary Resolution at a general meeting.
- 139.2 A Director of the Company shall not resign or vacate his office if by his resignation or vacation from office, the number of Directors of the Company is reduced below two (2). Any purported resignation or vacation of office by a Director in contravention of this Rule shall be deemed to be ineffective unless a person is appointed in his place.

140. An election of Directors shall take place each year. At least one-third (1/3) of the Directors for the time being shall retire from office at each Annual General Meeting. A Director retiring at a general meeting shall retain office until the conclusion of the meeting. All Directors shall retire from office once at least in each three (3) years. A retiring Director shall be eligible for re-election. Election of Directors
141. The Company at the meeting at which a Director retires may appoint any person who is not disqualified under the Act to fill in the vacancy, and if no appointment was made to fill the vacancy and the retiring director seeks re-election, the director will only be re-elected if a resolution for re-election of that director is put to the meeting and passed.
142. No person not being a retiring Director shall be eligible for election to the office of Director at any general meeting unless some Member intending to propose him has, at least eleven (11) clear days prior to the date of the meeting, left at the registered office of the Company a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such Member to propose him for election; provided that in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary, and notice of each and every candidature for election to the Board shall be served on the registered holders of shares at least seven (7) days prior to the meeting at which the election is to take place.
143. Except as otherwise authorised by the Act, the election or appointment of any person proposed as a Director shall be effected by a separate resolution and a single resolution purporting to elect or appoint two (2) or more persons to be Directors shall be ineffective and void. Separate resolutions for appointment of Directors
144. Without prejudice to the provisions of the Act, the Company may by Ordinary Resolution remove any Director before the expiration of his period of office, and may by an Ordinary Resolution appoint another person in his place. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he was appointed was last elected or appointed a Director. Removal of Directors before expiration of office

ALTERNATE DIRECTORS

145. A Director may appoint a person to act as his alternate provided that – Appointment of Alternate Directors
- 145.1 such person is not a director of the company;
- 145.2 such person does not act as an alternate for more than one director of the company;
- 145.3 the appointment is approved by a majority of his co-directors; and
- 145.4 any fee paid by the Company to the alternate shall be deducted from that Directors' remuneration.

146. An Alternate Director shall (except as regards power to appoint an Alternate Director and fees and benefits) be subject in all respects to the terms and conditions existing with reference to the other Directors, and shall be entitled to receive notices of all general meetings and meetings of the Directors and to attend speak and vote at any such meeting at which his appointor is not present.
147. Any appointment or removal of an Alternate Director shall be by notice in writing to the Company signed by the Director making or revoking the appointment.
148. An Alternate Director shall cease to be an Alternate Director if his appointor ceases to be a Director; but if a Director who is required to retire by rotation under this Constitution so retires and is reappointed or deemed to have been reappointed, any appointment of an Alternate Director made by him which was in force immediately prior to his retirement shall continue after his reappointment. An Alternate Director shall also cease to be an Alternate Director on the happening of any event which if he were a Director would render him legally disqualified from acting as a Director or if his appointor or the majority of the other Directors revokes his appointment by delivering a written notice to such effect to the registered office.
149. An Alternate Director shall not be taken into account in determining the minimum or maximum number of Directors required under this Constitution or the Act.

PROCEEDINGS OF DIRECTORS

150. The Directors may elect a chairman or deputy chairman of their meetings and determine the period for which he/she is to hold office but, if no such chairman or deputy chairman is elected, or if at any meeting the chairman or deputy chairman is not present within five (5) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be the chairman of the meeting. Chairman
151. A Director, or if requested by a Director to do so, a Secretary, may convene a meeting of the Board by giving notice in accordance with Rule 152 below. Convening of board meetings
152. A notice of a meeting of the Board shall be sent to every Director who is in Malaysia, and the notice shall include the date, day, time and place of the meeting and the matters to be discussed. Such notices may be given via telephone, internet based communications or by any other electronic means.
153. Any irregularity in the notice of meeting is waived if all Directors entitled to receive notice of the meeting attend the meeting without objection to the irregularity.
154. A meeting of the Board may be held either – Methods of holding meetings
 - 154.1 by a number of Directors who constitute a quorum, being assembled together at the place, day, date and time appointed for the meeting; or

- 154.2 by means of radio, telephone, closed circuit television or other electronic means of audio, or audio visual, communications or instantaneous telecommunication device by which all Directors participating and constituting a quorum can simultaneously hear each other throughout the meeting; or
- 154.3 by a combination of both of the methods set out above.
155. Subject to any applicable laws, the contemporaneous linking together by an instantaneous telecommunication device, whether or not any Director (or his alternate) is out of Malaysia, shall be deemed to constitute a meeting of the Directors and all provisions of this Constitution relating to such meetings of the Directors shall apply to such meeting so long as the following conditions are met:-
- 155.1 notice of meeting in accordance to Rule 152;
- 155.2 each Director taking part in this meeting by radio, telephone, closed circuit television or other electronic means of audio or audio-visual communications or instantaneous telecommunication device must be able to hear and/or see as the case may be, each of the other Directors taking part throughout the duration of the meeting;
- 155.3 at the commencement of the meeting, each Director acknowledges his presence for the purpose of the meeting to all of the other Directors taking part;
- 155.4 all information or documents pertaining to or circulated during the meeting must be made equally available to all Directors prior to or during the meeting.
156. A Director who intends to leave the meeting shall inform the chairman of the meeting prior to disconnecting his telecommunications device and a Director will be conclusively presumed to have been present and to have formed part of the quorum throughout the meeting unless he has informed the chairman of his departure.
157. Minutes of the proceedings at such meeting of the Directors will be sufficient evidence of such proceedings and of the observance of all necessary formalities if confirmed as correct by all the Directors present at the meeting.
158. A meeting by the Directors conducted by instantaneous telecommunication device is deemed to be held at the place where the largest group of Directors participating is assembled or, if there is no such group, where the chairman of the meeting is physically present.
159. For the purpose of these Rules 154, 155 and 158 “instantaneous telecommunication device” means any telecommunication conferencing device with or without visual capability.
160. The quorum necessary for a meeting of the Directors shall be four (4) Directors at the commencement of the meeting provided that if the number of Directors fall below four (4), the quorum shall be all the Directors. Quorum

161. A resolution passed in a meeting of Directors shall not be invalid or invalidated by reason that at the time such resolution was passed, the number of Directors present was below the number necessary to constitute a quorum.
162. The remaining Directors or a sole remaining Director may continue to act notwithstanding any vacancies in the Board but, if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with this Constitution, the remaining Directors or Director may except in an emergency, act only for the purpose of increasing the number of Directors to such minimum number, or to summon a general meeting of the Company.
163. Subject to Rule 132, every Director has one vote. Voting
164. Subject to Rule 132, in the event of equality of votes, the chairman shall have a casting vote. However, where two (2) Directors form a quorum, the chairman of a meeting at which only such a quorum is present, or at which only two (2) Directors are competent to vote on the question at issue shall not have a casting vote.
165. Subject to the provisions of the Act, a Director who has an interest in the manner set out in the Act in a contract or proposed contract with the Company –
- 165.1 shall be counted only to make the quorum at the meeting of the Board;
- 165.2 shall not participate in any discussion while the contract or proposed contract is being considered at the meeting; and
- 165.3 shall not vote on the contract or proposed contract, and if so votes, his vote shall not be counted.
166. A resolution of the Board is passed if it is agreed to by all Directors present without dissent or if a majority of the votes cast on the resolution are in favour of it.
167. A Director present at the meeting of the Board 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 against the resolution at the meeting. The minutes of meeting shall record such dissenting views or votes accordingly.
168. Where a resolution is passed at an adjourned meeting of the Board, 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 be deemed to have been passed on any earlier date. Resolution passed at adjourned meeting
169. Subject to Rule 166, a resolution in writing, signed or assented to by the majority of Directors then entitled to receive notice of meeting of the Board is as valid and effective as if it had been passed at a meeting of the Board duly convened. Resolution in writing

170. A resolution signed or assented to by a Director need not be signed or assented to by the Alternate Director, if any, appointed by him in that capacity and a resolution signed or assented to by an Alternate Director need not be signed or assented to by the Director who appointed him.
171. Any such resolution may consist of several documents, including facsimile or other means of communication, in similar form and each document shall be signed or assented to by one or more Directors.
172. A copy of any such resolution shall be entered in the minute book of Board proceedings.
173. Except as otherwise provided in this Constitution, the Board may regulate its own proceedings. Other proceedings
174. The Board may delegate any of its powers to committees consisting of such Member or Members of its body as the Board thinks fit. Any committee so formed shall in the exercise of the powers delegated conform to any terms or conditions that may be imposed on it by the Board. Committees of the Board
175. A committee may elect a chairman of its meetings and may determine its own proceedings.
176. Any question arising at any meeting of a committee shall be determined by a majority of the votes of the members present, and in the case of an equality of votes, the chairman shall have a second or casting vote.
177. The Board may, from time to time, appoint any person to be an associate director and may from time to time revoke such appointment. Associate directors
178. The Board may fix, determine and vary the powers, duties and fees and benefits of any person appointed as an associate director, but a person so appointed shall not have any right to attend or vote at any meeting of the Board except by invitation and with the consent of the Board.

BORROWING POWERS

179. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures and other securities. The Directors shall restrict the borrowings of the Company and exercise all rights exercisable by the Company in relation to its subsidiaries so as to secure (as regards subsidiaries so far as by such exercise they can secure) that, save with the previous sanction of the Company, by Ordinary Resolution, no money shall be borrowed if the aggregate principal amount outstanding (including any premium payable on final repayment) of all money borrowed by the group (which expression means the Company and its subsidiaries for the time being) and for the time being owing to persons outside the group then exceeds or would, as a result of such borrowing, exceed an amount equal to three (3) times the aggregate of – Directors' borrowing powers
- (a) the amount paid up on the issued share capital of the Company;
and

- (b) the total of the capital and revenue reserves of the Company and its subsidiaries (including any credit balance on the consolidated profit and loss account) but excluding sums set aside for taxation and amounts attributable to outside shareholders in subsidiaries and deducting any debit balance on the consolidated profit and loss account,

all as shown in the then latest audited consolidated balance sheet of the Company and its subsidiaries but adjusted as may be necessary in respect of –

- (a) all subsidiaries which were not dealt with by or which have been acquired since the date of such balance sheet; and
- (b) all variations in the paid-up share capital of the Company since the date of such balance sheet.

For the purposes of the foregoing -

- (i) the amount outstanding in respect of acceptances by the Company or by any subsidiary of the Company or by any bank or acceptance house under any acceptance credit opened on behalf of the Company or any subsidiary of the Company (not being acceptances in relation to the purchase or sale of goods in the ordinary course of business) shall be taken into account as monies borrowed;
- (ii) monies borrowed for the purpose of repaying the whole or any part of any monies previously borrowed and then outstanding (including any premium payable on final repayment thereof) and applied for that purpose within six (6) months of such borrowing shall not, pending such application, be taken into account as monies borrowed;
- (iii) the principal amount (including any premium payable on final repayment) of any debentures issued for a consideration other than cash shall be taken into account as monies borrowed by the Company issuing the same;
- (iv) monies borrowed by a partly owned subsidiary and not owing to another Member of the group shall be taken into account subject to the exclusion of a proportion thereof equal to the minority proportion; monies borrowed from and owing to a partly owned subsidiary by another Member of the group shall be taken into account to the extent of a proportion thereof equal to the minority proportion of the lender, subject to the exclusion of a proportion thereof equal to the minority proportion (if any) of the borrower; in this sub-paragraph (iv), "minority proportion" shall mean the proportion of the issued equity share capital of the partly owned subsidiary which is not attributable to the Company;
- (v) notwithstanding the provisions of sub-paragraph (iv), there shall be deemed to have been borrowed and to be outstanding as borrowed monies of the relevant Member of the group (to the extent that the same would not otherwise fall to be taken into account) the principal amount of any monies borrowed from persons outside the group by a partly owned subsidiary the

repayment whereof is guaranteed or wholly or partly secured by any Member of the group.

No debt incurred or security given in respect of monies borrowed or to be taken into account as monies borrowed in excess of the aforesaid limit shall be invalid or ineffectual except in the case of express notice to the lender or the recipient of the security at the time when the debt was incurred or security given that the limit hereby imposed had been or was thereby exceeded, but no lender or other person dealing with the Company shall be concerned to inquire whether such limit is observed.

The Directors shall not borrow any money or mortgage or charge any of the Company's or its subsidiaries' undertakings or 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.

180. 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 or its holding company, required by Section 59 of the Act, and shall render the same available for inspection during the period and by the persons therein specified, and shall produce the same at every Annual General Meeting as required by the Section.

POWERS AND DUTIES OF DIRECTORS

181. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in forming and registering the Company and may exercise all such powers of the Company as are not by the Act or by this Constitution required to be exercised by the Company in general meeting, subject nevertheless to this Constitution, to the provisions of the Act, and to such regulations, being not inconsistent with this Constitution or such provisions, 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. The general powers given by this Rule shall not be limited or restricted by any special authority or power given to the Directors by any other Rule. 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 and in accordance with the Act. Powers and duties of Directors
182. The Directors may establish any local boards or agencies for managing any of the affairs of the Company, in any part of the world, and may appoint any persons to be Members of such local boards, or managers or agents, and may fix their remuneration, and may delegate to local boards, managers or agents any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the Members of any local boards, or any of them, to fill any vacancies therein and to act notwithstanding vacancies. Any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors 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. Power to establish local boards or agencies

183. The Directors may by power of attorney appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him. Power to appointment attorney of the Company
184. The Directors may make and vary such regulations as they think fit in respect of the keeping of branch registers of Members pursuant to the Act.
185. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipt for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

SECRETARY

186. 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. 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 secretaries of the Company
187. A provision of the Act or this Constitution requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

THE SEAL

188. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board or a committee of the Board and every instrument to which the Seal shall be affixed shall, except as provided in Rule 189 in the case of certificates of title of shares, stock, debenture stock, debentures or any other form of security other than letters of allotment, be signed by a Director and countersigned by a second Director or by the Secretary. The custody and the affixing of the Seal
189. All forms of certificate for shares, 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 one or more Directors and the Secretary; 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. All Forms of certificate to be issued under Seal

190. The Board may also by resolution determine that the use of a Seal in relation to Rule 189 above shall be dispensed with and all forms of certificate of shares, stock or debenture stock or representing any other form of security other than letters of allotment shall be issued by some other method permitted under the Act. Dispensing of Seal
191. The Company may exercise the powers conferred by Sections 62 and 63 of the Act and such powers shall be vested in the Directors.

AUTHENTICATION OF DOCUMENTS

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

DIVIDENDS AND RESERVES

194. 194.1 Subject to the Act, the Company may make a dividend to its shareholders out of profits of the Company provided that the Company is solvent. Dividends payable only if Company solvent
- 194.2 Before a dividend is made by the Company to any shareholder, such dividend must be authorised by the Directors. The Directors may authorise a dividend at such time and in such amount as they consider appropriate, if they are satisfied that the Company will be solvent immediately after the dividend is made.
- 194.3 If after a dividend is authorised and before it is made, the Directors cease to be satisfied on reasonable grounds that the Company will be solvent immediately after the dividend is made, the Directors shall take all necessary steps to prevent the dividend from being made.
- 194.4 The Directors may fix the time that a dividend is payable and the method of payment. A dividend can be paid in cash, by the issue of shares or other securities, by the grant of options and by the transfer of assets to a shareholder.

195. All dividends shall be declared and paid according to the amounts paid on the shares in respect of which the dividends is paid, but no amount paid on a share in advance of calls shall be treated for the purposes of this Rule as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid on the shares during any part or parts of the period in respect of which the dividends is paid; but if any share is issued on terms providing that it shall rank for dividends as from a particular date, such share rank for dividends accordingly. Payment of dividends
196. Dividends may be declared in the currency of Malaysia or in any foreign currency and may be paid in the respective currency of the territories in which the Company's registers of shareholders are situated or in one or more other currencies as the Directors may from time to time decide and so that where any dividend is paid in a currency other than that in which it was declared it shall, for the purposes of payment, be converted into such other currency at the rate of exchange ruling on the date when those Members then on the Register of Members or Record of Depositors are declared by the Directors to be entitled to the said dividend or on such other date as the Directors may from time to time decide, such date being not more than thirty (30) days prior to the payment date for the said dividend. All dividends shall be paid after such deduction therefrom of taxation as may properly be made or such (if any) other impost or levy of whatsoever nature as may be required to be made under the laws of any territory where the Company may be resident. Currency of payment
197. The Directors may 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 of any other company. Where any difficulty arises in regard to such distribution the Directors may settle it as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of those entitled to participate in the dividend as may seem expedient to the Directors. Dividends-in-specie
198. The Directors may deduct from any dividend payable to any Member in respect of any shares all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to such shares. This right shall not extend to any dividend payable in respect of fully paid shares held by a shareholder. Set-off with amounts presently owed to Company
199. All dividends unclaimed for one (1) year after being declared may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed or paid by the Company in accordance with the Unclaimed Moneys Act, 1965. Unclaimed dividends
200. Any dividend may be paid by directly crediting the Members' dividend entitlements into their bank accounts as provided to the Central Depository from time to time by electronic transfer or remittance to such accounts or by cheque sent through the post to the registered address, as appears in the Register of Members or the Record of Depositors, of the Member or person entitled thereto. Every such cheque or electronic transfer or remittance shall be made payable to the order of the person to whom it is sent, and payment by electronic transfer or remittance or by cheque shall be a good discharge to the Company of the dividend to which it relates. Every such cheque, electronic transfer or remittance

shall be sent at the risk of the person entitled to the money thereby represented.

201. Subject to the Act, the Central Depositories Act and the CD Rules, a transfer of Securities shall not pass the right to any dividend declared thereon before registration of the transfer.
202. Notwithstanding anything contained in this Constitution, a Depositor's entitlement to dividends, rights issues, bonus issues or any other rights or options in the Company by virtue of any Deposited Securities standing to the credit of his Securities Account shall be subject to the Act, the Central Depositories Act and the CD Rules.
203. The Directors may retain any dividend or other moneys payable on or in respect of a share on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists. Retaining dividends or moneys payable
204. Any dividend or other moneys payable in cash on or in respect of a Security may be paid by cheque or warrant sent through the post to the registered address of the Member or person entitled thereto, or, if several persons are registered as joint holders of the share or are entitled thereto in consequence of the death or bankruptcy of the holder, to any one (1) of such persons or to such persons at such address as such persons may by writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or joint holders or person or persons entitled to the share in consequence of the death or bankruptcy of the holder may direct and payment of the cheque or warrant shall be sent at the risk of the person entitled to the moneys represented thereby.
205. If several persons are registered as joint holders of any share, or are entitled jointly to a share in consequence of the death or bankruptcy of the holder, any one (1) of them may give effectual receipts for any dividend or other moneys payable on or in respect of the share. Any joint holder may give effectual receipt

RESERVES

206. The Directors may, before authorising any dividend, set aside out of the profits of the Company and carry to reserve or reserves such sums as they think proper, and the sums represented thereby shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may properly be applied, and pending such application may, at the like discretion, be either employed in the business of the Company or invested in such investments (other than shares of its holding company, if any) as the Directors may from time to time think fit. Reserves of the Company

CAPITALISATION OF PROFITS AND RESERVES

207. The Directors may resolve to utilise the profits or other distributable reserves of the Company— Capitalisation of profits or other distributable reserves of the Company
- 207.1 in paying up any amounts unpaid on Shares held by the Members;
- 207.2 in paying up in full unissued Shares or debentures to be issued to the Members as fully paid; or

207.3 partly for the purposes stated in sub-Rule 208208.1 and partly for the purposes stated in sub-Rule 207.2,

on a basis which is in proportion to the Shares held by each Member.

208. The Directors shall do all acts required to give effect to the resolution and shall have the power to –

208.1 make payment in cash in lieu of issuing fractions of shares or debentures to any Member; and

208.2 authorise any person to enter on behalf of all the Members entitled to any shares or debentures into an agreement with the Company for –

(a) the allotment and issue to those Members of any shares or debentures credited as fully paid up, upon such capitalisation; or

(b) the payment by the Company on behalf of those Members, of their respective proportions of the profits to be capitalised of the amount or any part of the amount remaining unpaid on their existing shares,

in accordance with the resolution. Any agreement made pursuant to this Rule shall be effective and binding on all Members.

MINUTES AND BOOKS

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

Minutes to be made in books

209.1 of all appointments of officers to be engaged in the management of the Company's affairs;

209.2 of the names of the Directors present at each meeting of the Company and of the Directors and of any committee of Directors; and

209.3 of all resolutions and proceedings at all meetings of the Company and of any class of Members of the Company and of the Directors and of committees of Directors.

210. The Directors shall duly comply with the provisions of the Act and in particular the provisions in regards to registration of charges created by or affecting property of the Company, in regards to keeping a register of Directors and Secretaries, a register of Members, a register of mortgages and charges, and a register of Directors' share and debenture holdings and in regard to the production and furnishing of copies of such registers and of any register of holders of debentures of the Company.

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

ACCOUNTS

212. The Directors shall cause to be kept such books of accounts as are necessary to exhibit and explain the transactions and financial position of the Company and to give a true and fair view of the state of its affairs, and in particular (but without limiting the generality of the foregoing provision) proper books of account with respect to -
- Directors to keep proper accounts

212.1 the assets and liabilities of the Company;

212.2 all sums of money received or expended by the Company, and the matters in respect of which such receipts and expenditure take place; and

212.3 all sales and purchases of goods by the Company.

The books of account shall be kept at the registered office of the Company or (subject to the provisions of the Act) at such other place as the Directors think fit, and shall at all times be open to inspection by the Directors. No Member (other than a Director) shall have any right of inspecting any account or book or document of the Company, except as conferred by the Act or authorised by the Directors or by the Company in general meeting.

213. The Board shall:

213.1 prepare or cause to be prepared financial statements in accordance with the requirements of the Act;

213.2 cause the financial statements to be audited;

213.3 cause the audited financial statements and reports relating thereto to be sent at least twenty-one (21) days before the date of the Annual General Meeting of the Company, to –

- (a) every Member;
- (b) every person who is entitled to receive notice of general meetings of the Company;
- (c) every auditor of the Company; and
- (d) every debenture holder of the Company upon request being made to the Company

unless a shorter period was agreed by all the Members entitled to attend and vote at the Annual General Meeting, and

Financial statements to be made-up and laid before the Company

- 213.4 cause the audited financial statements and reports to be laid before the Annual General Meeting of the Company.
214. A paper copy or through electronic means (including but not limited to Compact Disc Read-Only Memory (CD-ROM), Digital Versatile Disc Read-Only Memory (DVD-ROM), electronic mail or publication on the website or other electronic platform(s) of the Company) or in any other format whatsoever (whether available now or in the future) through which images, data, information or other materials may be viewed whether electronically or digitally or howsoever or in such other form of electronic media, of the annual report of the Company which shall comprise the profit and loss account, the balance sheet, the Directors' and Auditors' reports (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting shall, at least twenty-one (21) days before the meeting, be delivered or sent by post to every Member and debenture holder of the Company and to the Company's Auditors and to every person who is entitled to receive notices from the Company under the provisions of the Act and this Constitution. The requisite number of copies of each of these documents shall at the same time be forwarded to each stock exchange upon which the Company's shares are listed.

AUDITORS

215. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act. Appointment of auditors
216. The Auditors' report to the Members made pursuant to the statutory provisions as to audit shall be open to inspection by any Member who shall be entitled to be furnished with a copy of the balance sheet (including every document required by law to be annexed thereto) and the Auditors' report in accordance with the Act. Auditors' report
217. Every Balance Sheet and Profit and Loss Account when audited and received by the general meeting shall be conclusive except as regards any error discovered therein within three (3) months after receipt thereof.

WINDING UP

218. The Company may only be wound up voluntarily if the Company so resolves by Special Resolution. 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 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. Distribution of assets upon winding up

219. Save that this Rule shall be without prejudice to the rights of holders of shares issued upon special terms and conditions, the following provisions shall apply:
- 219.1 if the Company shall be wound up and the assets available for distribution among the Members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the Members in proportion to the capital paid up or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively; and
- 219.2 if in a winding up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed among the Members in proportion to the capital paid up or which ought to have been paid up, at the commencement of the winding up, on the shares held by them respectively.
220. On the voluntary liquidation of the Company, no commission or fee shall be paid to a liquidator unless it shall have been approved by shareholders. The amount of such payment shall be notified to all Members at least seven (7) days prior to the meeting at which the commission or fee is to be considered. Liquidator's Commission

SECRECY CLAUSE

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

INDEMNITY

222. For the purposes of Rules under this Section on Indemnity – Definitions
- “officer” includes –
- (a) any Director, manager, secretary or employee of the Company;
- (b) a former officer;
- (c) a receiver or receiver and manager of any part of the undertaking of the Company appointed under a power contained in any instrument; and
- (d) any liquidator of the Company appointed in a voluntary winding up, but does not include –
- (i) any receiver who is not also a manager;

- (ii) any receiver and manager appointed by Court; or
- (iii) any liquidator appointed by the Court or by the creditors of the Company;

“effect insurance” includes pay, whether directly or indirectly, the costs of the insurance; and

“indemnify” includes relieve or excuse from liability, whether before or after the liability arises, and “indemnity” has a corresponding meaning.

223. Subject to the provisions of the Act, the Company may indemnify an officer or auditor of the Company for any costs incurred by him or the Company in respect of any proceedings – Indemnifying officers and auditors of the Company
- (a) that relate to the liability for any act or omission in his capacity as an officer or auditor; and
 - (b) in which judgment is given in favour of the officer or auditor or in which the officer or auditor is acquitted or is granted relief under this Act, or where proceedings are discontinued or not pursued.
224. Subject to the provisions of the Act, the Company may indemnify an officer or auditor of the Company in respect of –
- (a) any liability to any person, other than the Company, for any act or omission in his capacity as an officer or auditor;
 - (b) any costs incurred by that Director or officer in defending or settling any claim or proceedings relating to such liability except:
 - (i) any liability of the Director to pay –
 - (1) a fine imposed in criminal proceedings; or
 - (2) a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature, howsoever arising; or
 - (ii) any liability incurred by the Director –
 - (1) in defending any criminal proceedings in which he is convicted; or
 - (2) in defending any civil proceedings brought by the Company, or an associated company, in which judgment is given against him; or
 - (c) any costs incurred in connection with an application for relief under the Act.

225. Subject to the Act, the Company may, with the prior approval of the Board, effect insurance for an officer or auditor of the Company in respect of –
- 225.1 civil liability, for any act or omission in his capacity as a Director or officer or auditor; and
- 225.2 costs incurred by that officer or auditor in defending or settling any claim or proceeding relating to any such liability; or
- 225.3 costs incurred by that officer or auditor in defending or settling any proceedings that have been brought against that person in relation to any act or omission in that person's capacity as an officer or auditor –
- (a) in which that person is acquitted;
- (b) in which that person is granted relief under the Act; or
- (c) where proceedings are discontinued or not pursued.
226. The provisions of this Rule shall not apply to any civil or criminal liability in respect of a breach by a Director of his duties under Section 213 of the Act.
227. The Directors shall –
- (a) record or cause to be recorded in the minutes of the Board; and
- (b) disclose or cause to be disclosed in the directors' report referred to in Section 253 of the Act,
- the particulars of any indemnity given, or insurance effected for any officer or auditor of the Company.

Effecting insurance for officers and auditors of the Company

EFFECT OF THE LISTING REQUIREMENTS

228. The effect of the Listing Requirements shall be as follows:-
- 228.1 Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done.
- 228.2 Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done.
- 228.3 If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
- 228.4 If the Listing Requirements require this Constitution to contain a provision and it does not contain such a provision, this Constitution is deemed to contain that provision.

Effects of the Main Market Listing Requirements on this Constitution

228.5 If the Listing Requirements require this Constitution not to contain a provision and they contain such a provision, this Constitution is deemed not to contain that provision.

228.6 If any provision of this Constitution is or becomes inconsistent with the Listing Requirements, this Constitution is deemed not to contain that provision to the extent of the inconsistency.

COMPLIANCE

229. Notwithstanding these Rules, the Company shall comply with the Act, the Central Depositories Act and the CD Rules in respect of all matters where applicable.

230. If any of the Rules in this Constitution is inconsistent with or in breach of any of the provisions of the Act other than any replaceable Rule which has been modified, replaced or excluded by the provisions in this Constitution, then –

230.1 that Rule shall be read down to the extent necessary to comply with the provisions of the Act; and

230.2 that Rule or those portions thereof which are inconsistent with or in breach of any provision of the Act shall be struck out and deemed not to form part of this Constitution.