

THE COMPANIES ACT 2016

MALAYSIA

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

CHUBB INSURANCE MALAYSIA BERHAD
[Registration No. 197001000564 (9827-A)]

(Adopted by special resolution passed on the 28th day of October, 2025)

Incorporated on the 5th day of August, 1970

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GENERAL

1. The name of the Company is "CHUBB INSURANCE MALAYSIA BERHAD".
2. The Company is a public company limited by shares.
3. The registered office of the Company is situated in Malaysia.

DEFINITIONS AND INTERPRETATION

4. In this Constitution, if not inconsistent with the subject or context, the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof:-

WORDS

MEANINGS

Act

The Companies Act 2016 and any statutory modification, amendment or re-enactment thereof for the time being in force.

Allottee

A person whose application for the Company's unissued Shares has been accepted by the Company and notice of allotment has been duly sent to him.

Applicable Laws

All laws, by-laws, regulations, rules, orders and/or official directives for the time being in force affecting the Company, including but not limited to the Act, the Securities Laws, the FSA 2013, the Listing Requirements and every other law for the time being in force concerning companies and affecting the Company and any other directives or requirements imposed on the Company by the relevant regulatory bodies and/or authorities.

Auditors

The auditors of the Company.

Authorised Nominee	The same meaning ascribed thereto in Section 2(1) of the Central Depositories Act.
Board or Board of Directors	The Board of Directors of the Company and where the context permits or requires, shall mean the Directors whose number is not less than the required quorum acting as a Board of Directors.
Bursa Depository	Bursa Malaysia Depository Sdn Bhd [Registration No. 198701006854 (165570-W)], including any further change of name, or its successor in title or any entity that owns or operates the central depository system of the Exchange.
Central Depositories Act	Securities Industry (Central Depositories) Act 1991, and any statutory modification, amendment or re-enactment thereof for the time being in force.
Chairman	Chairman of the Board.
Clause(s)	Provisions of this Constitution as originally framed or as altered from time to time by Special Resolution.
Clear Days	In relation to a notice, full days exclusive of the day on which the notice is served or deemed to be served or the date an announcement / notification is made by the Company or the Board and the day which the meeting or event is to take place.
CMSA	Capital Markets and Services Act 2007, and any statutory modification, amendment or re-enactment thereof for the time being in force.
Company	Chubb Insurance Malaysia Berhad [Registration No. 197001000564 (9827-A)] or such other name which may be adopted from time to time.
Constitution	This constitution of the Company as originally framed or as altered from time to time by Special Resolution and this "Constitution" means any one of them.
Deposited Security	A security in the Company standing to the credit of a Securities Account of a Depositor and includes securities in the Securities Account that is in suspense subject to the provisions of the Central Depositories Act and the Rules.
Depositor	A holder of a Securities Account as defined in Section 2(1) of the Central Depositories Act.
Directors	The members of the Board of Directors of the Company as defined in Section 2(1) of the CMSA.
Documents	Any document required to be sent to Securities holders under the Listing Requirements.

Electronic Address	Any address or number used for the purpose of sending or receiving Documents or information by electronic means.
Electronic Communication	A document or information is sent or supplied by electronic communication if it is sent initially, and received at its destination by means of electronic equipment for the processing (which expression includes digital compression) or storage of data, and entirely transmitted, conveyed and received by wire, by radio, by optical means or by other electromagnetic means, as permitted by the Applicable Laws.
Electronic Form	Document or information sent or supplied in electronic means or by any other means while in an electronic form (such as by e-mail, text message, fax or sending an electronic copy (CD-ROM) by post) whereby a recipient of such document or information would be able to retain a copy.
Exchange	Bursa Malaysia Securities Berhad [Registration No.: 200301033577 (635998-W)] or such other name as it may assume from time to time and its successors-in-title and permitted assigns and/or any other Exchange on which the Securities of the Company are listed.
Exempt Authorised Nominee	An authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.
Foreign Regulations	Ownership The Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 and any statutory modification or amendment thereto or re-enactment thereof.
FSA 2013	Financial Services Act 2013 and any statutory modification or amendment thereto or re-enactment thereof.
General Meeting	Means a general meeting and/or an extraordinary general meeting, as the context shall require.
Independent Directors	Has the meaning ascribed to it under the Listing Requirements.
Listing Requirements	Main Market Listing Requirements of the Exchange, including the practice notes, directives, circulars and appendices that may be issued thereunder and any modifications or amendments thereto that may be made from time to time.
Market Day	A day on which the stock market of the Exchange is open for trading in securities, which may include a Surprise Holiday.

Member(s) or holder of shares	Unless otherwise expressed to the contrary, any person(s) holding one or more shares in the Company and whose name(s) appears in the Register and/or Record of Depositors and includes a Depositor who shall be treated as if he were a member pursuant to Section 35 of the Central Depositories Act but excludes the Bursa Depository in its capacity as a bare trustee member.
Month	Calendar month.
Office	The registered office of the Company.
Ordinary Resolution	Has the meaning assigned thereto by Section 291 of the Act.
Record of Depositors	A record provided by the Bursa Depository to the Company or its Registrar(s) pursuant to an application under Chapter 24 the Rules.
Register or Register of Members	The register of members to be kept pursuant to the Act and unless otherwise expressed to the contrary, includes the Record of Depositors.
Registrar	The registrar of Companies designated under Section 20A(1) of the Company Commission of Malaysia Act 2001 and includes any Deputy or Assistant Registrar of Companies.
Rules	The Rules of the Bursa Depository as defined under the Central Depositories Act and any appendices thereto, as amended, modified and supplemented from time to time.
Seal	The common seal of the Company or in appropriate case, the official seal or duplicate common seal.
Secretary	Any person or persons appointed to perform the duties of the secretary of the Company and shall include (without limitation) a joint, temporary, substitute, assistant or deputy secretary.
Security(ies)	Security(ies) as defined in Section 2(1) of the CMSA.
Securities Account	An account established by the Bursa Depository for a Depositor for the recording of deposit or withdrawal of securities and for dealing in such securities by the Depositor as permitted under the Central Depositories Act and/or the Rules.

Securities Laws	The Securities Commission Malaysia Act 1993, the CMSA, the Central Depositories Act, the Rules and any other legislation which the Securities Commission Malaysia is empowered to administer or enforce, and any other regulations, rules, orders, notifications or other subsidiary legislation made thereunder.
Share(s)	Issued shares of the Company and includes stock except where a distinction between stock and shares is expressed or implied.
Special Resolution	Has the meaning assigned thereto by Section 292 of the Act.
Surprise Holiday	Means a day that is declared as a public holiday in the Federal Territory of Kuala Lumpur that has not been gazetted as a public holiday at the beginning of the Year.
Year	Calendar year.

Writing shall include printing and lithography and any other mode or modes of representing or reproducing words, symbols or other information which may be displayed in a visible form, whether in a physical document or in an Electronic Communication or otherwise howsoever that allows the documents and/or information to be easily accessible and reproduced into written electronic or visible form.

Words importing the singular number only shall include the plural number and vice versa and the masculine shall include the feminine and neuter genders and vice versa.
Words importing persons shall include partnerships, firms, joint ventures, corporations and companies.

Subject as aforesaid, words or expressions contained in these Clauses shall be interpreted in accordance with the provisions of the Interpretation Acts 1948 and 1967 of Malaysia, the Listing Requirements and the Act, as amended from time to time and any re-enactment thereof.

The headings in this Constitution are inserted for convenience of reference only and shall not affect the interpretation and construction of the provision therein.

OBJECTS

5. Section 21 of the Act shall apply to the Company and the Company shall be capable of exercising all the functions of a body corporate and have the full capacity to carry on or undertake any business or activity that the Board considers to be advantageous to the Company and that are not prohibited under any law for the time being in force in Malaysia.

The powers of the Company in addition to those conferred under Section 21 of the Act shall include but are not limited to the following:-

- (a) To carry on the business of general insurance in all its branches, and in particular without prejudice to the generality of the foregoing works, to make or effect insurances across various product lines, including without limitation property and casualty insurance comprising of, inter alia, liability insurance, industrial all risks insurance, fire insurance, cargo insurance, bonds, contractor's all risks and

engineering insurance, workmen insurance, marine hull insurance, aviation insurance, and general accident insurance; personal accident insurance, medical and health insurance and motor insurance.

- (b) To grant assurances against loss of or damage to parcels, goods and merchandise in transit by land or sea.
- (c) To grant or effect assurances against or upon the contingency of death, injury, damage or loss by reason of accidents of any description to human beings, and to grant or effect insurances against or upon the contingency of injury, damage or loss by reason of accidents of any description to real or personal property of any kind.
- (d)
 - (i) To contract with leaseholders, borrowers, lenders, annuitants, and others for the establishment, accumulation, provision, and payment of sinking funds, redemption funds, depreciation funds, renewal funds, endowment funds, and any other special funds, and that either in consideration of a lump sum, or of an annual premium, or otherwise, and generally on such terms and conditions as may be arranged.
 - (ii) To purchase and deal in and lend on reversionary and other interests in property of all kinds, whether absolute or contingent or expectant, and whether determinable or not; and to acquire, lend money on, redeem, cancel, or extinguish by purchase, surrender, or otherwise, any policy, security, grant, or contract issued, made, or taken over or entered into by the Company.
 - (iii) To create or set aside out of the capital or revenue of the Company, a special fund, or special funds, and to give to any class of its policy-holders, annuitants, or creditors, any preferential right over any fund or funds so created and for such or any other purposes of the Company to place any portion of the Company's property in the names or under the control of trustees, and to admit any class or section of those who insure or have dealings with the Company to any share in the profits of the Company or in the profits of any particular branch of the Company's business or to any other special rights privileges advantages or benefits.
- (e) To grant insurances against or upon the contingency of injury, damage or loss occurring to real and personal property, including growing and standing crops, rolling stock, and all other fixed and movable chattels, caused by or resulting from fire, lightning, explosions, tempests, or the overflow or inundation of water, or from any other accidental cause.
- (f) To grant assurances to protect principals and employers, and otherwise to indemnify principals or employers from or against injury, damage or loss by reason of the fraud, theft, robbery or other misconduct of persons in their employ or acting on their behalf, and to grant, make, effect, or procure insurances to protect principals and employers, and otherwise to indemnify principals and employers from or against liability by reason of injury, damage or loss occurring to or caused by agents, servants, or other employees in their employ or acting on their behalf.
- (g) To guarantee the fidelity of persons filling or about to fill situations of trust or confidence, and the due performance and discharge by such persons of all or any of the duties and obligation is imposed on them by contract or otherwise, and in particular against liabilities resulting from the misconduct of any co-trustee, co-agent, sub-agent, or other person, or from the insufficiency, imperfection, or deficiency of title to property, or from the insufficiency, imperfection or deficiency in

any security, or from any bankruptcy, insolvency, fraud, or tortious act on the part of any other persons, or from any error of judgment or misfortune.

- (h) To guarantee the due performance and discharge by receivers, official and other liquidators, committees, guardians, executors, administrators, trustees, attorneys, brokers and agents of their respective duties and obligations.
- (i) To guarantee the payment of money secured by or payable under or in respect of debenture bonds, debenture stock, contracts, mortgages, charges, obligations, and securities of any company or of any authority, supreme, municipal, local or otherwise, or of any persons whomsoever, whether corporate or unincorporate.
- (j) To guarantee the title to or quiet enjoyment of property either absolutely or subject to any qualifications or conditions, and to guarantee persons interested or about to become interested in any property against any loss, actions, proceedings, claims or demands in respect of any insufficiency or imperfection or deficiency of title or in respect of any incumbrances, burdens or outstanding rights.
- (k) Generally to carry on and transact every kind of guarantee business, and every kind of indemnity business, and every kind of counter guarantee and counter indemnity business and to carry on the business of insuring against burglary, against theft, against robbery, against loss of health, against loss of goods, against calls, against diminution of dividends or income, against loss of profit, against loss or forfeiture of licences, leases, or other property or rights or loss or diminution of property in possession, reversion, remainder, expectancy, possibility, or otherwise, or loss through birth, or failure of issue, or marriage or by loss or recovery of contractual or testamentary capacity or against accidents.
- (l) To assure payment during sickness or incapacity, arising from general or other than the above causes.
- (m) To guarantee, provide, prepare and supply medical and surgical aid and treatment, or any other assistance in illness, and all remedies and requisites in case of accident or illness to any person, or the family and household of any person whom the Company shall insure, or to any person dwelling or staying in the house of such person insured, or to horses, cattle or other animals.
- (n) To negotiate loans and to act as agents for the loan payment, transmission, investing and collection of money, and for the management and realisation of property, and generally to transact all kinds of agency business.
- (o) To issue on commission, subscribe for, take, acquire, underwrite and deal in stocks, shares, mortgages, bonds, obligations, and securities of all kinds, and generally to carry on business as capitalists and financiers.
- (p) To acquire and hold shares, stocks, debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any company incorporated constituted or carrying on business in Malaysia or in any foreign country and debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, in any part of the world, but so that no investment involving unlimited liability shall be deemed to be hereby authorised.

- (q) To acquire any such shares, stocks, debentures, debenture stock, bonds, obligations, or securities by original subscription, tender, purchase, exchange or otherwise and to subscribe for the same, either conditionally or otherwise, and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof.
- (r) To offer for public subscription any shares or stocks in the capital of or debentures or debenture stock or other securities of, or otherwise to establish, or promote, or concur in establishing or promoting any company, syndicate, association, partnership, undertaking, or public or private body, and to guarantee the payment of dividends or interest on any stocks, shares, debentures, or other securities issued by, or any other contract or obligation of any such company, syndicate, association, partnership, undertaking or public or private body.
- (s) To take part in the conversion of business concerns and undertakings into companies, or in the management, supervision or control of the business or operations of any company or undertaking, and for that purpose to appoint and remunerate any directors accountants or other experts or agents, and to employ independent experts to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings, and generally of any assets, property or rights
- (t) To contribute to the funds of societies, institutions or establishments which effect or promote the spread of sanitary science, and the practical application thereof to public or private use, and to pay for work done or services rendered by them to the Company or the Company's clients.
- (u) To reinsure or counter-insure all or any risks, and to undertake all kinds of reinsurance and counter-insurance connected with any of the businesses aforesaid.
- (v) To effect, as agents for others, assurances of every kind and against every and any contingency.
- (w) To accumulate capital for any of the purposes of the Company, and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally and for such or any other purposes of the Company to place any portion of the Company's property in the names or under the control of trustees, and to admit any class or section of those who insure or have any dealings with the Company to any share in the profits of the Company or in the profits of any particular branch of the Company's business or to any other special rights privileges advantages or benefits.
- (x) To undertake and execute any trusts the undertaking whereof may seem desirable, and to transact all kinds of trust and agency business and also to undertake the office of executor, administrator, receiver, committee, curator, guardian, treasurer, or registrar, and to keep for any company, government authority, or body, any register relating to any stocks, funds, shares or securities, or to undertake any duties in relation to the registration of transfers, the issue of certificates or otherwise, to carry on the business of godown keepers or warehousemen and to hire purchase erect or otherwise to acquire a warehouse or godown or warehouses or godowns for any of the purposes of the Company, and to carry on any other business which may seem to the Board of Directors capable of being conveniently carried on in connection with any business of the Company or calculated directly or indirectly to enhance the value of or render profitable or more profitable any of the Company's property or rights.

- (y) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient with reference to any of these objects or the acquisition of which may seem calculated to facilitate the realisation of any securities held by the Company or to prevent or diminish any apprehended loss or liability, or which may seem capable of being profitably dealt with by way of resale or otherwise, and in particular any land, buildings, ground rents, reversions, policies of assurances, life interests, chases in action, book debts and other assets.
- (z) To purchase, take on lease or in exchange, hire or otherwise acquire and to hold, sell, exchange, let, lease, turn to account, dispose of and deal in movable and immovable property of all kinds, and in particular lands, buildings, hereditaments and easements, shipping, shipbuilding, aeronautic, agricultural, manufacturing, mining, industrial and other business concerns and undertakings, mortgages, charges, annuities, patents, patent rights, trademarks, copyrights, licences, or any secret or other process or information as to any invention or otherwise stocks, funds, shares, debentures, securities, tolls, grants, charters, concessions, leases, contracts, options, policies, book debts and claims, and any interest in movable or immovable property, and any claims against such property or against any person or company, and to finance and carry on any business concern or undertaking so acquired.
- (aa) To pay, satisfy, or compromise any claims made against the Company which it may seem expedient to pay, satisfy or compromise, notwithstanding that the same may not be valid in law.
- (bb) To draw, accept and make, and to indorse, discount and negotiate bills of exchange and promissory notes and other negotiable instruments.
- (cc) To borrow or raise money with or without security and to secure the payment of money or the performance of obligations for the purposes of the Company in such manner, and upon such terms as may seem expedient, and in particular by the issue of bonds, mortgage or other debentures or debenture stock, or other securities, perpetual or otherwise, or by mortgages, scrip, certificates, bills of exchange or promissory notes, or by any other instrument or in such other manners as may be determined, and for any such purposes to charge all or any part of the undertaking and property of the Company, both present and future, including its uncalled capital, and either with or without participation in profits or voting power.
- (dd) To receive moneys on deposit, account current or otherwise with or without allowance of interest thereon, and to receive on deposit title deeds and other securities.
- (ee) To advance and lend money on real, personal and mixed securities, on ships and vessels or shares in the same, on cash, credit or other accounts, on policies, bonds, debentures, bills of exchange, promissory notes, letters of credit or other obligations, on the security of any existing or future produce, on the deposit of title deeds, goods, wares, merchandise and produce of all description, bills of sale and lading, delivery orders, warehousemen's and wharfingers' certificates, notes, dock-warrants or other mercantile indicia or tokens, bullion, stocks and shares.
- (ff) To invest the moneys of the Company not immediately required upon such securities (other than in the shares of this Company) and in such manner as from time to time may be determined.

- (gg) To acquire by subscription, purchase or otherwise, and to accept or take hold or sell, shares or stock in any company, society or undertaking the objects of which shall either in whole or in part, be similar to those of this Company, or such as may be likely to promote or advance the interests of this Company.
- (hh) To establish agencies (or local boards) in any country and to regulate and discontinue the same.
- (ii) To provide for the welfare of persons in the employment of the Company, or formerly engaged in any business acquired by the Company, and the wives, widows, and families of such persons, by grants of money pensions or other payments and by providing or subscribing towards places of instruction and recreation, and hospitals, dispensaries, medical and other attendance, and other assistance, as the Company shall think fit, and to form, subscribe to or otherwise any benevolent, religious, scientific, national or other institutions or objects, which shall have any moral or other claim to support or aid by the Company by reason of the locality of its operations or otherwise.
- (jj) From time to time to subscribe or contribute or give prizes or awards to any charitable, benevolent or useful object of a public character, the support of which will, in the opinion of the Company, tend to increase its repute or popularity among the employees, its customers or the public.
- (kk) To enter into and carry into effect any arrangement for joint working in business, or for sharing in profits or for amalgamation with any other company, or any partnership or person, carrying on business within the objects of this Company.
- (ll) To establish, promote and otherwise assist any company or companies for the purpose of furthering any of the objects of this Company.
- (mm) To sell, dispose of or transfer the business, property and undertaking of the Company or any part thereof for any consideration which the Company may see fit to accept.
- (nn) To accept payment for any property or rights sold, or otherwise disposed of or dealt with by the Company, either in cash, by instalments, or otherwise, or in shares credited as fully or partly paid up in any company or companies, with or without deferred or preferential rights in respect of dividends or repayment of capital or otherwise, or by means of mortgages or by debentures, debenture stock, perpetual or otherwise or obligations or securities of any company or companies, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (oo) To pay for any services rendered to and any property or right acquired by the Company in such manner as may seem expedient, and in particular by the issue of shares or securities of the Company, credited as fully or partly paid up.
- (pp) To maintain, repair, build upon, alter, improve, extend, manage, develop, sell, lease, exchange, let on hire, mortgage or otherwise deal with the whole or any part of the property and assets at any time acquired, possessed or controlled by the Company.
- (qq) To develop and turn to account any land acquired by the Company or in which it is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up, and improving buildings, and conveniences, and by planting, paving, draining, farming, cultivating, and letting on building lease or building agreement, and by

advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.

- (rr) To make such deposit with any government or state or public body as the laws or regulations of any such government or state or public body may require.
- (ss) To distribute in specie or otherwise as may be resolved any assets of the Company among its Members, and particularly the shares, debentures or other securities of any other company formed to take over the whole or any part of the assets or liabilities of this Company.
- (tt) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents, or otherwise, and either alone or in conjunction with others.
- (uu) To pay out of the funds of the Company all, or any part of the expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company or of any other company promoted, formed, established or registered by or on behalf of the Company, and all commission, brokerage, discount underwriting and other expenses lawfully payable which may be deemed expedient for taking, placing or underwriting all or any of the shares or debentures or other obligations of the Company, or of any company so promoted, formed, established or registered by the Company.
- (vv) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them or which may be conveniently carried on and done in connection therewith or which may be calculated directly or indirectly to enhance the value or render profitable any business or property of the Company.

And it is hereby declared that the word "Company" in this clause except where used in reference to this Company, shall be deemed to include any partnership or other body of person, whether incorporated or unincorporated, and whether domiciled in Malaysia or elsewhere, and further that the objects specified in each paragraph of this clause shall be regarded as independent objects and accordingly shall, except where otherwise expressed in any paragraph, be in no way limited or restricted by reference to, or inference from the terms of any other paragraph or the name of the Company but may be carried out in as full and ample a manner and construed just as wide a sense as if the said paragraph defined the objects of a separate distinct and independent company.

- 6. The liability of the Members is limited to the amount, if any, unpaid on Shares held by the Members of the Company.

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

SHARE CAPITAL AND VARIATION OF RIGHTS

- 8. The capital of the Company is its issued share capital. The Shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.

9. Subject always to the respective rights, terms and conditions mentioned in Clause 8 hereof, the Company shall have power to increase or reduce the capital, to consolidate or sub-divide the Shares into Shares of larger or smaller amounts and to issue all or any part of the original or any additional capital as fully paid or partly paid Shares, and with any special or preferential rights or privileges, or subject to any special terms or conditions and either with or without any special designation, and also from time to time to alter, modify, commute, abrogate or deal with any such rights, privileges, terms, conditions or designations in accordance with the regulations for the time being of the Company.
10. Without prejudice to any special rights previously conferred on the holders of any existing Shares or class of Shares and subject to the provisions of this Constitution, the Applicable Laws and the provisions of any resolution of the Company, Shares in the Company may be issued by the Board, who may allot, grant rights to subscribe for or otherwise dispose of such Shares to such persons at such price, on such terms and conditions, with such preferred, deferred or other special rights, and subject to such restrictions and at such times as the Board may determine, by approval of the Members by way of an Ordinary Resolution, but the Board in making any issue of Shares shall comply with the following conditions:-
- (a) In the case of Shares of a class, other than ordinary Shares, no special rights shall be attached until the same have been expressed in this Constitution and in the resolution creating the same;
 - (b) No Shares shall be issued which shall have the effect of transferring a controlling interest in the Company to any person without the prior approval of the Members in a General Meeting;
 - (c) No Director shall participate in a share scheme for employees unless the Members in General Meeting have approved of the specific allotment to be made to such Director (including Non-Executive Directors);
 - (d) Except in the case of an issue of Securities on a pro rata basis to all Members or pursuant to a back-to-back placement or dividend reinvestment scheme undertaken in compliance with the Listing Requirements, a Director, major shareholders, Chief Executive or person connected with any of them shall not participate, directly or indirectly, in an issue of ordinary Shares or other Securities with rights of conversion to ordinary Shares unless the Members in a General Meeting have approved the specific allotment to be made to the Director, major shareholders, Chief Executive or person connected with them and the concerned individuals have abstained from voting on the relevant resolution;

In this Clause, "major shareholder", "Chief Executive" and "person connected to any Director, major shareholder or Chief Executive" shall have the same meaning described thereto in the Listing Requirements.
 - (e) Subject to the Listing Requirements and without limiting the generality of Sections 75 and 76 of the Act, the Company must not issue any ordinary Shares or other Securities with rights of conversion to ordinary Shares, which when aggregated with the total number of any such Shares or other Securities with right of conversion to ordinary Shares issued during the preceding twelve (12) Months, exceeds ten percent (10%) (or such other percentage as allowed by the Exchange from time to time) of the total number of issued Shares (excluding treasury shares) of the Company except where the Shares or Securities with rights of conversion to ordinary Shares are issued with the prior approval of the Members in a General Meeting of the precise terms and conditions of the issue; and

- (f) In working out the number of Shares or Securities that may be issued by the Company, if the security is a convertible security, each such security is counted as the maximum number of Shares into which it can be converted or exercised.
11. Subject to the Applicable Laws, any preference Shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed on such terms and in such manner as may be provided for by this Constitution as the Board may think fit. The Company shall have the power to issue preference capital ranking equally with, or in priority to, existing preference shares. Preference shareholders shall have the same rights as ordinary shareholders as regards to receiving notices, reports and audited financial statements and attending meetings of the Company and shall also have the right to vote at any meeting convened for the following purposes:
- (a) On a proposal to reduce the Company's issued share capital;
 - (b) On a proposal to wind up the Company and any other proposals during the winding-up of the Company;
 - (c) On a proposal for the disposal of the whole of the Company's property, business and undertaking;
 - (d) On a proposal or resolution which affects their rights and/or privileges attached to the preference Shares; and
 - (e) On a proposal or resolution in respect of the dividend, or part of the dividend, on the preference Shares which is in arrears for more than six (6) Months.

Preference shareholders shall be entitled to a return of capital in preference to holders of ordinary Shares in the event that the Company is wound up.

12. Notwithstanding Clause 11, the repayment of preference share capital other than redeemable preference capital or any other alteration of preference shareholders' rights, may only be made pursuant to a Special Resolution of the preference shareholders concerned, provided always that where the necessary majority for such a Special Resolution is not obtained at the meeting, consent in writing, if obtained from not less than seventy-five per centum (75%) of the total voting rights of the preference shareholders within two (2) Months of the meeting, shall be as valid and effectual as a Special Resolution carried at the meeting.
13. Subject to the provisions of Sections 71 and 91 of the Act, if at any time the share capital is divided into different classes of Shares, the rights attached to Shares in any class of Shares (unless otherwise provided by the terms of issue of the Shares of that class) may, whether or not the Company is being wound up, be varied with:-
- (a) A Special Resolution passed at a separate meeting of the shareholders of that class; or
 - (b) Where necessary majority of such a Special Resolution is not obtained at the meeting, consent in writing if obtained from the holders of not less than seventy-five per centum (75%) of the total voting rights of the shareholders of that class within two (2) Months of the meeting,

Shall be as valid and effectual as a Special Resolution carried at the meeting. To every such separate General Meeting, the provisions of this Constitution relating to General Meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two (2) persons who are shareholders present in person or represented by proxy holding at least one-third (1/3) of the number of issued Shares of the class, excluding any Shares of that class held as treasury shares and that any holder of Shares of the class present in person or by proxy may demand a poll.

If that class of Shares only has one (1) holder, a quorum is constituted by one (1) person present holding Shares of such class. For adjourned meeting, quorum is one (1) person present holding Shares of such class. To every such Special Resolution, the provisions of Section 292 of the Act shall with such adaptations as are necessary, apply.

14. The rights conferred upon the holders of the Shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that class, be deemed to be varied by the creation or issue of further Shares ranking as regards participation in profits or assets of the Company in some or all respects *pari passu* therewith.
15. The Company may exercise the powers of paying a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any Shares in the Company, provided that:-
 - (a) The rate of the commission and the number of Shares which a person has agreed for a commission to subscribe shall be disclosed in the manner required by the Act, that such commission shall not exceed the rate of ten per centum (10%) of the price at which such Shares are issued, or an amount equivalent to ten per centum (10%) of that price, whichever is lesser, and
 - (b) The requirements of Section 80 of the Act shall be observed.

Subject to the provisions of Section 79 of the Act, such commission may be satisfied by the payment of cash or allotment of fully or partly paid Shares or partly in one way and partly in the other. The Company may also on any issue of Shares pay such brokerage as may be lawful.

16. 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 long period, the Company may pay interest 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 Section 130 of the Act and may charge the interest paid to share capital as part of the cost of the construction of any works or buildings or the provision of any plant.
17. Except as authorised or required by this Constitution or by Applicable Law, no person shall be recognised by the Company as holding any Share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even with notice thereof) any equitable, contingent, future or partial interest in any Share or any unit of Share or any other right in respect of any Shares, except an absolute right to the entirety thereof in the registered holder.
18. No part of the funds of the Company shall directly or indirectly be employed in the purchase of, or on loans upon the security of the Shares but nothing in this Constitution shall prohibit transactions mentioned in Section 125 of the Act or for the purchase by the Company of its own shares pursuant to Clause 66 and Section 127 of the Act.

ISSUE OF SECURITIES

19. The Company must ensure that all new issues of Securities for which listing is sought on the Exchange are made in accordance with the Central Depositories Act, the Listing Requirements and the Rules, and shall be made by way of crediting the Securities Accounts of the Allottees with such Securities, save and except where they are specifically exempted from compliance with Section 38 of the Central Depositories Act, in which any event it shall so similarly be exempted from compliance with this Constitution. For this purpose, the Company must notify the Bursa Depository of the names of the Allottees and all such particulars required by the Bursa Depository, to enable the Bursa Depository to make the appropriate entries in the Securities Accounts of such Allottees. The Company must not allot or issue Securities or cause or authorise its Registrars to cause the Securities Accounts of the Allottees to be credited with the additional Securities until after the Company has filed with the Exchange an application for listing of such additional Securities and has been notified by the Exchange that they have been authorised for listing.
20. Subject to the provisions of the Applicable Laws, the Company shall allot and/or issue Securities, despatch notices of allotment to the Allottees and make an application for the quotation of such Securities within the period as may be prescribed by the Exchange and deliver to the Bursa Depository the appropriate certificates, if any, in such denominations as may be specified by the Bursa Depository and registered in the name of the Bursa Depository or its nominee company.

No person shall be entitled to receive any dividend or exercise any rights as a Member until his name has been entered in the Register of Members or the Record of Depositors and he shall have paid all class and other moneys for the time being due and payable on any Share held by him, whether alone or jointly with any other person, together with interest and expenses, if any, provided that the Bursa Depository or its nominee company in whose name the Deposited Securities are registered shall not be entitled to any such rights unless required by virtue of the Central Depositories Act or the Rules or the context of this Constitution.

21. The certificates of title to Shares, stocks, debentures, debenture stocks, notes and other Securities of the Company shall be issued under the Seal and bear the signatures or the autographic signatures of one (1) Director and the Secretary or a second Director or such other person as may be authorised by the Board, and shall specify the Shares to which it relates, and the amount paid up thereon provided that the Board may by resolution determine that such signatures, or either of them, shall be dispensed with or shall be affixed by such other person as may be authorised by the Board or some method or system of mechanical signature.
22. Subject to the provisions of Applicable Laws, the Company may issue share certificates or jumbo certificates under the share seal or Seal on such terms and in such form as the Directors may from time to time prescribe, provided always that every certificate shall comply with all security features, size and other requirements prescribed by the Exchange or any stock Exchange on which the Shares are listed. Every certificate shall bear the manuscript or facsimile signature (or some other mechanical or electronic signature or be issued by such other means as specified by the Board) of at least one (1) Director and a second Director or the Secretary or some other person appointed by the Director, and shall specify the number and class of Shares to which it relates and the amounts paid thereon.

LIEN

23. Subject to the Applicable Laws and this Constitution, the Company shall have a first and paramount lien on every Share (not being a fully paid Share) and the distributions, including dividends, from time to time declared in respect of such Share, provided always that such lien shall be restricted only to the following:-
- (a) All unpaid calls and instalments upon the specific Shares in respect of which such moneys are due and unpaid;
 - (b) If the Shares were acquired under an employee share option scheme, amounts which are owed to the Company for acquiring them; and
 - (c) To such amounts as the Company is required by law to pay, and has paid, in respect of the Shares of the holder or deceased former holder.

In each of the above cases, the lien extends to reasonable interest and expenses incurred because the amount is not paid. The Company shall be entitled to charge interest thereon, not higher than the overdraft rate charged for the time being by the Company's principal bankers or such other reasonable rate as the Directors may determine as well as expenses incurred. The Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Clause.

24. Subject to the Central Depositories Act and the Rules, the Company may sell, in such manner as the Board thinks fit, any Shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, and until the expiration of fourteen (14) days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the privilege or lien exists as is presently payable, has been given to the registered holder for the time being of the Share, or the person entitled thereto by reason of his death, bankruptcy, mental disorder or by operation of law. In order to give effect to any such sale, the Board may authorise any person to transfer the Shares sold to the purchaser.
25. To give effect to a sale, the Board may authorise some person to execute an instrument of transfer of the Shares sold to, or authorise its Registrar to cause Bursa Depository to credit the Securities Account of the purchaser of the Shares sold or otherwise in accordance with the directions of the purchaser. The purchaser shall be registered as the holder of the Shares comprised in any such transfer and the Board shall not be bound to see to the application of the purchase money. The purchaser's title to the Shares sold shall not be affected by any irregularity or invalidity in the proceedings in reference to the sale and the remedy of the holder of such Shares or of any person claiming under or through him in respect of any alleged irregularity or invalidity, shall be against the Company.
26. The net proceeds of the sale shall be received by the Company (after payment of the amount of interest and costs relating to the sale) and shall be applied in payment of such part of the amount in respect of which the lien exists as is presently payable and any residue (subject to a similar lien for amounts not presently payable as existed on the Shares prior to the sale), if any, shall be paid to the person entitled to the Shares at the date of the sale or his executors, administrators or assignees or as he directs.

The registration of a transfer of a Share approved by the Board shall operate as a waiver of the Company's lien over the Share.

CALLS ON SHARES

27. The Board may, subject to the Act and the provisions of the Listing Requirements, from time to time make calls upon the Members in respect of any moneys unpaid on their Shares and not by the conditions of allotment thereof made payable at fixed date, provided that no call shall exceed one-fourth (1/4) of the issued price of the Share or be payable at less than thirty (30) days from the date fixed for the payment of the last preceding call, and each member shall (subject to receiving at least fourteen (14) days' notice specifying the date, time and the place of payment, except in the case of call payable at fixed date pursuant to the conditions of allotment) pay to the Company the amount called on his Shares. A call may be revoked or postponed as the Board may determine.
28. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call has been passed and such resolution may authorise the call to be made payable either in one sum or by instalments.
29. Joint holders of a Share shall be jointly and severally liable for the payment of all calls in respect thereof and any interest accrued thereon.
30. If a sum called in respect of Shares is not paid before or on the day appointed for payment thereof, the person from whom the sum is due, shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate as the Board may determine, but the Board shall be at liberty to waive payment of the interest, wholly or in part.
31. Any sum which by the terms of issue of a Share becomes payable upon allotment or at any fixed date, shall, for the purposes of this Constitution, be deemed to be a call duly made and payable on the date on which by the terms of issue such Share becomes payable, and in case of non-payment, all the relevant provisions of this Constitution in respect of payment of interest and expenses, forfeiture or otherwise, shall apply as if the sum had become payable by virtue of a call duly made and notified.
32. The provisions of this Constitution as to payment of interest shall apply in the case of non-payment of any amount which by the terms of issue of a Share becomes payable at a fixed time, as if it had become payable by virtue of a call duly made and notified.
33. The Board may, from time to time:
 - (a) Make arrangements on the issue of Shares for varying the amounts of calls or instalment to be paid and times of payment of calls as between Members;
 - (b) Accept from any Member the whole or a part of the amount remaining unpaid on any Shares although no part of that amount has been called up; and
 - (c) Pay dividends in proportion to the amount paid up on each Share where a larger amount is paid up on some Shares than on others.
34. The Board may, if they think fit, receive from any Member willing to advance payment, all or any part of the money for the time being uncalled and unpaid upon any Shares held by him, and upon all or any part of the money so advanced may (until such amounts would, but for such advance, become presently payable) pay interest on the money so advanced at such rate not exceeding eight per centum (8%) per annum (unless the Company in General Meeting shall otherwise direct) as may be agreed upon between the Board and the Member paying the sum in advance. Such capital paid on Shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. Except in liquidation, capital paid in

advance of calls shall not, until the same would but for such advance have become payable, be treated as paid up on the Shares in respect of which they have been paid.

No shareholder shall be entitled to receive any dividend or to exercise any privilege as a Member until he shall have paid all calls for the time being due and payable on every Share held by him, whether alone or jointly with any other person, together with interest and expenses (if any).

INFORMATION ON SHAREHOLDING

35. Where applicable, the Company shall, by notice in writing require any Member within such reasonable time as is specified in the notice:

- (a) To inform the Company whether he holds any voting Shares in the Company as beneficial owner or Authorised Nominee or trustee; and
- (b) If he holds them as Authorised Nominee or trustee, to indicate so far as he can the persons for whom he holds them by name and by other particulars sufficient to enable those persons to be identified and the nature of their interest.

Where the Company is informed in pursuance of a notice given to any person under this Clause that any other person has any interest in any of the voting Shares in the Company, the Company may by notice in writing require that other person within such reasonable time as is specified in the notice:

- (a) To inform the Company whether he holds that interest as beneficial owner or Authorised Nominee or trustee; and
- (b) If he holds it as Authorised Nominee or trustee, to indicate so far as he can the person for whom he holds it by name and by other particulars sufficient to enable them to be identified and the nature of their interest.

The Company may by notice in writing require a Member to inform the Company, within such reasonable time as is specified in the notice, whether any of the voting rights carried by any voting shares in the Company held by him are subject of an agreement or arrangement under which another person is entitled to control his exercise of those rights and, if so, to give particulars of the agreement or arrangement and the parties to such agreement or arrangement.

TRANSFER OF SECURITIES

36. The instrument of transfer of any Securities lodged with the Company shall be in writing and in the form approved in the Rules and shall be executed by or on behalf of the transferor and transferee, and the transferor shall be deemed to remain the holder of the Securities until the name of the transferee is entered in the Record of Depositors in respect thereof. The transfer of any listed Securities or class of listed Securities, shall be made by way of book entry by the Bursa Depository in accordance with the Rules and, notwithstanding Sections 105, 106 and 110 of the Act, but subject to Section 148(2) of the Act and any exemption that may be made from compliance with Section 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of such listed Securities.
37. Subject to the Applicable Laws, the registration of transfer of any Securities may be suspended at such times and for such periods as the Directors may from time to time determine not exceeding thirty (30) days in aggregate in any calendar year. At least ten (10) Market Days' notice, or such other period as may from time to time be specified by the

Exchange governing the Register concerned, of intention to close the Register shall be published in a daily newspaper circulating in Malaysia and also be given to the Exchange. In relation to the closure, the Company shall give at least three (3) Market Days' prior notice to the Bursa Depository to prepare the appropriate Record of Depositors.

38. Subject to the restrictions imposed by this Constitution and the provisions of any other Applicable Law, there shall be no restrictions on the transfer of fully paid Securities. In the case of Deposited Securities, Bursa Depository may, in its absolute discretion, refuse to register any transfer of Deposited Security that does not comply with the Central Depositories Act and the Rules.
39. Subject to the provisions of this Constitution, the Directors may at any time after the allotment of any Share but before any person has been entered in the Register as the holder recognise a renunciation of such Share by the Allottee thereof in favour of some other person and may accord to any Allottee of a Share a right to effect such renunciation on such terms and conditions as the Directors may determine.
40. Subject to any Applicable Laws, neither the Company nor the Directors nor any of its officers shall incur any liability for the act of the Bursa Depository in registering or acting upon a transfer of Securities although the same may, by reason of any fraud or other causes not known to the Company or the Directors or Bursa Depository or other officers, be legally inoperative or insufficient to pass the property in the 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 and notwithstanding that the Company may have noticed that such instrument or transfer was signed or executed and delivered by the transferor in the blank as to the name of the transferee, of the particulars of the Securities transferred or otherwise in defective manner. And in every case, the person registered as transferee, his executors, administrators and assignees alone shall be entitled to be recognised as the holder of such Securities and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto.

DISPOSAL OF SHARES OF MEMBERS WHOSE WHEREABOUTS UNKNOWN

41. Subject to the provisions of the Act, the Central Depositories Act and the Rules, where by the exercise of reasonable diligence, the Company is unable to discover the whereabouts of a Member for a period of not less than ten (10) years from the date that the Company is first unable to trace such Member, the Company may cause an advertisement to be published in a newspaper circulating in the place shown in the Register or the Record of Depositors as the address of the Member stating that the Company, after expiration of thirty (30) days from the date of the advertisement, intends to transfer the Shares to the minister charged with the responsibility for finance.
42. If after the expiration of thirty (30) days from the date of the advertisement the whereabouts of the Member remains unknown, the Company may transfer the Shares held by the Member in the Company to the minister charged with the responsibility for finance and for that purpose may execute for and on behalf of such member, a transfer of those Shares to the minister charged with the responsibility for finance.

TRANSMISSION OF SHARES

43. Subject to the Applicable Laws, in the case of the death of a Member, the survivor(s) (where the deceased was a joint holder), the legal representative(s), the executors or administrators of the deceased shall be the only person(s) recognised by the Company and/or Bursa Depository as having any title to his interest in the Shares, but nothing herein contained shall release the estate of a deceased Member from any liability in respect of any Share which had been held by him alone or jointly with some other person(s).
44. Any person becoming entitled to a Share in consequence of the death, bankruptcy or mental disorder of a Member may, upon such evidence of title being produced as may from time to time properly be required by the Board and subject to the provisions hereinafter contained, to elect either to have his name entered as the holder of such Share in the Record of Depositors or to have the name of some person nominated by him entered in the Record of Depositors as a holder of such Shares shall be subject to and in accordance with the Rules or as the Depository may determine, but the Directors shall have the same right to decline or suspend registration as they would have had in the case of a transfer of the Share by that Member before his death or bankruptcy, provided always that where the Share is a Deposited Security, subject to the Rules, a transfer or withdrawal of the Shares may be carried out by the person so becoming entitled.
45. If the person so becoming entitled to Shares in consequence of the death or bankruptcy of any Member elects to be registered himself as the holder of the Share, he shall deliver or send to the Company, a notice in writing signed by him and stating that he so elects, provided always that where the Share is a Deposited Security and the person so becoming entitled elects to have the Share transferred to him, the aforesaid notice must be served by him on the Bursa Depository. If he elects to have another person registered, he shall testify his election by executing to that person a transfer of the Share. All the limitations, restrictions and provisions of this Constitution relating to the right to transfer and the registration of transfers of Shares, the Central Depositories Act and the Rules shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer is a transfer signed by that Member.
46. Subject to the provisions of any Applicable Laws, where the registered holder of any Share dies or becomes bankrupt, his personal representative or the assignee or his estate, as the case may be, shall, upon the production of such evidence as may from time to time be required by the Board and/or the Bursa Depository in that behalf, be entitled to the same dividends and other advantages and to the same rights (whether in relation to the meetings of the Company or to voting or otherwise) as the registered holder would have been entitled to if he had not died or become bankrupt. The Board may at any time give notice requiring any person so becoming entitled to a Share in consequence of the death or bankruptcy of a Member, elects to register himself or to transfer the Share, and if the notice is not complied within sixty (60) days, the Board may thereafter withhold payment of all dividend or monies payable in respect of the Shares until the requirement of the notice have been complied with.
47. Where:-
- (a) The Securities are listed on another stock Exchange; and
 - (b) The Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29 of the Securities Industry (Central Depositories) (Amendment) (No. 2) Act, 1998, as the case may be, under the Rules in respect of such securities, and subject to compliance with and there being no contravention of any Applicable Laws.

The Company shall, upon the 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 Companies in Malaysia and vice versa provided that there shall be no change in the ownership of such Securities.

FORFEITURE AND SURRENDER OF SHARES

48. If any Member fails to pay the whole or any part of any call or instalment of a call on or before the day appointed for payment thereof, the Board may, at any time thereafter, during such time as any part of the call or instalment remains unpaid, serve a notice on him or on the person entitled to the Share by transmission, requiring payment of so much of the call or instalment as is unpaid, together with any interest or compensation at such rate as the Board shall determine and any expenses that may have accrued by reason of such non-payment.
49. The notice shall specify a further day (not earlier than the expiration of fourteen (14) days from the date of the notice) on or before which the payment required by the notice is to be made and shall state that in the event of non-payment on or before the specific date, the Shares in respect of which the call was made will be liable to be forfeited.
50. If the requirements of any such notice as aforesaid are not complied with, any Share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture of Shares shall include all dividends declared in respect of the forfeited Shares and not actually paid before the forfeiture.
51. When any Share has been forfeited in accordance with this Constitution, a notice of the forfeiture shall be sent to the Bursa Depository and to the person who was the holder of the forfeited Share or to the person entitled to the Share by transmission, as the case may be, within fourteen (14) days of the date of forfeiture and an entry of such notice having been given, and of the forfeiture with the date thereof, shall be made in the Register or the Record of Depositors (whichever is applicable). The Board may accept the surrender of any Share when they are in position to forfeit such Share by way of compromise of any question as to the holder being properly registered in respect thereof or in any other case allowed by law. Notwithstanding any such forfeiture as aforesaid, the Directors may, at any time before the forfeited Share has been otherwise disposed of, annul the forfeiture upon the terms of payment of all calls and interest due thereon and all expenses incurred in respect of the Share and upon such further terms (if any) as they shall see fit.
52. Subject to the Central Depositories Act and the Rules, a Share so forfeited or surrendered shall become the property of the Company and may be re-sold, re-allotted or otherwise disposed of either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto, or to any other person upon such terms and in such manner as the Board thinks fit, and at any time before a sale, re-allotment or disposition, the forfeiture or surrender may be cancelled on such terms as the Board thinks fit. The Board may, if necessary, authorise some person to transfer a forfeited or surrendered Share to any such other person as aforesaid. If any Share is forfeited and sold, any residue after the satisfaction of the unpaid calls and accrued interest and expenses, shall be paid to the person whose Shares have been forfeited, or his executors, administrators or assignees or as he directs.

53. A person whose Shares have been forfeited or surrendered shall cease to be a Member in respect of the forfeited or surrendered Shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all monies which, at the date of forfeiture or surrender, were payable by him to the Company in respect of the Shares (together with interest at the rate of eight per centum (8%) per annum from the date of forfeiture or surrender on the money for the time being unpaid if the Board thinks fit to enforce payment of such interest) and his liability shall cease if and when the Company receives payment in full of all such money in respect of the Shares.
54. The forfeiture of a Share shall involve the extinction at the time of forfeiture, of all interest in and all claims and demands against the Company in respect of the Share, and all other rights and liabilities incidental to the Share as between the Member whose Share is forfeited and the Company, except only such of those rights and liabilities as are by this Constitution expressly saved, or as are by the Act given or imposed in the case of past Members.
55. A statutory declaration in writing by a Director or Secretary of the Company that a Share in the Company has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share, and such declaration, together with the receipt of the Company for the consideration (if any), given for the Share on the sale or disposition thereof, shall constitute a good title to the Share, and such person shall be registered as the holder of the Share and shall be discharged from all calls made prior to such sale or disposition, and the Company shall not be bound to see the application of the purchase money (if any), nor shall the purchaser's title to the Share be affected by any act, omission or irregularity relating to or connected with the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the Share. This provision of this Constitution on forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue a Share, becomes payable at a fixed time, as if the same had been payable by virtue of a call duly made and notified.

The Board may, subject to the provisions of this Constitution and the relevant regulations/approvals and to the provisions of any resolution of the Company, create, issue and/or grant options including warrants in respect of Shares of the Company entitling the holder thereof to subscribe for Shares in the Company upon such terms as the Board thinks fit and proper and otherwise dispose the warrants to such person at such times and on such terms as it thinks fit and proper.

CONVERSION OF SHARES INTO STOCKS

56. The Company may from time to time by Ordinary Resolution passed at a General Meeting convert all or any of its paid-up Shares into stock, and may from time to time, in like manner reconvert any such stock into paid-up Shares of any denomination.
57. The holders of the stock may transfer the same, or any part thereof in the same manner and subject to the same Clauses as and subject to which, the Shares from which the stock arose might prior to conversion have been transferred, or as near thereto as circumstances permit; but the Board may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum.
58. The holders of stock shall, according to the amount of the stock held by them have the same rights, privileges and advantages as regards dividends, return of capital, voting at meetings of the Company and other matters as if they held the Shares from which the stock arose, but no such right, 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 as it would not, if existing in Shares, have conferred that right, privilege or advantage.

59. All such provision of this Constitution as applicable to paid-up Shares shall apply to stock and the words "Share" and "shareholder" therein shall include "stock" and "stockholder".

INCREASE OF CAPITAL

60. Subject to the Applicable Laws, and the conditions, restrictions and limitations expressed in this Constitution, the Company may from time to time, whether all the Shares for the time being issued shall have been fully paid up or not, by Ordinary Resolution passed at a General Meeting increase its share capital by the creation and issue of new Shares, such new capital to be of such amount and to be divided into Shares of such respective amounts and (subject to any special, limited or conditional voting rights for the time being attached to any existing class of Shares) to carry such preferential rights or to be subjected to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company may, by the resolution authorising such increase directs.
61. Subject to any direction to the contrary that may be given by the Company in a General Meeting, all new Shares or other convertible Securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of General Meetings in proportion as nearly as the circumstances admit, to the amount of the existing Shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of Shares or Securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the Shares or Securities offered, the Directors may dispose of those Shares or Securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new Share or Security which (by reason of the ratio which the new Shares or Securities bear to the Shares or Securities held by persons entitled to an offer of new Shares or Securities) cannot, in the opinion of the Directors, be conveniently offered under this Clause.
62. Except so far as otherwise provided by the conditions of issue, any capital raised by the creation of new Shares shall be considered as part of the original share capital of the Company, and shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the original share capital.

ALTERATION OF CAPITAL

63. Subject to the provisions of the Act and the Listing Requirements, the Company may by Ordinary Resolution:-
- (a) Consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided Share shall be the same as it was in the case of the Shares from which the subdivided Share is derived;
 - (b) Subject to the provisions of this Constitution and the Act, convert and/or reclassify any class of Shares into another class of Shares; or
 - (c) Subdivide its share capital or any part thereof, whatever is in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided Share shall be the same as it was in the case of the Shares from which the subdivided Share is derived; or

- (d) Cancel any Shares which at the date of the passing of the resolution which resolution in that behalf have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount of the Shares so cancelled.
64. The Company may reduce its share capital by:-
- (a) A Special Resolution and confirmation by the Court in accordance with Section 116 of the Act; or
 - (b) A Special Resolution supported by a solvency statement in accordance with Section 117 of the Act.
65. Subject to any direction by the Company in General Meeting, if any consolidation and/or subdivision of Shares results in Members being entitled to any issued Shares of the Company in fractions, the Board may deal with such fractions as they may determine including (without limitation), selling the Shares to which Members are so entitled for such price as the Directors may determine and paying and distributing to the Members entitled to such Shares in due proportions the net proceeds of such sale.

PURCHASE OF OWN SHARES

66. Subject to the provisions of Applicable Laws, the Company may with the sanction of an Ordinary Resolution of a General Meeting, purchase in good faith and in the best interests of the Company, the Company's own Shares through the Exchange on which the Shares are quoted. The provisions of Clauses 63 and 64 hereof shall not affect the power of the Company to cancel any Shares or reduce its share capital pursuant to any exercise of the Company's powers under this Constitution. Any Shares in the Company so purchased by the Company shall be dealt with as provided by the Act, the requirements of the Exchange and any other relevant authority.

GENERAL MEETINGS

67. An annual General Meeting of the Company shall be held in accordance with the provisions of the Act. The Company shall in every Year, at such time and place as may be determined by the Board, hold a General Meeting as the annual General Meeting in addition to any other meetings in that year, within six (6) Months of the Company's financial year end and not more than fifteen (15) Months after the last preceding annual General Meeting.

All General Meetings other than the annual General Meeting shall be called extraordinary General Meetings. All General Meetings shall be held at such time, date, place and the general nature of business as the Board shall determine. Every notice of an annual General Meeting shall specify the meeting as such and every meeting convened for passing a Special Resolution shall state the intention to propose such resolution as a Special Resolution.

Such meeting of its Members may be held at more than one (1) venue using any technology or method that allows all Members of the Company to participate and to exercise the Members' rights to participate, speak and vote at the meeting, and using any available technology to provide notice, conduct and record or facilitate voting at that meeting or any adjournment of that meeting of Members, subject to the Applicable Laws. The main venue or broadcast venue of the meeting shall be in Malaysia and the chairman of the General Meeting shall be present at the main venue of the meeting.

68. (1) If authorised by the Board in its sole discretion, and subject to such guidelines and procedures as the Board may adopt, the Members not physically present at a General Meeting where the chairman of the General Meeting is physically present, may, by means of remote communication:-
- (a) Participate in such General Meeting; and
 - (b) Be deemed present in person at such General Meeting, be counted in the quorum and be entitled to vote at such General Meeting.
- (2) That the General Meeting shall be duly constituted and its proceedings shall be valid if the chairman of the General Meeting is satisfied that adequate facilities are available throughout the General Meeting to ensure that Members participating in the General Meeting through remote communication are able:-
- (a) To participate in the matters for which such General Meeting has been convened;
 - (b) To communicate (whether by use of microphones, loudspeakers, audio-visual communication equipment, typed texts or any form of electronic means which allows the Members to raise any questions and/or express their views on the matters); and
 - (c) To vote on matters submitted to the Members.
69. If, before or during a General Meeting, it appears to the chairman of the General Meeting that:-
- (a) The facilities at the main venue or broadcast venue; or
 - (b) The means used for the remote communication;

Have become inadequate for the purposes referred to in ha 67, then the chairman of the General Meeting shall, without the consent of the Members at the General Meeting, interrupt or adjourn the General Meeting until the difficulty is remedied or where a quorum remains present (either at the place at which the chairman is present or by technology as contemplated by Clause 67) and able to participate, subject to the Constitution, continue the meeting. All businesses as conducted at that General Meeting up to the adjournment shall be valid and the provisions of Clause 81 shall apply to that adjournment.

No interruption or termination of any remote communication or the inability of a Member to participate in a General Meeting by way of remote communication shall invalidate any General Meeting held using such remote communications or any such resolution decided upon at such General Meeting.

The Board may request the Members, proxies or representatives wanting to attend a General Meeting to comply with security procedures which the Board deemed appropriate. The Board may, at its absolute discretion, refuse entry to, or remove from, a General Meeting, a Member, proxy or representative who does not comply with the security procedures. Security procedures may include Member, proxy or representative not being allowed into a General Meeting with recording or broadcasting devices or an article which the chairman of the General Meeting considers as to be dangerous, offensive, or liable to cause disruption.

70. The Directors may, whenever they so decide by resolution, convene an extraordinary General Meeting of the Company. In addition, an extraordinary General Meeting shall be convened on such requisition as is referred to in Section 311 of the Act, or if the Company makes default in convening a meeting in compliance with a requisition received pursuant to Section 312 of the Act, a meeting may be convened by the requisitionists themselves in the manner provided in Section 313 of the Act. Any meeting convened by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Board.

71. (1) Subject to the Act, where a General Meeting is convened by the Board, they may by three (3) Clear Days' notice or any other shorter notice period permissible according to Applicable Laws, if any, in their absolute discretion, cancel the General Meeting or postpone the holding of the General Meeting to a date and time determined by them or change the place for the meeting. The cancellation or postponement of a General Meeting is subject to the Listing Requirements and other requirements by the Exchange.

This Clause shall not apply to a meeting convened in accordance with Sections 310 and 311 of the Act by a Member or Members unless with the consent of such Member or Members only.

(2) Notice of cancellation or postponement or change of place of a General Meeting must state the reason for cancellation or postponement and such a notice shall be:-

- (a) Published in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper in Malaysia;
- (b) Given to the Exchange and given in other manner required by the Listing Requirements or other requirements by the Exchange, and
- (c) Subject to the Act and the Listing Requirements, given in any other manner determined by the Board.

(3) A notice of postponement of a General Meeting must specify:-

- (a) The postponed date and time for the holding of the meeting;
- (b) A place for the holding of the meeting which may be either the same as or different from the place specified in the notice convening the meeting; and
- (c) If the meeting is to be held in two (2) or more places, the technology that will be used to facilitate the holding of the meeting in that manner.

The new time and place specified in the notice of postponement will be taken to be the time and place for the meeting as if specified in the notice which called the meeting originally.

(4) The only business that may be transacted at a General Meeting the holding of which is postponed is the business specified in the original notice convening the General Meeting.

- (5) Where, by the terms of an instrument appointing a proxy or attorney or an appointment of a representative: -
 - (a) The appointed person is authorised to attend and vote at a General Meeting to be held on or before a specified date; and
 - (b) The date for holding the General Meeting is postponed to a date later than the date specified in the instrument of proxy, power of attorney or appointment of representative,

Then, by force of this Clause, that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy, power of attorney or appointment of representative. However, this does not apply if the Member appointing the proxy, attorney or representative gives notice in writing to the Company at the Office or another address (including Electronic Address) specified in the notice of meeting to the contrary not less than twenty-four (24) hours before the time to which the holding of the meeting has been postponed.

- (6) The non-receipt of notice of cancellation or postponement of a meeting of Members by, or the accidental omission to give notice of cancellation or postponement of a meeting of Members to, any person entitled to receive notice shall not invalidate any resolution passed or proceedings at a postponed meeting or the cancellation or postponement of a meeting.
 - (7) A Director is entitled to receive notice of and to attend all meetings of Members and is entitled to speak at those meetings.
 - (8) If the Board is required to convene and arrange to hold a General Meeting as a result of a requisition by Members in accordance with Section 311 of the Act, the meeting may be cancelled by the Board if the Members who requisitioned the meeting withdraw their requests prior to the date of the meeting.
72. (1) The notices convening meetings shall specify the place, day and hour of the meeting, and shall be given to all Members, Directors and Auditors at least fourteen (14) Clear Days before the meeting or at least twenty-one (21) Clear Days before the meeting where any Special Resolution is to be proposed or where it is an annual General Meeting. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least fourteen (14) Clear Days' notice or twenty-one (21) Clear Days' notice in the case where any Special Resolution is proposed or where it is the annual General Meeting, of every such meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock Exchange upon which the Company is listed.
- (2) Subject to the Applicable Laws, notice of a meeting of Members shall be in writing or Document which is required or permitted to be given, sent or served under the Act or under this Constitution shall be given to the Members either:-
 - (a) In hard copy;
 - (b) In Electronic Form; or
 - (c) Partly in hard copy and partly in Electronic Form.

- (3) A notice or Document:-
- (a) Given in hard copy shall be sent to any Member/Securities holder either personally or by post to the address supplied by the Member to the Company for such purpose; or
 - (b) Given in Electronic Form shall be transmitted to the Electronic Address provided by the Member/Securities holder to the Company for such purpose or by publishing on the Company's website.
- (4) A notice of a meeting of Members or Document shall not be validly given by the Company by means of a website unless a notification to that effect is given in accordance with Section 320 of the Act.
- (5) The Company shall notify a Member/Securities holder of the publication of the notice or Document on the website and the designated website link or address where a copy of Document may be downloaded and such notifications shall be in writing and shall be given in hard copy or Electronic Form stating:-
- (a) That it concerns a meeting of Members or Security holder;
 - (b) The place, date and time of the meeting;
 - (c) The general nature of the business of the meeting; and
 - (d) Whether the meeting is an annual General Meeting.

If the Company sends the notice or Documents or notifications through electronic mail, there must be proof of electronic mail delivery. In the event of delivery failure, the Company shall send a hard copy of the notice or Documents to the Member or Securities holder.

Notice of meeting of Members may include text of any proposed resolutions and other information as the Board deem fit.

- (6) The notice or Document shall be made available on the website throughout the period beginning from the date of the notification referred to in Clause 72(1) until the conclusion of the meeting.
- (7) Every person who, by operation of law, transfer, transmission or other means whatsoever, becomes entitled to any Share, shall be bound by every notice which have been duly served to the person from whom he derives title of such Shares, prior to his name and address being entered in the Register or Record of Depositors as the registered holder of such Shares.
- (8) Where any Member/Securities holder requests for a hard copy of the Documents, the Company shall forward a hard copy of these Documents to the Member/Securities holder as soon as reasonably practicable after the receipt of the request, free of charge.

Where it relates to Documents required to be completed by Members/Securities holders for a rights issue or offer for sale, the Company must send these Documents through electronic mail, in hard copy or in any other manner as the Exchange may prescribe from time to time.

73. A meeting shall notwithstanding that it is called by notice shorter than that required by Clause 72(1) be deemed to be duly called if it so agreed:
- (1) In the case of an annual General Meeting, by all the Members, where applicable, entitled to attend and vote thereat; or
 - (2) In the case of any other meeting, by a majority in number of the Members having a right to attend and vote thereat, being a majority which together holds not less than ninety five per cent (95%) of the total voting Shares in the Company (excluding any Shares in the Company held as treasury shares) giving the right to attend and vote.
74. The Company shall request the Bursa Depository, in accordance with the Rules, to issue a Record of Depositors to whom notices of General Meetings or adjourned General Meetings shall be given by the Company.
75. The Company shall also request the Bursa Depository in accordance with the Rules, to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than three (3) Market Days before the General Meeting (hereinafter referred to as the “**General Meeting Record of Depositors**”).
76. Subject to the Foreign Ownership Regulations (where applicable), a Depositor shall not be regarded as a Member entitled to attend any General Meeting or adjourned General Meeting and to speak and vote thereat in person or by proxy unless his name appears in the General Meeting Record of Depositors requested for the purposes of such General Meeting or adjourned General Meeting.
77. Subject always to the provision of the Act, no business shall be transacted at any extraordinary General Meeting except business of which notice has been given in the notice convening the meeting. The ordinary business that is transacted at an annual General Meeting shall mean and consist of the receiving of the audited financial statements and the report of the Directors and Auditors, the declaration of a dividend, the fixing of the Directors' fees and benefits payable, the election of Directors in the place of those retiring by rotation or otherwise and the appointment and fixing of the remuneration of the Auditors in accordance with the Act. All business that is transacted at an extraordinary General Meeting and annual General Meeting (except for the aforesaid ordinary business) shall be special business.
78. In every notice calling a meeting, there shall appear with reasonable prominence a statement that a Member, where applicable, entitled to attend and vote is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote instead of him, and that a proxy need not also be a Member. There shall be no restriction as to the qualification of the proxy. Where a Member appoints more than (1) proxy, the Member shall specify the proportion of his shareholdings to be presented by each proxy, failing which the appointment shall be invalid.
79. The accidental omission to give any notice of any meeting to or the non-receipt of any such notice by any person entitled to receive such notice shall not invalidate the proceedings at any General Meeting or any resolution passed thereat.

PROCEEDINGS AT GENERAL MEETINGS

80. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as otherwise provided, two (2) Members present in person, each being a member entitled to attend and vote at the meeting, or represented by proxy, attorney of such member (whether individual, corporate or otherwise), or the duly authorised representative of a corporate member shall be a quorum. For the purposes of constituting a quorum:-

- (i) One (1) or more representatives appointed by a corporation shall be counted as one (1) member; or
- (ii) One (1) or more proxies appointed by a person shall be counted as one (1) member.

81. Where a meeting is conducted using technology approved under this Constitution, and where permitted by Applicable Law, the two (2) Members referred to in Clause 80 need not be physically present at the same place (or at any place) or as the case may be outside Malaysia.

Participation by a Member by using any technology or method that allows Member to participate and exercise his rights to speak and vote at the meeting shall be deemed as present at the meeting and shall be counted towards the quorum notwithstanding the fact that he is not physically present at the main venue where the meeting is to be held or as the case may be, the Member being out of Malaysia.

82. If within half (1/2) an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week (or if that day be a public holiday then to the next business day following that public holiday) at the same time and place or to such other day and at such other time and place as the Board may determine, but if a quorum is not present at an adjourned meeting within fifteen (15) minutes from the time appointed for holding the adjourned meeting, the Members present shall be a quorum. For the purpose of this Clause, "business day" means a day (not being a Saturday, Sunday or public holiday) on which licensed financial institutions are open for general banking business in Kuala Lumpur.

83. The Chairman of the Board shall preside as chairman at every General Meeting. If the Company has no Chairman or if at any General Meeting, the Chairman is not present, the Board shall choose one of their member, to act as chairman or if one (1) Director only is present, he or she shall preside as chairman if he or she is willing to act. If no Director is present, or if each of the Directors present declines to preside as chairman, the Members present and entitled to vote shall elect one (1) of their member to be the chairman of the meeting. A proxy is not entitled to be elected as chairman of any General Meeting. The election of the chairman shall be by a show of hands.

84. The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Without prejudice to any other power which the chairman of the meeting may have under the provisions of this Constitution or at common law and subject to the Act and the Listing Requirements, the chairman shall have full discretion on the general conduct of meeting, procedures to be adopted at the meeting to ensure proper and orderly conduct of the business of all General Meetings and the chairman's decision on matters of procedure or arising accidentally from the business of such meetings shall be final, as shall be his determination as to whether any matter is of such a nature. The chairman may also at his discretion and in accordance with Applicable Laws, decides whether to admit new business at a meeting of Members.

The chairman of a meeting can take any action he considers appropriate for proper and orderly conduct at a General Meeting. This may include, demanding that debate or discussion on any business, question, motion or resolution being ended or that business or that the business, question, motion or resolution be put to a vote of the Members or so that the meeting reflects the wishes of the majority.

85. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands of persons present and entitled to vote, unless:
- (a) Such resolution is 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, whereupon such resolution shall be voted by poll; or
 - (b) Before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll, a poll is demanded:-
 - (i) By the chairman of the meeting;
 - (ii) By at least three (3) Members present in person or by proxy or by attorney or in the case of a corporation by a representative and entitled to vote thereat;
 - (iii) By any Member or Members present in person or by proxy or by attorney or in the case of a corporation by a representative and representing not less than ten per centum (10%) of the total voting rights of all the Members having the right to vote at the meeting, excluding any voting rights attached to Shares in the Company held as treasury shares; or
 - (iv) By a Member or Members present in person or by proxy or by attorney or in the case of a corporation by a representative holding Shares in the Company conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid-up equal to not less than ten per centum (10%) of the total sum paid-up on all the Shares conferring that right, excluding any voting rights attached to Shares in the Company held as treasury shares.

Unless a poll is so demanded in accordance with the foregoing provision, a declaration by the chairman of the meeting that a resolution has been passed unanimously, carried or has not been carried by a particular majority or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company and signed by the chairman pursuant to Section 343 of the Act, shall be conclusive evidence of the fact without proof of the number or proportion of the validity of the votes recorded in favour of or against the resolution.

86. (1) A poll demanded on any resolution shall be taken either immediately or at such subsequent time (not being more than thirty (30) days from the date of the meeting or adjourned meeting at which the poll was demanded) and place as the chairman may direct but poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made. A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made.

(2) 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. The chairman of the meeting may (and if so directed by the meeting shall) appoint scrutineers and may in addition to the powers of adjourning meetings contained in Clause 82, adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll.

(3) If:-

- (a) Any objection shall be raised as to the qualification of any voter; or
- (b) Any votes have been counted which ought not to have been counted or which might have been rejected; or
- (c) Any votes are not counted which ought to have been counted;

The objection or error shall not vitiate the decision of the meeting or adjourned meeting on any resolution unless the same is raised or pointed out at the meeting or the adjourned meeting at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the chairman of the meeting and shall only vitiate the decision of the meeting on any resolution if the chairman decides that the same is of sufficient magnitude to vitiate the resolution or may otherwise have affected the decision of the meeting. The decision of the chairman of the meeting on such matters shall be final and conclusive.

(4) A resolution put to vote at any meeting of Members shall be determined by poll. A poll shall be taken in such manner as the chairman of the meeting may direct and at least one (1) scrutineer must be appointed to validate the votes cast at the General Meeting. The appointed scrutineer must not be an officer of the Company 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. The chairman of the meeting may fix a place and time for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

The poll may be conducted manually using voting slips or electronically using various forms of electronic voting devices or if the meeting is to be held virtual, the poll may be conducted virtually using any electronic means via any online platform, website or mobile application by any features available of that online platform, website or mobile application. Such votes shall be counted by the poll administrator, and verified by the scrutineers, as may be appointed by the chairman of the meeting for the purpose of determining the outcome of the resolution(s) to be decided by poll.

87. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote in addition to any other vote he may have.

88. Subject to this Constitution, Clause 76 and any rights or restrictions for the time being attached to any class of Shares at meetings of Members or classes of Members, each Member shall be entitled to be present and to vote at any General Meeting in respect of any Share or Shares of which he is the registered holder and upon which all calls due to the Company have been paid, and may vote in person or by proxy or by attorney or by duly authorised representative for a corporation, and on a resolution to be decided on a show of hands, each holder of an ordinary Share, and each holder of a preference Share who has a right to vote, shall be entitled to one (1) vote and on a poll, every such Member present in person or by proxy or attorney or representative for a corporation shall have one (1) vote for each Share he holds. A person entitled to more than one (1) vote need not use all his votes or cast all the votes he uses on a poll in the same way.

A proxy shall be entitled to vote on a show of hands or on a poll and on any question, at any General Meeting. In a voting by poll, each proxy shall be entitled to such number of votes equal to the proportion of the Member's shareholdings represented by such proxy. A proxy may only vote as directed in the proxy form. However, if the appointor or representative attend and vote on a resolution, the proxy or attorney must not vote.

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

90. A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote, whether on a show of hands or on a poll, by his committee or by such other person who properly has the management of his estate, and any such committee or other person may vote by proxy or attorney.

Any person entitled under Clause 43 to transfer any shares, may vote at any General Meeting in the same manner as if he was the registered holder of such Shares provided that he shall satisfy the Board of his right to transfer such Shares, unless the Board shall have previously admitted his right to vote at such meeting in respect thereof, at least forty-eight (48) hours prior to the time of the meeting or adjourned meeting, at which he proposes to vote.

91. No person shall be entitled to be present or to vote on any resolution either as a Member or otherwise as a proxy or attorney or representative for a corporation at any General Meeting or demand a poll or be reckoned in the quorum in respect of any Shares upon which calls are due and unpaid.

92. (1) 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 not more than two (2) proxies to attend and vote in his stead at the meeting, and that a proxy may but need not be a Member. There shall be no restriction as to the qualification of the proxy. Where a Member appoints more than one (1) proxy, he shall specify the proportion of his holdings to be represented by each proxy, failing which the appointment shall be invalid. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting.

- (2) Where a Member of the Company is an Exempt Authorised Nominee which holds ordinary Shares in the Company for multiple beneficial owners in one (1) securities account ("**omnibus account**"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- (3) Where an Exempt Authorised Nominee appoints more than (1) proxy, the appointment shall be invalid unless the Exempt Authorised Nominee specifies the proportion of the shareholding to be represented by each proxy.
93. The instrument appointing a proxy, attorney or representative shall be in writing under the hand of the Member or of his attorney duly authorised in writing or, if the Member is a corporation in Malaysia, either under the corporation's common seal or under the hand of at least two (2) authorised officers, one whom shall be a Director or attorney duly authorised or, if the Member is a non-Malaysian corporation, either under the corporation's common seal or under the hand of at least one (1) authorised officer, and shall be in any form (including electronic) that the Board prescribes or accepts. A proxy may but need not be a Member of the Company but must be of full age of eighteen (18) years and above. The Board may, but shall not be bound to, require evidence of the authority of any such attorney or officer. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting.
94. Where it is desired to afford Members an opportunity of voting for or against a resolution, the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit or in such other form as the Board may approve or in any particular case, may accept:-

CHUBB INSURANCE MALAYSIA BERHAD

I/We, ----- (name of shareholder as per identification card) NRIC/Passport No./Company No. ----- of ----- (full address) and telephone no./email address ----- being a *member/members of CHUBB INSURANCE MALAYSIA BERHAD (the "Company"), hereby appoint ----- (name as per identification card) NRIC/Passport No. -- ----- of ----- (full address) Telephone No. ----- and, email address ----- and/or failing *him/her, ----- (name as per identification card) NRIC/Passport No. ----- of ----- (full address) Telephone No. ----- and, email address ----- and/or failing *him/her, #THE CHAIRMAN OF THE MEETING as my/our proxy to vote for me/us on my/our behalf at the [Annual or Extraordinary, as the case may be] General Meeting of the Company, to be held at ----- (place of meeting) on ----- (day, date of meeting) at ----- (time of meeting) or at any adjournment thereof. I/We indicate with an "x" in the spaces below how I/we wish my/our vote to be cast.

No.	Resolution	For	Against

Subject to the above stated voting instructions, my/our proxy may vote or abstain from voting on any resolutions as *he/*she/*they may think fit.

(Please indicate with an "X" in the appropriate box against the resolutions on how you wish your proxy to vote. The proxy is to vote on the resolutions set out in the Notice of Meeting as you have indicated. If no specific instruction as to voting is given, this form will be taken to authorise the proxy to vote at his/her discretion.)

- * *Strike out whichever is inapplicable.*
- # *If you wish to appoint other person(s) to be your proxy/proxies, kindly delete the words "the Chairman of the Meeting or failing him/her" and insert the name(s) of the person(s) desired.*

The proportion of my/our shareholdings to be represented by my/our proxies are as follows:-

First Proxy	%
Second Proxy	%
	<u>100%</u>

If appointment of proxy is under hand Signed by *individual member/*officer or attorney of member/*authorised nominee of (beneficial owner)	No. of shares held:..... Securities Account No.:..... (CDS Account No.) (Compulsory) Contact No.: Email address: Date :
If appointment of proxy is under seal The Common Seal ofwas hereto affixed in accordance with its Constitution in the presence of:- Director Director/Secretary in its capacity as *member/*attorney of member/*authorised nominee of(beneficial owner)	Seal No. of shares held:..... Securities Account No.:..... (CDS Account No.) (Compulsory) Contact No.: Email address: Date :

* *Strike out whichever is inapplicable.*

Signed this day of , 20

^ Manner of execution:-

- If you are an individual member, please sign where indicated.
- If you are a corporate member which has a common seal, this Form of Proxy should be executed under seal in accordance with the Constitution of your corporation.
- If you are a corporate member which does not have a common seal, this Form of Proxy should be affixed with the rubber stamp of your corporation (if any) and executed by
 - for a Malaysian company, at least two (2) authorised officers, of whom one shall be a director; or
 - for a non-Malaysian company, any one (1) authorised officer in accordance with the laws of the country under which your corporation is incorporated.

Notes:

- A member entitled to attend, participate, speak and vote at the meeting shall be entitled to appoint not more than two (2) proxies to attend, participate, speak and vote at the same meeting but his attendance shall automatically revoke the proxy's authority. A proxy may but need not be a member of the Company but must be of full age of

- eighteen (18) years and above. There shall be no restriction as to the qualification of the proxy.
2. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
 3. 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 thereof, shall be deposited at the Office, or at such other place within Malaysia or in such other manner as is specified for that purpose in the notice convening the meeting, at least forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such 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. The Company may specify a fax number and may specify an Electronic Address in the notice of meeting, for the purpose of receipt of proxy appointments subject to the rules, regulations and laws at that time specified therein.
 4. Where a member 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.
 5. If the member is a corporation this form must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.
 6. In respect of deposited securities, only members whose names appear on the Record of Depositors _____ (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
95. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting or postponed meeting, as the case may be, at which the person named in the instrument proposes to vote, and 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. The Company may specify a fax number and may specify an Electronic Address in the notice of meeting, for the purpose of receipt of proxy appointments subject to the Rules, regulations and laws at that time specified therein. A Member is not precluded from attending the meeting in person after lodging the instrument of proxy and such attendance shall automatically revoke the authority granted to the proxy. Any termination of a person's authority to act as a proxy shall be notified in writing and received by the Company at the Office any other designated office or by Electronic Communication or electronic means, be sent to the Electronic Address which specified by the Company before the commencement of the meeting.
96. (1) Subject to the Act and the Listing Requirements, the Board or any agent of the Company so authorised by the Board, may accept the appointment of proxy received by Electronic Communication on such terms and subject to such conditions as they consider fit. The appointment of proxy by Electronic Communication shall be in accordance with this Constitution.
- (2) For the purpose of this Clause, the Directors may require such reasonable evidence they consider necessary to determine:-

- (a) The identity of the Member and the proxy; and
 - (b) Where the proxy is appointed by a person acting on behalf of the Member, the authority of that person to make the appointment.
- (3) Without prejudice to this Clause, the appointment of proxy by Electronic Communication must be received at the Electronic Address specified by the Company in any of the following sources and shall be subject to any terms, conditions or limitations specified therein:-
- (a) Notice calling the meeting;
 - (b) Instrument of proxy sent out by the Company in relation to the meeting; or
 - (c) Website maintained by or on behalf of the Company.
- (4) An appointment of proxy by Electronic Communication must be received at the Electronic Address specified by the Company pursuant to Clause 96(3) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

An appointment of proxy by Electronic Communication which is not made in accordance with this Clause shall be invalid.

97. Every power, right or privilege herein given in these presents to any Member of the Company to convene, attend, vote and in any way take part in any meeting of the Company, may be exercised in the event of such Member being out of Malaysia by any attorney, whether a Member of the Company or not, duly appointed by such member for the purpose, by a power of attorney produced at the Office or at such other place within Malaysia as is specified for that purpose during business hours not less than forty-eight (48) hours before the same is acted on.
98. A vote given or thing done by a proxy or attorney in accordance with the terms of an instrument of proxy or attorney or authority shall be valid, notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument of proxy or of the attorney or of the authority under which the instrument of proxy was executed, or the transfer of the Share in respect of which the instrument of proxy is given, provided that no intimation in writing of such death, unsoundness of mind, revocation or transfer as aforesaid shall have been received by the Company at the Office or at such other place within Malaysia before the commencement of the meeting or adjourned meeting or in the case of a poll before the time appointed for the taking of the poll, at which the instrument of proxy or attorney or authority is used.
99. A corporation may by resolution of its directors or other governing body, if it is a Member, authorise such person as it thinks fit to act as its representative either at a particular meeting or at all meetings of the Company or of any class of members and a person so authorised shall act in accordance with his authority and until his authority is revoked by the corporation, be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it was an individual member.

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.

If the corporation authorises more than one person and more than one of the representatives purport to exercise the power on the above:-

- (a) Where the representatives purport to exercise the power in the same way, the power is treated as exercised in that way; or
- (b) Where the representatives do not purport to exercise the power in the same way, the power is treated as not exercised.

DIRECTORS: APPOINTMENT, REMOVAL, ETC

- 100. Unless otherwise determined by the Company in General Meeting and subject to the Listing Requirements, the number of Directors shall not be less than two (2) but not more than fifteen (15). Each Director must be a natural person who is at least eighteen (18) years of age.
- 101. Unless otherwise determined by the Company in General Meeting and subject to any Applicable Laws, majority of the Board shall be independent Directors as required by Bank Negara Malaysia requirements and at least one (1) Director shall be woman as required by Listing Requirements.
- 102. An election of Directors shall take place each year. At the first annual General Meeting of the Company, all the Directors shall retire from office, and at the annual General Meeting in every subsequent year, one-third (1/3) of the Directors for the time being or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election, provided always that all Directors shall retire from office at least once in every three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires whether adjourned or not.
- 103. The Directors to retire in each Year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 104. No person, not being a retiring Director, shall be eligible for election to the office of Director at any General Meeting unless a Member intending to propose him for election has, at least eleven (11) Clear Days as before the meeting, left at the Office, 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. The cost of serving the notice to propose the election of a Director where the nomination is made by a Member or Members, shall be borne by the Member or Members making the nomination.
- 105. The Company at the meeting at which a Director so retires may fill the vacated office by electing a person thereto, and in default the retiring Director shall be deemed to have been re-elected. Unless at that meeting it is expressly resolved not to fill the vacated office or a resolution for the re-election of the Director retiring at that meeting is put to the meeting and

the said resolution is not carried or some other person is elected a Director in place of the retiring Director, the retiring Director shall, if offering himself for re-election and not being disqualified under the Act from holding office as a Director, be deemed to have offered himself for re-election unless he has given notice in writing to the Company that he is unwilling to be re-elected.

106. At any General Meeting at which more than one (1) Director is to be elected, each candidate shall be the subject of a separate motion and vote unless a motion for the appointment of two (2) or more persons as Directors by a single resolution shall have first been agreed to by the meeting without any vote being given against it.
107. The Company may from time to time by Ordinary Resolution passed at a General Meeting, increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to retire from office.
108. Subject to the provisions of Sections 206 and 322 of the Act, the Company may by Ordinary Resolution of which special notice is given to all Members who are entitled to receive the notice, remove any Director before the expiration of his period of office and may if thought fit, by Ordinary Resolution appoint another Director in his stead. The person so appointed shall hold office for so long as the Director in whose place he is appointed would as if he had not been removed. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.
109. The Directors shall have power at any time and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the maximum number fixed in accordance with this Constitution. Any Director so appointed shall hold office only until the next following annual General Meeting of the Company, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.
110. The shareholding qualification for Directors may be fixed by the Company in General Meeting and until so fixed, no shareholding qualification for Directors shall be required. All Directors shall be entitled to receive notice of and to attend all General Meetings of the Company.

ANNUAL SHAREHOLDER APPROVAL FOR DIRECTORS' FEES AND BENEFITS

111. The fees and any benefits payable to the Directors of the Company including any compensation for loss of employment of a Director or a former Director shall be approved by an Ordinary Resolution of the Company in a General Meeting annually and such remuneration shall be divided among the Directors in such proportions and manner as the Directors may determine, provided always that:-
 - (a) Fees payable to non-executive Directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover and which shall not exceed the amount approved by Members in General Meeting;
 - (b) Remuneration and other emoluments (including salary, bonus, benefits or any other elements) payable to executive Directors who hold an executive office in the Company pursuant to a contract of service need not be determined by the Company in General Meeting but such salaries and emoluments may not include a commission on or percentage of turnover. Nothing herein shall prejudice the powers of the Directors to appoint any of their Members to be the employee or agent of the

Company at such remuneration and upon such terms as they think fit provided that such remuneration shall not include commission on or percentage of turnover;

- (c) Fees of Directors and any benefits payable to Directors shall be subject to annual shareholders' approval at a General Meeting;
 - (d) Any fee paid to an alternate Director shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter; and
 - (e) The monetary fees and/or benefits payable to non-executive Directors of the Company, including those who are also Director of the subsidiaries includes fees, meeting allowances, travelling allowances, benefits, gratuity and compensation for loss of employment of Director or former Director of the Company provided by the Company and subsidiaries, but does not include insurance premium or any issue of securities.
112. (1) The Directors shall be paid or reimbursed for all their travel, hotel and other expenses properly and necessarily expended by them in and about the business of the Company including their travelling and other expenses incurred in attending meetings of the Directors or any committee of the Directors or General Meetings or otherwise in the course of the performance of their duties as Directors.
- (2) If any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of Directors, the Company may remunerate the Director so doing either by a fixed sum or otherwise (other than by a sum to include a commission on or percentage of turnover) as may be determined by the Board provided that in the case of non-executive Directors, the said remuneration shall not include a commission on or percentage of profits or turnover. In the case of an executive Director, such fee may be either in addition to or in substitution for his share in the fee from time to time provided for the Directors.

DISQUALIFICATION OF DIRECTORS

113. (1) The office of a Director shall become vacant if the Director:-
- (a) Is convicted by a court of law, whether in Malaysia or elsewhere, in relation to any of the offences set out in Paragraph 15.05(1) of the Listing Requirements as follows:
 - (i) An offence in connection with the promotion, formation or management of a company;
 - (ii) An offence involving bribery, fraud or dishonesty or where the conviction involved a finding that he acted fraudulently or dishonestly; or
 - (iii) An offence under the Securities Laws or the Act.
 - (b) Becomes disqualified from being a Director pursuant to the Act or Section 59 of the FSA 2013 or has been convicted of an offence under Section 198 of the Act;

- (c) 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 or such legislation having the same effect;
- (d) Fails to attend at least seventy-five (75%) of the total Board meetings held during a financial year;
- (e) Resigns from his office by notice in writing to the Company and deposited the notice at the Office;
- (f) Is removed from his office of Director by resolution of the Company in General Meeting of which special notice has been given in accordance with the Constitution;
- (g) Has retired in accordance with the Act or the Constitution but is not re-elected;
- (h) Dies; or
- (i) Otherwise vacate his office in accordance with the Act or the Constitution of the Company.

If the office of a Director is vacated for any reason, he shall cease to be a member of any committee or sub-committee of the Board.

POWERS AND DUTIES OF DIRECTORS

114. The business and affairs of the Company shall be managed by Directors or under the direction of the Board. The Board has all the powers necessary for managing and for directing and supervising the management of the business and affairs of the Company and exercise all such powers of the Company as are not by this Constitution or by the Act required to be exercised by the Company in General Meeting, subject nevertheless, to any of this Constitution, to the provisions of the Act, and to such regulations, not being inconsistent with this Constitution or the provisions of the Act as may be prescribed by the Company in General Meeting but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.
115. The Directors shall not without the prior approval of the Company in General Meeting:-
- (a) Exercise any power of the Company to issue Shares unless otherwise permitted under the Act;
 - (b) Arrange or enter or carry into effect any proposal or execute any transaction for the acquisition of an undertaking or property of a substantial value, or the disposal of a substantial portion of or controlling interest in the Company's undertaking or property (includes the whole or substantially the whole of the rights, including developmental rights and benefits) as set out in the Applicable Laws;
 - (c) Subject to Sections 228 and 229 of the Act, cause the Company to enter or carry into effect any arrangement or transaction with a Director or a substantial shareholder of the Company or its holding company, or its subsidiary, or with a person connected with such a Director or substantial shareholder to acquire from or dispose to such Director or substantial shareholder or person connected with such a Director any shares or non-cash assets of the requisite value as stated in the Act; or

- (d) Issue any Securities on such terms and subject to such conditions which confer a right to subscribe for new Shares of the Company.
116. The Board may exercise all the powers of the Company to borrow money, raise funds, accept credit facilities and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures and other Securities whether outright or as security for any debt, liability or obligation of the Company or subsidiary company or associate company or any related third party subject to the Applicable Laws, including but not limited to the provisions of the Act and the Listing Requirements, as they may think fit.
117. The Board shall cause a proper register to be kept in accordance with Section 362 of the Act, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirement of Section 352 of the Act in regard to the registration of mortgages and charges therein specified and otherwise.
118. The Board shall not obtain financing or mortgage or charge any of the Company or its subsidiaries' undertaking, property or uncalled capital, or issue debentures or other securities, whether outright or as security, for any debt, liability or obligation of an unrelated third party.
119. The Board may establish or arrange any contributory or non-contributory pension or superannuation scheme, share option/incentive scheme and trusts or other funds for the benefit of, or pay a gratuity, pension or emolument, and to issue and allot and/or transfer Shares or Securities to any person who is or has been employed by or in the service of the Company or any subsidiary of the Company, or to any person who is or has been a Director or other officer of and holds or has held salaried employment in the Company or any such subsidiary, and the widow, family or dependants of any such person. The Board may also subscribe to any association or fund which they consider to be for the benefit of the Company or any such subsidiary or any such person as aforesaid and make payments for or towards any hospital or scholastic expenses and any Director holding such salaried employment shall be entitled to retain any benefit received by him under this Clause subject only, where the Act requires, for proper disclosure to the Members and the approval of the Company in General Meeting.
120. The Board may exercise all the powers of the Company conferred by the Act in relation to any official seal for use outside Malaysia and in relation to branch registers. The official seal as referred in Section 62 of the Act, shall be an exact copy of the Seal with the addition on its face of the place where it is to be used. The official seal when duly affixed to a document has the same effect as the Seal. The person affixing the official seal shall certify in writing on the deed or other document to which the seal is affixed the date and place it is affixed.
121. The Board may from time to time by power of attorney under the Seal, appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney/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 delegate all or any of the powers, authorities and discretions vested in him.
122. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be in such manner as the Board may from time to time by resolution determine.

123. Subject to the Act, the Company's documents shall be executed, as the case may be, in such manner and by such authorised person as the Board shall from time to time determine.
124. A Director shall at all times exercise his powers for a proper purpose, in good faith and in the best interest of the Company and shall act honestly and use reasonable diligence in the discharge of the duties of his office and shall not make use of any information acquired by virtue of his position to gain directly or indirectly an improper advantage for himself or for any other person or to cause detriment to the Company.
125. Every Director shall give notice to the Company of such events and matters affecting or relating to himself as may be necessary or expedient to enable the Company and its officers to comply with the requirements of the Act.
126. Subject always to the Act and requirements of the Exchange, a Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise nor shall any such contracts, 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 relationship thereby established but the nature and extent of interest must be declared by him at the meeting of the Directors at which the contract or arrangement is determined, if the interest then exists or in any other case, at the first meeting of the Directors after the acquisition of the interest.
127. Unless prohibited by the Rules and/or requirements of the Exchange, any Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for his or his firm's professional services as if he was not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as Auditor of the Company and provided further that such professional services shall be provided at normal commercial terms.

PROCEEDINGS OF DIRECTORS

128. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Any Director may at any time and the Secretary shall on the requisition of any of the Directors, summon a meeting of the Directors by giving them not less than seven (7) days' notice thereof unless such requirement is waived by them.
129. Unless otherwise determined by the Directors from time to time, notice of all Directors' meetings shall be given and circulated to all Directors by hand, post, Electronic Form or other written communication modes. Except in the case of an emergency, reasonable notice of every Directors' meeting shall be given in writing. The majority of the Board may waive notice of any meeting and any such waiver may be retroactive. The notice of each Directors' meeting shall be deemed to be served on a Director upon delivery if delivered by hand, or immediately if sent by facsimile, Electronic Form or other form of Electronic Communications or if sent by post, on the day on which a properly stamped letter containing the notice is posted.

130. The quorum necessary for the transaction of business of the Directors shall be at least half of the Board and a meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretion by or under this Constitution vested in or exercisable by the Directors generally.
131. Directors may participate in a meeting of Directors by means of conference telephone, conference videophone or any similar or other communications by contemporaneous electronic means which by all persons participating in the meeting are able to hear and speak to each other throughout the meeting and in such event, such Director shall be deemed to be physically present at the meeting of Directors.
132. A person in communication by electronic means with the Chairman and with all other parties to a meeting of the Directors or of a committee of Directors shall be regarded for all purposes as personally attending such a meeting and shall be counted in a quorum and be entitled to vote but only for so long he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by electronic means.
133. Subject to the Act, all business transacted in the manner provided above by electronic means shall for the purpose of this Constitution be deemed to be validly and effectively transacted at a meeting of the Board. All information and documents must be made equally available to all participants prior to or at/during the meeting.
134. The Directors may elect one of their numbers as Chairman or Deputy Chairman of the Board and determine the period for which he is to hold office but if no such Chairman or Deputy Chairman is elected, or if at any meeting of Directors the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Directors present may choose one (1) of their members to be chairman of the meeting.
135. The Directors shall not have any power to appoint any person from time to time as their proxies to represent them at Directors' meetings, save and except for their duly appointed alternate Directors.
136. Subject to this Constitution, any question arising at any meeting of Directors shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a determination of the Board. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote. The Chairman of the meeting shall however not have a second or casting vote where two (2) Directors form a quorum and only such a quorum is present at the meeting or only two (2) Directors are competent to vote on the question at issue. A Director present at a meeting of the Directors is presumed to have agreed to, and to have voted in favour of, a resolution of the Directors unless he expressly dissents from or votes to object against the resolution at the meeting.
137. The remaining Director or Directors may continue to act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the minimum number fixed by or pursuant to this Constitution as the necessary quorum of Directors, the remaining Director or Directors may, except in an emergency, act only for the purpose of increasing the number of Directors to such minimum number or to summon a General Meeting of the Company, but for no other purpose.
138. Every Director shall comply with the provisions of Sections 219 and 221 of the Act in connection with the disclosure of his shareholding and other interests in the Company or its related corporation and his interest in any contract or proposed contract with the Company and in connection with the disclosure, every Director shall state the fact and the nature, character and extent of any office or possession of any property whereby whether directly

or indirectly, duties or interests might be created in conflict with his duty or interest as a Director.

139. A Director may contract with and be interested in any contract or proposed contract with the Company and shall not be liable to account for any profit made by him by reason of any such contract; provided always that the nature of the interest of the Director in any such contract be declared at a meeting of the Directors as required by Section 221 of the Act and such other requirements of the Act, the Listing Requirements and this Constitution have been complied with.
140. A Director shall not participate in any discussion or vote in regard to any contract or proposed contract or arrangement in which he has, directly or indirectly, an interest (and if he shall do so his vote shall not be counted).
141. A Director notwithstanding his interest may, provided that none of the other Directors present disagree, be counted in the quorum present at any meeting whereat any decision is taken upon any contract or proposed contract or arrangement in which he is in any way interested, provided always that he has complied with Section 221 and all other relevant provisions of the Act, the Listing Requirements and this Constitution.
142. A Director may vote in respect of:-
 - (a) Any arrangement for giving the Director himself or any other Directors any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; and
 - (b) Any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself or any other Director has assumed responsibility in whole or in part, under a guarantee or indemnity or by the deposit of a security.
143. A Director of the Company may be or become a director or other officer of or otherwise interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise or any corporation which is directly and indirectly interested in the Company as shareholder or otherwise and no such Director shall be accountable to the Company for any remuneration or other benefit received by him as a director or officer of, or from his interest in, such corporation unless the Company otherwise directs at the time of his appointment. The Directors may exercise the voting power conferred by the Shares or other interest in any such other corporation held or owned by the Company, or exercisable by them as directors of such other corporation, in such manner and in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of the Directors or other officers of such corporation), and any Director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be or is about to be appointed a director or other officer of such corporation and as such is or may become interested in the exercise of such voting rights in the manner aforesaid.

ALTERNATE DIRECTOR

144. (1) A Director may from time to time nominate any person to act as his alternate Director and at his discretion remove such alternate Director, provided that:-
 - (a) Such person is not an existing Director of the Company;

- (b) Such person does not act as an alternate for more than one (1) Director of the Company;
 - (c) The appointment is approved by a majority of the other existing Directors; and
 - (d) Any fee paid by the Company to the alternate Director shall be deducted from that the appointing Director's remuneration.
- (2) An alternate Director shall (except as regards the power to appoint an alternate Director and remuneration) 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 meetings of the Directors and to attend, speak and vote at any such meeting at which his appointor is not present.
- (3) A Director may at any time by writing revoke the appointment of any alternate appointed by him, and appoint another person approved as aforesaid. An alternate Director shall *ipso facto* vacate office if the Director appointing him vacates office as director or removes the alternate Director from office. Any appointment or removal of an alternate Director may be made and communicated by his appointor to the Office by electronic transmission Communication or in any other manner approved by the Directors. Any Communication electronic transmission shall be confirmed as soon as possible by letter, but may be acted upon by the Company in the meantime.
- (4) An alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Directors attended by him at which he is entitled to vote.
- (5) Every person acting as an alternate Director shall be deemed to be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be an agent of or for the Director appointing him.
- (6) An alternate Director shall not be entitled to receive remuneration otherwise than out of the remuneration of the Director who appoints him.
- (7) Subject to the provisions of the Listing Requirements, an alternate Director shall not be appointed as a member of any Board Committees of the Company.
- (8) An alternate Director shall be entitled to receive notices of meetings of the Directors and to attend, speak and vote as a Director at any such meeting at which his appointor is not personally present; and generally in the absence of his appointor in Malaysia, to perform all the functions of his appointor as a Director.

MANAGING AND/OR EXECUTIVE DIRECTORS

145. The Board may from time to time appoint one (1) or more of their body to any executive office or person performing the functions of a managing director, by whatever name called including the offices of Managing Director, Deputy Managing Director or executive Director for such period and upon such terms as they think fit.

The appointment may entrust to and confer upon the Directors holding such executive office, any powers exercisable by them as Directors generally as they may think fit, but such Managing Director, Deputy Managing Director or executive Director shall be subject to the control of the Board. The Board may from time to time (subject to any provisions of any contract between him and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or appoint a substitute during his or their absence from illness or any other cause and in case of any breach of any agreement his or their remedy against the Company shall be in damages only and he or they shall have no right or claim to continue in such office contrary to the will of the Directors or of the Company in General Meeting.

146. The remuneration of the Directors appointed to an executive position pursuant to this Constitution shall and subject to the terms of any agreement entered into in any particular case be fixed by the Board and may be by way of salary or commission or participation in profits or otherwise or by any or all of these modes but such remuneration shall not include a commission on or percentage of turnover but it may be a term of their appointment that they shall receive pension, gratuity or other benefits upon their retirement. The remuneration of the Director(s) appointed to an executive position shall, subject to under Clause 111, be determined by the Board or any committee authorised by the Board and can either be in addition to or in lieu of his/their fees as a Director.
147. A Managing Director, Deputy Managing Director or executive Director shall while he continues to hold that office, be subject to retirement by rotation and shall be reckoned as a Director for the purpose of determining the rotation or retirement of Directors or in fixing the number of Directors to retire, but he shall, subject to provisions of any contract between him and the Company, be subject to the same provision as to resignation and removal as the other Directors and if he ceases to hold the office of Director for any cause shall *ipso facto* and immediately cease to be a Managing Director, Deputy Managing Director or executive Director.

COMMITTEES OF DIRECTORS

148. The Directors may establish any committees (including, without limitation, a management committee), local boards or agencies comprising two (2) or more persons for managing any other affairs of the Company either in Malaysia or elsewhere, and may lay down, vary or annul such rules and regulations as they may think fit for the conduct of the business thereof, and may appoint any person or persons to be the member or members of any such committee or local board or agency and may fix their remuneration and may delegate to any such committee or local board or agency any of the powers, authorities and discretion vested in the Directors, with power to sub-delegate, and may authorise the member or members of any such committee or local board or agency or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no persons dealing in good faith and without notice of any such annulment or variation shall be affected thereby. The regulations herein contained for the proceedings of Directors shall so far as not altered by any regulations made by the Directors apply also to the meetings and proceedings of any committee.
149. A committee may elect a chairman of its meetings. If no such chairman is elected or if at any meeting the chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the members of the committee present may choose one (1) of their number to be chairman of the meeting except where at the meeting only two (2) Directors form the quorum or are competent to vote on the question at issue.

150. Subject to any rules and regulations made pursuant to Clause 148, a committee may meet and adjourn as it thinks proper and questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman of the meeting shall have a second or casting vote, except where two (2) persons form a quorum, the chairman of a meeting of any such committee or local board or agency at which only such a quorum is present, or at which only two (2) persons are competent to vote in the question at issue, shall not have a second or casting vote.
151. Notwithstanding any provisions to the contrary contained in this Constitution, any member of a committee may participate at a committee meeting by way of telephone and video conferencing or by means of other Electronic Communication whereby all persons participating in the meeting are able to hear each other contemporaneously, in which event such member shall be deemed to be physically present at the meeting whether for the purposes of this Constitution or otherwise. A member participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting. Any meeting held in such manner shall be deemed to be held at such place as shall be agreed upon by the members attending the meeting.

VALIDATION OF ACTS OF DIRECTORS

152. All acts *bona fide* done by any meeting of the Board or a committee of the Board or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or member of such committee as aforesaid and had been entitled to vote.
153. Any sale or disposal by the Company, as approved by the Board, of a substantial portion of the Company's main undertaking or property shall be subject to approval by the Members in a General Meeting.

DIRECTORS' RESOLUTIONS IN WRITING

154. A resolution in writing signed, approved or assented by letter, electronic mail or facsimile or other written Electronic Communications by all of the Directors for the time being entitled to receive notice of a meeting of the Directors shall be valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted. Any such resolution may consist of several documents in like form (prepared and circulated by facsimile, telex, telegram or electronic mail or other communication modes/equipment), each signed by one (1) or more Directors. An approval by letter or other written means of a proposed resolution in writing (which has been prepared and circulated as aforesaid) signed by a Director and sent by him in Electronic Form shall be deemed to be a document signed by him for the purposes of the foregoing provisions. Any such document may be accepted as sufficiently signed by a Director if transmitted to the Company by any technology purporting to include a signature and/or electronic or digital signature of the Director.

AUTHENTICATION OF DOCUMENTS

155. Any Director or the Secretary of the Company or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the Constitution of the Company and any resolution passed by the Company, the Directors, any committee of Directors or any local 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.

Where any books, records, documents or accounts are kept elsewhere than in the Office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.

156. A document purporting to be a copy of a resolution of the Directors or any extract from the minutes of a meeting of the Directors which is certified by person having powers to authenticate the documents as such in accordance with the provisions of Clause 155, shall be conclusive evidence in favour of all persons dealing with the Company on the faith that such resolution has been duly passed or that such extract is a true and accurate record of a duly constituted meeting of the Directors, as the case may be.
157. For the avoidance of doubt, any document or instrument transmitted by any technology purporting to include a signature and/or electronic or digital signature, including but not limited to signing with a platform such as DocuSign, of any of the following persons:-
- (a) A holder of Shares;
 - (b) A Director;
 - (c) An alternate Director;
 - (d) In the case of a corporation, which is a holder of Shares, its Director or Secretary or a duly appointed attorney or duly authorised representative;

Shall in the absence of express evidence to the contrary available to the person relying on such document or instrument at the relevant time, be deemed to be a document or instrument signed by such person in the terms in which it is received.

MINUTES AND REGISTERS

158. The Board shall cause minutes to be duly entered in books kept for the purpose:-
- (a) Of all appointments of officers made by the Directors;
 - (b) Of the names of all the Directors present at each meeting of the Directors and of any committee of Directors and of the Company in General Meeting;
 - (c) Of all resolutions and proceedings of General Meetings and of all meetings of the Company, class of members, Directors and committee of Directors; and
 - (d) Of all directions and orders made by the Directors and any committee of Directors.

Such minutes shall be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting and if so signed, shall be accepted as prima facie evidence without any further proof of the facts thereon stated.

159. The Company shall in accordance with the provisions of the Act keep at the Office, a register containing such particulars with respect to the Directors, managers and Secretaries and beneficial owner of the Company as required by the Act, and shall from time to time notify the Registrar of any change in such registers and of the date of change in the manner prescribed by the Act.

160. The books containing the minutes of proceedings of any General Meeting shall be kept by the Company at the Office or the principal place of business in Malaysia of the Company and shall be open to the inspection of any Member without charge in accordance with the provisions of Sections 341 and 342 of the Act.
161. The Company shall also keep at the Office or such other place provided notice has been given to the Registrar, registers which shall be open to the inspection of any Member without charge and to any other person on payment of a prescribed fee for each inspection, all such matters required to be so registered under the Act, and in particular:-
- (a) A register of substantial shareholders under Sections 144 of the Act and of information received in pursuance of the requirements under Section 56(4) of the Act;
 - (b) A register of the particulars of each of the Directors' shareholdings and interests as required under Section 59 of the Act; and
 - (c) A register of mortgages and charges as required under Section 362 of the Act.
162. Any register, index, minute book, accounting record or other book pursuant to the Act or the provisions of this Constitution to be kept by or on behalf of the Company may subject to and in accordance with the Act, be kept either in hard copy form or in Electronic Form, and arranged in the manner that the Directors think fit. If such records are kept in Electronic Form, the Directors shall ensure that they are capable of being reproduced in hard copy form, and shall provide for the manner in which the records are to be authenticated and verified. In any case where such records are kept otherwise than in hard copy form, the Directors shall take reasonable precautions for ensuring the proper maintenance and authenticity of such records, guarding against falsification and for facilitating discovery.
163. The Directors shall comply with the Act in regard to keeping a register of Directors and Secretaries, a register of substantial shareholdings, a register of Directors' share and debenture holdings and such other registers (other than any which the Directors are already obliged to keep under these Clauses) as the Act may require the Company to keep.

SECRETARY

164. The Secretary or Secretaries shall, in accordance with the Act, be appointed by the Directors, for such period and on such terms as to remuneration and otherwise as they think fit, and any Secretary so appointed may (subject to the terms of any contract between him and the Company) be removed by the Directors from office but without prejudice to any claims he or they may have for damages for breach of any contract of service with the Company.
165. The office of the Secretary shall become vacant if the Secretary resigns his office by notice in writing to the Company or he becomes disqualified to act as the Secretary in accordance with Section 238 of the Act.
166. The Directors shall have power from time to time by resolution appoint any person to be temporary, substitute, assistant or deputy secretary, either generally or for some specified purposes.

SEAL

167. (1) The Board shall provide for the safe custody of the Seal which shall only be used pursuant to a resolution of the Directors or a committee of the Board authorised to use the Seal. The Board may from time to time make such resolutions as they think fit determining the persons and the number of such persons in whose presence the Seal shall be affixed and, until otherwise so determined, the Seal shall be affixed in the presence of at least one (1) Director and counter-signed by the Secretary or by a second Director or by some other person appointed by the Board for the purpose who shall sign every instrument to which the Seal is affixed. The Directors may by resolution determine either generally or in any particular case that the signature of any Director, the Secretary or such other persons appointed as aforesaid may be affixed or reproduced by facsimile, autographic or other mechanical means provided that the use of such is restricted to a certificate or other documents of title in respect of any share, stock, debenture or marketable security created or issued by the Company to be given under the Seal of the Company. The Company may exercise the powers of Section 62 of the Act, and such powers are accordingly hereby vested in the Board.
- (2) The Company may also have an official seal pursuant to Section 63 of the Act in respect of Securities issued by the Company or any documents creating or evidencing Securities so issued. The official seal is a duplicate common seal which shall be an exact copy of the Seal with the addition on its face of the words "Securities Seal" which is specifically used for affixing any documents creating or evidencing Securities so issued by the Company and the affixing of the Securities Seal shall be authenticated in the manner set out in Clause 167(1).
- (3) The Company or the Board on behalf of the Company may exercise the powers conferred by the provisions of the Act with regard to having an official seal for use abroad and the powers conferred by the provisions of the Act with regard to the keeping of a branch Register.

ACCOUNTS

168. The Company, Directors and managers of the Company shall cause proper accounting and other records to be kept and shall distribute copies of financial statements and other documents as required by the Act and shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or authorised by the Directors or the Company in a General Meeting. No member (not being a director or such officer) or any other person shall have any right to inspect any books of account or records of operations or other book or document of the Company except:-
- (a) If conferred by the Act or other Applicable Laws; or
- (b) If ordered by a court of competent jurisdiction; or
- (c) If authorised by the director (if any) or the Board.
169. Subject always to Section 245 of the Act, the books of account or records of operations shall be kept at the Office or at such other place as the Board deems fit and shall at all times be made available for inspection of any Directors. Notwithstanding this Clause, the accounting and other records of operations outside Malaysia may be kept by the Company at a place

outside Malaysia provided that such accounting and other records shall be sent to and kept at a place in Malaysia and be made available for inspection by the Board at all times.

170. The Board shall from time to time in accordance with the Act and the Listing Requirements (if applicable) cause to be prepared, sent to every Member and laid before the Company in a General Meeting the audited financial statements and Directors' report in accordance with the provisions of the Act and/or such Listing Requirements (if applicable).
171. The Directors shall not be bound, unless expressly instructed to do so by a Special Resolution of the Company in a General Meeting, to publish any list or particulars of the Securities or investments held by the Company or to give any information in relation to such Securities or investments to any Member.
172. Subject to the compliance with the Listing Requirements and any other Applicable Laws, the Company may send any Document required under the Listing Requirements to its Securities holders in Electronic Form, which shall be transmitted to the Electronic Address provided by the Securities holders to the Company for such purpose or by publishing on a website.

AUDIT

173. (1) The Company shall at each annual General Meeting appoint an Auditor or Auditors to hold office until the next annual General Meeting for each financial year in accordance with the provisions of the Act and their duties regulated in accordance with the Act.
(2) The Auditors shall be entitled to attend any General Meeting and to receive all notices of and other communications relating to any General Meeting which any Member is entitled to receive, and to be heard at any General Meeting on any part of the business of the meeting which concerns the Auditors.
174. No person may be appointed as auditor of the Company if he cannot consent to be appointed as an auditor under Section 264 of the Act. The duties of the Auditor or Auditors shall be regulated by Sections 266 and 287 of the Act.
175. Subject to the Act, all acts done by any person acting as Auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.

DIVIDENDS AND RESERVES

176. (1) The Company may, subject to any Applicable Laws, from time to time declare dividends, but no dividend shall exceed the amount recommended by the Board. No dividend shall be payable otherwise than out of profits available of the Company or shall bear interest against the Company. The Board may, subject to any Applicable Laws, if they think fit, from time to time declare and pay to the Members such interim dividends as appear to them to be justified by the position of the Company, and may also from time to time, if in their opinion such payment is so justified, pay any preferential dividends which by the terms of issue of any share are made payable on fixed dates.

- (2) Subject to any Applicable Laws, the Board may authorise a distribution of dividend at such time and in such amount as the Board considers appropriate, if the Board is satisfied that the Company will be solvent immediately after the distribution is made. For this purpose, the Company is regarded as solvent if the Company is able to pay its debts as and when the debts become due within twelve (12) Months after the distribution is made.
 - (3) No higher dividend shall be paid than is authorised by the Board, and the declarations of the Board as to the distribution shall be conclusive.
- 177. The Board may, before recommending any dividend, whether preferential or otherwise, set aside out of the profits available of the Company such sums as they think proper as reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied. Pending any such application, such profits may, at the discretion of the Directors, either be employed in the business of the Company or be invested in such investments as the Board may from time to time think fit. The Board may also without placing the profits to reserve, carry forward any profits which they may think prudent not to divide.
- 178. The Board may establish a reserve to be called either “capital reserve” or “realisation account” and shall carry to the credit of such reserve from time to time, all monies realised on the sale of any investments held by the Company in excess of the then book price of the same in providing for depreciation or contingencies. Such capital reserve or realisation account and all other monies in the nature or otherwise, shall be treated for all purposes as capital monies and not as profits available for dividend. Any losses realised on the sale of any investments may be carried to the debit of capital reserve or realisation account except in so far as the Board shall decide to make good the same out of other monies of the Company.
- 179. Subject to the rights of persons, if any, entitled to Shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the Shares in respect of which the dividend is paid, but no amount paid or credited as paid on a Share in advance of call shall be treated for the purposes of this Constitution as paid on the Share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the Shares during any portion or portions of the period in respect of which the dividend is paid; but if any Share is issued on terms providing that it shall rank for dividend as from a particular date, that Share shall rank for dividend accordingly.
- 180. The Board may deduct from any dividend payable to any Member, all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the Shares of the Company held by him.
- 181. The Board may retain any dividend or other moneys payable on or in respect of a Share other than fully paid Shares on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.
- 182. The Directors may retain the dividends payable upon Shares in respect of which any person is entitled to become a Member under the provision as to the transmission of shares in this Constitution, or which any person is under this Constitution entitled to transfer, until such person shall become a member in respect of such Shares or shall transfer the same.

183. All dividends unclaimed for one (1) year after having been declared shall be dealt with in accordance with the Unclaimed Monies Act 1965, and subject thereto, may be invested or otherwise used by the Board for the benefit of the Company until claimed or paid pursuant to the Unclaimed Monies Act 1965. No unpaid dividend, bonus, or interest shall bear interest as against the Company.
184. Subject to the provisions of the Listing Requirements, any General Meeting declaring a dividend or bonus may upon recommendation of the Board, direct payment of such dividend or bonus, wholly or partly by the distribution of specific assets and in particular, of paid-up Shares, debenture or debenture stock of any other company or in any one (1) or more of such ways and the Board shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Board may settle the same as they think expedient, and fix the value for the distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any member upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Board. No distribution, settlement, arrangement or adjustment so made by the Board shall be questioned by any Member.
185. (1) Any dividend, interest or other money payable in cash in respect of Shares or other Securities may be paid by direct transfer by means of the electronic payment systems upon terms and subject to conditions as the Board may stipulate or by cheque or warrant sent by post to the registered address of the holder on the Register or the Record of Depositors or to such person and to such address as the holder may direct in writing. Every such cheque or warrant or remittance via the electronic payment systems shall be made payable to the order of the person to whom it is sent or to such person as the holder may direct, and the payment of any such cheque or warrant or remittance via the electronic payment systems shall operate as a good and full discharge of the Company in respect of the dividend, interest or other money payable in cash in respect of Shares or other Securities represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant shall be sent at the risk of the person entitled to the money thereby represented.
- (2) Whenever the Board or the Company in General Meeting have resolved or proposed that a dividend (including an interim, final, special or other dividend) be paid or declared on the ordinary Shares of the Company, the Board may further resolve that Members entitled to such dividend be entitled to elect to receive an allotment of ordinary Shares credited as fully paid in lieu of cash in respect of the whole or such part of the dividend as the Board may think fit. In such case, the following provisions shall apply:-
- (a) The basis of any such allotment shall be determined by the Board;
- (b) The Board shall determine the manner in which Members shall be entitled to elect to receive an allotment of ordinary Shares credited as fully paid in lieu of cash in respect of the whole or such part of any dividend in respect of which the Board shall have passed such a resolution as aforesaid, and the Board may make such arrangements as to the giving of notice to Members, providing for forms of election for completion by Members (whether in respect of a particular dividend or dividends or generally), determining the procedure for making such elections or revoking the same and the place at which and the latest date and time by which any forms of election or other documents by which elections are made or revoked must be lodged, and otherwise make all such arrangements and do all such

things, as the Board consider necessary or expedient in connection with the provisions of this Constitution;

- (c) The right of election may be exercised in respect of the whole of that portion of the dividend in respect of which the right of the election has been accorded provided that the Board may determine, either generally or in any specific case, that such right shall be exercisable in respect of the whole or any part of that portion; and
 - (d) The dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable in cash on ordinary Shares in respect whereof the Share election has been duly exercised (the “**Elected Ordinary Shares**”) and in lieu and in satisfaction thereof ordinary Shares shall be allotted and credited as fully paid to the holders of the Elected Ordinary Shares on the basis of allotment determined as aforesaid and for such purpose (notwithstanding any provision of the Constitution to the contrary), the Board shall (i) capitalise and apply the amount standing to the credit of any of the Company’s reserve accounts or any sum standing to the credit of the profit and loss account or otherwise available for distribution as the Board may determine, such sum as may be required to pay up in full the appropriate number of ordinary Shares for allotment and distribution to and among the holders of the Elected Ordinary Shares on such basis, or (ii) apply the sum which would otherwise have been payable in cash to the holders of Elected Ordinary Shares towards payment of the appropriate number of ordinary shares for allotment and distribution to and among the holders of the Elected Ordinary Shares on such basis.
- (3)
 - (a) The ordinary Shares allotted pursuant to the provisions of paragraph (2) of this Clause shall rank *pari passu* in all respects with the ordinary Shares then in issue save only as regards participation in the dividend which is the subject of the election referred to above (including the right to make the election referred to above) or any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneous with the payment or declaration of the dividend which is the subject of the election referred to above, unless the Board shall otherwise specify.
 - (b) The Board may do all acts and things considered necessary or expedient to give effect to any capitalisation pursuant to the provisions of paragraph (2) of this Clause, with full power to make such provisions as they think fit in the case of fractional entitlements to ordinary Shares (including, notwithstanding any provision to the contrary in this Clause, provisions whereby, in whole or in part, fractional entitlements are disregarded or rounded up or down, or whereby the benefit of fractional entitlements accrues to the Company rather than the members).
- (4) The Board may, on any occasion when they resolve as provided in paragraph (2) of this Clause, determine that the rights of election under that paragraph shall not be made available to the persons who are registered as holders of ordinary Shares in the Register or the Record of Depositors, as the case may be, or in respect of ordinary Shares the transfer of which is registered, after such date as the Directors may fix subject to such exceptions as the Board think fit, and in such event the provisions of this Constitution shall be read and construed to such determination.

- (5) The Board may, on any occasion when they resolve as provided in paragraph (2) of this Clause, further determine that no allotment of Shares or rights of election for Shares under that paragraph shall be made available or made to Members whose registered addresses entered in the Register or the Record of Depositors, as the case may be, is outside Malaysia or to such other members or class of members as the Directors may in their sole discretion decide and in such event the only entitlements of the Members aforesaid shall be to receive in cash the relevant dividend resolved or proposed to be paid or declared.
- (6) Notwithstanding the foregoing provisions of this Constitution, if at any time after the Directors' resolution to apply the provisions of paragraph (2) of this Clause in relation to any dividend but prior to the allotment of ordinary Shares pursuant thereto, the Board shall consider that, by reason of any event or circumstance (whether arising before or after such resolution) or by reason of any matter whatsoever, it is no longer expedient or appropriate to implement that proposal, the Board may at their absolute discretion and as they deem fit in the interest of the Company, cancel the proposed application of paragraph (2) of this Clause.

BONUS ISSUES AND CAPITALISATION OF PROFITS AND RESERVES

186. The Board may, with the sanction of an Ordinary Resolution of the Company:-

- (a) Issue bonus Shares for which no consideration is payable to the Company to the persons registered as holders of Shares in the Register or (as the case may be) the Record of Depositors at the close of business on:-
 - (i) The date of the Ordinary Resolution (or such other date as may be specified therein or determined as therein provided); or
 - (ii) Such other date as may be determined by the Board,
- (b) Capitalise any sum standing to the credit of any of the Company's reserve accounts or any sum standing to the credit of profit and loss account by appropriating such sum to the persons registered as holders of Shares in the Register or (as the case may be) in the Record of Depositors at the close of business on:-
 - (i) The date of the Ordinary Resolution (or such other date as may be specified therein or determined as therein provided); or
 - (ii) Such other date as may be determined by the Board,

In the proportion to their then holdings of Shares; and/or

In proportion to their then holdings of Shares and applying such sum on their behalf in paying up in full unissued Shares (or, subject to any special rights previously conferred on any Shares or class of Shares for the time being issued, unissued Shares of any other class not being redeemable Shares) for allotment and distribution credited as fully paid up to and amongst them as bonus Shares in the proportion aforesaid.

The Board may do all acts and things considered necessary or expedient to give effect to any such bonus issue or capitalisation under this Clause, with full power to the Board to make such provisions as they think fit for any fractional entitlements which would arise on the basis aforesaid (including provisions whereby fractional entitlements are disregarded or

the benefit thereof accrues to the Company rather than to the Members concerned). The Directors may authorise any person to enter on behalf of all the Members interested into an agreement with the Company providing for any such bonus issue or capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.

In addition and without prejudice to the power to capitalise profits and other monies provided for by this Clause, the Board shall have the power to issue Shares for which no consideration is payable and to capitalise any undistributable profits or other monies of the Company not required for the payment or provision of any dividends on any Shares entitled to cumulative or noncumulative preferential dividends (including profits or other monies carried and standing to any reserve or reserves) and to apply such profits or other monies in paying up in full, in each case on terms that such Shares shall, upon issue, be held by or for the benefit of participants of any share option scheme or plan implemented by the Company and approved by Members in General Meeting and on such terms as the Board shall think fit.

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

LANGUAGE

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

DESTRUCTION OF DOCUMENTS

189. (1) Subject to Applicable Laws, the Company shall be entitled to require, and not be liable for, the destruction of:
- (a) Any instrument of transfer which has been registered at any time after seven (7) years from the date of its registration;
 - (b) Any dividend mandate or any variation or cancellation of it or any notification of change of address, at any time after seven (7) years from the date of the recording;

- (c) Any certificate of any Securities which has been cancelled, at any time after seven (7) years from the date of its cancellation; and
 - (d) Any other document on the basis of which any entry in the Register is made, at any time after seven (7) years from the date such entry in the Register was first made in respect of such document.
- (2) Every entry in the Register purporting to have been made on the basis of an instrument of transfer or other document destroyed under Clause 189(1) shall be conclusively deemed to have been duly and properly made and it shall be deemed that:
 - (a) Every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered;
 - (b) Every certificate of any Securities so destroyed was a valid certificate duly and properly cancelled; and
 - (c) Every other document destroyed under Clause 189(1) was a valid and effective document in accordance with its recorded particulars in the books or records of the Company.
- (3) The provisions of Clauses 189(1) and (2) shall be subject to the following:
 - (a) Any document may only be destroyed in good faith and without express notice to the Company that the preservation of such document was relevant to any claim;
 - (b) Nothing in such provisions shall be construed to impose on the Company any liability in respect of the destruction of any such document earlier than provided for in Clause 189(1) or in any case where the conditions in such Clause have not been fulfilled;
 - (c) References to the destruction of any document include references to its disposal in any manner; and
 - (d) References to documents include (without limitation) any records or copies of documents stored on microfilm, microfiche, any electronic database or any other system of data recording and storage.

NOTICES

190. (1) Any notice or other Documents, if served personally or sent by post, shall be deemed to have been served or delivered at the time personally or when the letter containing the same is put into the post, and in proving such service or sending it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office as a pre-paid letter.

Any notice or other document given in Electronic Form shall be transmitted to the Electronic Address or other relevant address provided by the Member for such purpose or by publishing on the website.

Every person who, by operation of law, transfer, transmission or other means whatsoever, becomes entitled to any Share, shall be bound by every notice which have been duly served to the person from whom he derives the title of such Shares,

prior to his name and address being entered in the Register or Record of Depositors as the registered holder of such Shares. The contact details (including Electronic Address) of the Member are as set out in the Record of Depositors shall be deemed the last known address provided by the Member to the Company for purposes of communication with the Member/ Securities holder.

- (2) Where a notice, or any other Documents or information is served, sent or supplied by Electronic Communication:-
 - (a) To the current address of Member/Securities holder, shall be deemed to have been duly given, sent, or served at the time of transmission of the Electronic Communication by the email server or facility operated by the Company or its service provider to the current address of Members/Securities holder (notwithstanding any delayed receipt, non-delivery or "returned mail" reply message or any other error message indicating that the Electronic Communication was delayed or not successfully sent) unless otherwise provided under the Act and/or any other Applicable Laws.
 - (b) By making it available on a website, it shall be deemed to have been duly given, sent or served on the date on which the notice or document is first made available on the website, or unless otherwise provided under other Applicable Laws.
 - (3) A notice, Document or information served, sent or supplied by means of a website is deemed to have been given to or received by the intended recipient when the material was first made available on the website and the Company notifying the Member/Securities holder in the following manner in writing:-
 - (a) The publication of the notice, Document or information on the website; and
 - (b) The designated website link or address where a copy of the notice, Document or information may be downloaded.
 - (4) A Member or Securities holder shall be implied to have agreed to receive such notice or document or information by way of such Electronic Communications. However, Members or Securities holders are given a right to request for a hard copy of such notice, Document or information and the Company shall forward a hard copy of such notice or document or information to the Member/Securities holder within the prescribed period specified under the Listing Requirements.
 - (5) The Board may, at their discretion, at any time give a Member or Securities holder an opportunity to elect within a specified period of time whether to receive such notice, Document or information by way of Electronic Communications or as a physical copy, and such Member shall be deemed to have consented to receive such notice, Document or information by way of Electronic Communications if he was given such an opportunity and he failed to make an election within the specified time, and he shall not in such an event have right to receive a physical copy of such notice, Document or information.
191. A notice including notice given in Electronic Form or any other document, may be given by the Company to the person entitled to a Share in consequence of the death or bankruptcy of a Member by sending it through representatives of the deceased or assignee of the bankrupt or by any like description, at the address, if any, within Malaysia supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so

supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

192. (1) Notice of every General Meeting shall be given in a manner herein before specified to:-
- (a) Every Director of the Company;
 - (b) Every Member at his last known address;
 - (c) Every person entitled to a Share in consequence of the death or bankruptcy of a member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting;
 - (d) The Auditors; and
 - (e) Every Exchange on which the Company's Shares are listed.
- (2) Except as aforesaid no other person shall be entitled to receive notices of General Meetings.
- (3) Whenever any notice is required to be given under the provisions of the Applicable Laws or of this Constitution, waiver or the shortening of the period of such notice, may be effectively given by complying with Section 316(4) of the Act.
- (4) Any notice on behalf of the Company or the Board shall be deemed given if it purports to bear the signature of the Secretary or other duly authorised officer of the Company.
193. Any notice and/or Documents required by a court of law or otherwise required or allowed to be given by the Company to the Members or any of them, and not expressly provided by this Constitution or which cannot for any reason be served in the manner referred to in Clause 190 hereof, shall be sufficiently given if given by advertisement, and any notice and/or Document required to be or which may be given by the advertisement, shall be deemed to be duly advertised once advertised in a widely circulate newspaper in Malaysia in the national language and in a widely circulated newspaper in Malaysia in English language.

WINDING UP

194. If the Company is wound up (whether the liquidation is voluntary, under supervision, or by the Court), the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Act, divide amongst the Members in specie 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 he with the like sanction determines, but no member shall be compelled to accept any Shares or other Securities whereon there is any liability.

195. (1) Save that this Clause shall be without prejudice to the rights of holders of Shares issued upon special terms and conditions, the following provisions shall apply:-
- (a) 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
 - (b) 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.
- (2) Where it is proposed that the whole or part of the business or property of the Company is to be transferred or sold to another corporation in a voluntary winding up, with the sanction of a Special Resolution of the Company conferring either a general authority on the liquidator or an authority in respect of any particular arrangement, the liquidator of the Company may:-
- (a) Receive in compensation or part compensation for the transfer or sale of the Shares, debentures, policies or other like interests in the corporation for distribution among the Members of the Company; or
 - (b) Enter into any other arrangement whereby the Members of the Company may, in lieu of receiving cash, Shares, debentures, policies or other like interests or in addition to the arrangement, participate in the profits of or receive any other benefit from the corporation,
- And any such transfer, sale or arrangement shall be binding on the Members of the Company.
- (3) If any Member of the Company expresses his dissent on matters referred to in subsection (2) in writing addressed to the liquidator and delivered to the office of the liquidator within seven (7) days from the passing of the resolution, the Member may require the liquidator to either abstain from carrying the resolution into effect or to purchase his interest at a price to be determined by an agreement or by arbitration in the manner set out in Section 457 of the Act.
196. Subject to Section 454 of the Act, on the voluntary liquidation of the Company, no commission or fee shall be paid to a liquidator unless it has been approved by the Members by resolution at a General Meeting. The amount of such payment shall be notified to all Members at least seven (7) days before the meeting at which the commission or fee is to be considered.

SECRECY

197. (1) Save as may be provided by the Act, no Member shall be entitled to enter into or inspect any premises or property occupied by the Company or to require disclosure of any information in respect of any detail of the Company's business 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 the

opinion of the Board, it would be inexpedient in the interest of the Members to make available or communicate to the public.

- (2) Director(s) or officer(s) of the Company shall be entitled, if he thinks fit, to decline to answer any questions concerning the business of the Company which may be put to him on any occasion (including during any meeting of the Company) on the ground that the answer to such question would disclose or tend to disclose the trade secrets of the Company.

INDEMNITY

198. Except where any liability which by law would otherwise attach to an officer or Auditor of the Company in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company, every Director, whether holding an executive office pursuant to this Constitution or not, Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company (including effect of insurance) against:-

- (a) Any loss or liability incurred by him that related to the liability for any act or omission in his capacity as an officer or Auditor and in which judgment is given in favour of the officer or Auditor or in which the officer or Auditor is acquitted or in which the officer or Auditor is granted relief under this Act, or where proceedings are discontinued or not pursued; and
- (b) Any cost incurred by him in defending any proceedings relating to any liability to any person, other than the Company for any act or omission in his capacity as an officer or Auditor except a fine imposed in criminal proceedings, a sum payable to regulatory authority, any liability incurred in defending criminal proceedings in which he is convicted or in defending civil proceedings brought by the Company, or an associated company, in which judgment is given against him.

RECONSTRUCTION

199. On the sale of the undertaking of the Company, the Board or the liquidators on a winding up may, if authorised by a Special Resolution, accept fully paid or partly paid-up shares, debentures, Securities of any other company either then existing or to be formed for the purchase in whole or in part of the property of the Company, and the Board (if the profits of the Company permit), or the liquidators (on a winding up), may distribute such shares or Securities, or any property of the Company amongst the Members without realisation, or vest the same in the trust for them and any Special Resolution may provide for the distribution or appropriation of the cash, shares or other Securities, benefits or property, otherwise than in accordance with the strict legal rights of the Members or contributories of the Company, and for valuation of such Securities or property at such price and in such manner as the meeting may approve, and all holders of Shares shall be bound to accept and shall be bound by any valuation or distribution so authorised, and waive all rights in relation thereto, save only in the case of the Company which is proposed to be or is in the course of being wound up, such statutory rights (if any) under the Act as are incapable of being varied or excluded by this Constitution.

EFFECT OF THE LISTING REQUIREMENTS

200. (a) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done.
- (b) Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done.
- (c) 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).
- (d) 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.
- (e) If the Listing Requirements require this Constitution not to contain a provision and it contains such a provision, this Constitution is deemed not to contain that provision.
- (f) 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.
- (g) Notwithstanding anything contained in this Constitution, nothing herein contained shall prevent the Board from applying to the Exchange for a waiver from compliance or observance of any of the Listing Requirements. In the event the compliance or observance of such Listing Requirements are waived by the Exchange, the Company shall not be required to comply with any of the Clauses relating to those Listing Requirements in respect of which compliance or observance has been waived by the Exchange.
- (h) The provisions of this Clause shall only apply so long as any of the Securities of the Company are listed on the Exchange.

ALTERATION OF CONSTITUTION

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

COMPLIANCE WITH STATUTES, REGULATIONS AND RULES

202. The Company shall comply with the provisions of the Act, relevant governing statutes, regulations and rules as may be amended, modified or varied from time to time, or any other directive or requirement imposed by the Exchange, the Bursa Depository and other appropriate authorities, to the extent required by law, notwithstanding any provisions in this Constitution to the contrary.

LODGER INFORMATION

Name : Tia Hwei Ping (f)
MAICSA 7057636
SSM PC No. 202008001687
NRIC No. : 820813-10-5728

[Registration No. 197001000564 (9827-A)]

Address : 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13,
46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia
Phone No. : 03-7890 4800 Ext 4838 or Ext 4819 or Ext 4902
Email : gladys.tia@boardroomlimited.com; or geemei.hii@boardroomlimited.com; or
jingyi.koay1@boardroomlimited.com