



BINA PURI HOLDINGS BHD.

(207184-X)

(Incorporated in Malaysia)

APPENDIX I

TO THE NOTICE OF TWENTY EIGHTH ANNUAL GENERAL MEETING DATED 31 OCTOBER 2019

IN RELATION TO

PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY

The Special Resolution pertaining to the Proposed adoption of New Constitution of the Company is set out in the Notice of Twenty Eight Annual General Meeting (“28th AGM”) of Bina Puri Holdings Bhd which is attached in the enclosed Annual Report 2018-2019. The 28th AGM is to be held at Ground Floor, Wisma Bina Puri, 88, Jalan Bukit Idaman 8/1, Bukit Idaman, 68100 Selayang, Selangor Darul Ehsan on Thursday, 5 December 2019 at 11.00 a.m.

**THE COMPANIES ACT, 2016
MALAYSIA**

COMPANY LIMITED BY SHARES

CONSTITUTION

OF

BINA PURI HOLDINGS BHD.

(Company No. 207184-X)

Incorporated on the 5th day of November, 1990

THE COMPANIES ACT, 2016

COMPANY LIMITED BY SHARES
CONSTITUTION
OF

BINA PURI HOLDINGS BHD.

1. The name of the Company is **BINA PURI HOLDINGS BHD.**
2. The registered office of the Company will be situated in Malaysia.
3. The objects for which the Company is established are:
 - (1) To invest the moneys of the company in or otherwise to acquire and hold shares, stocks, debentures, debenture stocks, scripts, bonds, obligations, notes, securities and investments issued or guaranteed by any company, corporation, trust, firm or person constituted or carrying on business in any part of the world and in the funds or loans or other securities and investments or issued or guaranteed by any government, state, dominion, public body or authority, supreme, municipal, local or otherwise in any part of the world.
 - (2) To carry on the business of building developers, civil and mechanical engineering contractors, land and building, manufacturers of building materials, timber merchants, lumbermen, sawmill proprietors, merchants, carriers, agents, brokers and any other business or whatsoever and wheresoever which can be conveniently carried on in connection therewith or calculated directly or indirectly to enhance the value or render profitable any of the Company's properties or rights and to transact any and every description of agency, commission, commercial and manufacturing mercantile.
 - (3) To construct, maintain, develop, work, manage and control hotels, clubs, nightclubs, restaurants, baths, boarding houses, theatres, concert rooms and other places of amusement, pleasure grounds, parks, gardens, reading rooms, and other places of entertainment and to contribute or otherwise assist or take part in the construction, maintenance, development, working, control and manage thereof.
 - (4) To lend money to such persons or companies by way of cash or property and on such terms as may seem expedient and in particular to customers and other having dealing with the Company and to charge the said property by acting as third party guarantee to such persons companies.
 - (5) To amalgamate or enter into partnership or any arrangement for sharing profits or joint-working with, promote, form, establish, register, obtain the re-organisation of purchase or otherwise acquire, conduct and carry on the business and goodwill or any interest in the same, or any corporation, company, society, partnership, or undertaking whatever, and to acquire or hold, either by way of purchase, security, underwriting or otherwise, any shares, debentures, debenture stocks, securities or obligations or any interest in the capital revenue or profits, of any corporation, company, society, undertaking, partnership or person.
 - (6) To purchase or otherwise acquire and hold or lease either in its own name or in the name of its nominee or trustees real and personal property and rights of all kinds and in particular, but without restricting the generality of the foregoing, lands of any tenure, buildings, hereditaments, business concerns and undertakings, mortgages, charges, annuities, patents, copyrights, trade-marks, trade-names, licenses, policies, book debts, concessions, options, contracts and any claim against such property or against any person or company, privileges, and choses in action of all kinds and to carry on any business or undertaking so acquired or held or leased.
 - (7) To apply for, purchase or otherwise acquire, any contracts, decrees and concessions, for or in relation to the construction, execution, carrying out, equipment, improvement, management, administration, or control of public works and conveniences, and to undertake, execute, carry out, dispose of, or otherwise turn to account the same.

- (8) To undertake and execute and contract for works whether involving the supply or use of any machinery or otherwise and to carry out any auxiliary or other works comprised in such contracts.
- (9) To transact every kind of agency business and generally to carry on business as agents, attorneys or representatives of any company, firm, or person wheresoever situate, carrying on or engaged in any business or trade whether manufacturing or otherwise which the Company may deem profitable.
- (10) To carry on business as agents, sub-agents or representatives of all kinds of insurance business, whether life, marine, accident, employees, liability, workmen's compensation, disease, sickness, survivorship, failure of issue, burglary and robbery, theft, fidelity or transit insurance, and to carry on all kinds of guarantee and indemnity.
- (11) To import, export, contract, buy, sell, deal in, and to engage in, conduct and carry on the business of importing, exporting, bartering, trading, contracting, buying, selling and dealing in goods, wares and merchandise of every class and description raw, manufactured or produced in any place throughout the world.
- (12) To establish, maintain, conduct and acquire or dispose of either as principal or agents, trading posts of all kinds and descriptions throughout the world and in connection therewith to do all acts and things and to acquire and/or dispose of such real and/or personal property as is usual or customary with a general trading post business.
- (13) To carry on all or any of the following business, that is to say ship, owners, general carriers by land, sea and air, forwarding agents, warehousemen, bonded carmen and any other business which can be conveniently carried on in connection with any of the above.
- (14) To carry on business of importers of and dealers in plant, machinery, motors, engines, stores, accessories and all others goods, things and articles commonly used or required in the process of assembling, preparing, treating or manufacture of the Company's products and any other business which can be conveniently carried on in connection with the above.
- (15) To carry on business as capitalist, financiers, concessionaires, merchants and advancers, and to undertake and carry on, and execute all kinds of financial, commercial, trading and other operations, and to carry on any other business which may seem to be capable of being conveniently carried on in connection with any of these objects or calculated directly or indirectly to enhance the value of, or facilitate the realization of, or render profitable any of the Company's property and rights.
- (16) To establish and carry on, and to promote the establishment and carrying on, upon any property in which the Company is interested, of any business which may be conveniently carried on, upon or in connection with such property and the establishment of which may seem calculated to enhance the value of the Company's interest in such property, or to facilitate the disposal thereof.
- (17) To acquire by purchase or otherwise for investment or re-sale and to traffic in landed, immovable or real property of all description and tenure, whether freehold, leasehold or howsoever, and any rights, and interest therein, and generally to deal in traffic by way of sale, lease, sub-lease, exchange or otherwise with property of all description and kind whether real or personal, movable or immovable.
- (18) To apply for, acquire by purchase, lease, exchange or howsoever any real or immovable property of any tenure and description and whether suitable for building, planting or mining, and to develop such land, building and hereditament and any interest, right over or connected with such property, and to turn the same to account in such mode and manner as may seem expedient so as to enhance the value of or render profitable any such property.
- (19) To apply for, accept and receive, surrender or renounce any title to land, grants for land, certificates of title, leases for land, mukim extracts, licenses, concessions, permits and such other instruments, documents, rights, privileges, licenses or permission and such renewals and copies thereof as may seem expedient.
- (20) To lease, sublease or sublet all or any of the property of the Company, both real and personal, movable and immovable, and to cancel or accept surrender of any leases, subleases and other rights or privileges, and generally to deal in any of the property of the Company as may seem expedient.

- (21) To sell, convey, assign, mortgage, charge, convert, turn to account, exchange, grant, easements and other rights of and over or otherwise dispose of, the undertaking of the Company all or any of its real and personal, movable and immovable property upon such terms and conditions as may seem expedient.
- (22) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined, and in particular to invest money on the security of land, buildings, estates, plantations, mines, securities and other property, real and personal, movable and immovable, and generally to subscribe for, lend money on, or otherwise acquire and deal in mortgages, charges, bonds, obligations, loans, securities and all other instruments upon such terms and conditions as may seem expedient.
- (23) To carry on the business of manufacturers of and dealers in either wholesale or retail in goods, materials, substances and articles made or manufactured or moulded of wood, metal, textiles, fibres whether natural or artificial, stone or of any plastic or other manufactured or natural substance or material or of any combination thereof.
- (24) To lend money with or without security and generally to such persons and upon such terms and conditions as may seem expedient, and in particular to persons having dealing with the Company or undertaking to build on, or improve any property in which the Company is interested and to tenants, contractors and others.
- (25) To advance, pay, deposit or lend money, securities and property to, or with such persons and on such terms and conditions as may seem expedient, to discount, buy, sell and deal in bills, notes, warrants, coupons and other negotiable or transferable securities or documents.
- (26) To pay or deposit money, securities and other property of the Company into or with such persons, banks, governments, municipalities, authorities, companies or corporations and on such terms and conditions as may seem expedient.
- (27) To receive money on deposit at interest, or otherwise and to make, draw, accept, indorse, discount, execute and issue, deposit receipts promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiables or transferable securities or instruments.
- (28) To borrow or raise money or secure the repayment of any sum of money for the purpose of the Company's business, and to pledge, execute bills of sale of, mortgage or charge, the undertaking, and all or any of the uncalled capital for the time being of the Company.
- (29) To issue debentures, debenture stock, bonds, obligations, and securities of all kinds, and to frame, constitute and secure the same as may seem expedient, with full power to make the same transferable by delivery or by instrument of transfer or otherwise, and to charge or secure the same by trust deed or otherwise, on the undertaking of the Company or upon any specific property and rights, present and future, of the Company or otherwise howsoever.
- (30) To make and give receipts, releases and other discharges for money payable to the Company, and for the claims and demands of the Company.
- (31) To guarantee or become liable for the payment of money, or for the performance of any obligation, and generally to transact all kinds of guarantee business.
- (32) To purchase the property and goodwill of, or any interest in, any business, and to make and carry into effect, all arrangement with respect to the union of interest or amalgamation, either in whole or in part, with any other company, firm or person having objects in some respects similar to or included in the objects of this Company, and to carry on business, the carrying on of which the Company may think directly, or indirectly conducive to the development of any property on any business in which it is interested.
- (33) To enter into partnership or joint-purse arrangement for sharing profits, union of interest, joint venture or co-operation with or agency for any company, firm or person carrying on or engaged in, or proposing to carry on or engage in any business or transaction within the objects of the Company, or any business or transaction capable of being conducted so as directly or indirectly benefit the Company.
- (34) To enter into any agreement with any government or authority, supreme, municipal, local or otherwise that may seem conducive to the Company's objects or any of them, and to obtain from any such government or authority any rights, privileges, licenses, and concessions which the Company may think fit desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges, licenses and concessions.

- (35) To acquire by purchase or otherwise, and to obtain protection for, or to patent in any part of the world any invention or discovery made by any official or servant of the Company or others, and any improvement in machinery or apparatus; to exercise and use such protection or patent, and to disclaim, alter or modify the same.
- (36) To grant licenses to exercise and use any patent or trade mark belonging to the Company and that for such royalty or consideration as may be agreed on with the licenses.
- (37) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any of the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property and rights.
- (38) To establish and support or aid in the establishment and support of associations, institutions, funds, trust and conveniences calculated to benefit the officers, servants, employees or ex-employees of the Company or the dependants of such persons, to provide for the welfare of such persons and their dependants or of any person connected with the Company by granting pensions, allowances or other assistance, and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public general or useful object.
- (39) To sell, convey, assign, exchange or dispose of the undertaking of the Company, or any part thereof upon such terms and for such consideration as the Company may think fit, and in particular for shares, bonds, debentures or securities of any other company having objects altogether or in part similar to those of this Company, and to surrender or renounce all or any of the Company's property as may seem expedient.
- (40) To transfer to or otherwise cause to be vested in any company or person all or any of the lands and properties of the Company, to be held in trust for the Company, or on such trust for working, developing or disposing of the same as may be considered expedient.
- (41) To promote freedom of contract, and to resist, insure against, counter act, and discourage interference therewith, and to subscribe to any association or fund for any such purposes.
- (42) To carry out researches, investigations and experimental work of every description in relation to electronics and the application and use of electricity.
- (43) To carry on the business of importers and brokers of foods, life and dead stock, and local and foreign produce of all descriptions.
- (44) To carry on all or any of the business of manufacturers, assemblers, installers, testers, repairers of importers and exporters of and dealers in electronics and electrical product, articles, elements and equipment units, including among others solid state products such as integrated circuits transistors solid state chips, rectifiers, assemblies thyristoes packaged circuit functions and liquid crystal products; and components and parts especially designed or adapted for use with any such products, as well as the rendering of all services in connection with any and all of the abovementioned described items.
- (45) To carry on the business as forwarding agents, shipping and stevedoring agents, towers, towing agents, insurance brokers and ice merchants and refrigerating store-keepers.
- (46) To remunerate any person or company for services tendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in or debentures, debenture stock or other securities of the Company or in or about the promotion, formation or business of the Company, or of any other company promoted wholly or in part by this Company.
- (47) To make contributions and donations and in any other manner to give aid and assistance and help to any person, firm, company, association, society or other body or party for any whatsoever object or purpose.
- (48) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except in compliance with the requirements of the Act.

- (49) To procure the Company to be registered, incorporated or otherwise duly constituted in Malaysia and elsewhere, and to obtain any provisional order or ordinance for enabling the Company to carry any of its objects into effect or for effecting any modification or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest.
- (50) To pay the costs, charges and expenses, preliminary and incidental to the formation, establishment and registration of the Company and to remunerate or pay a commission to any person for services rendered or to be rendered in placing or assisting to place any shares, debentures, or debenture stock or other securities of the Company, or in, or about the formation of the Company or the conduct of its business.
- (51) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise, and either alone or in conjunction with others.
- (52) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
4. Section 21 of the Act shall apply to the Company and the Company shall be capable of exercising all functions of a body corporate and have the full capacity to carry on or undertake any business or activity the Director considered advantageous to the Company and that are not prohibited under any law for the time being in force in Malaysia.

INTERPRETATION

- Interpretation Clause 5. In this Constitution the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

DEFINITIONS

WORDS

MEANINGS

Act	The Companies Act, 2016 or any statutory modification, amendment or re-enactment thereof for the time being in force;
Auditors	The auditors of the Company for the time being;
Authorised Nominee	A person who is authorised to act as nominee as specified under the Central Depositories Act and the Rules.
Central Depositories Act	The Securities Industry (Central Depositories) Act, 1991 and any statutory modification, amendment or re-enactment thereof and any and every other legislation for the time being in force made thereunder;
Company	BINA PURI HOLDINGS BHD. (207184-X);
Constitution	This Constitution as originally framed or adopted or as altered from time to time by special resolutions;
Depositor	A holder of a securities account established by the Depository;
Depository	Bursa Malaysia Depository Sdn. Bhd. (165570-W) or such other names by which it may be known from time to time, which expression shall include any succession thereof;
Deposited Security	The securities in the Company standing to the credit or a securities account of a Depositor and includes such securities in a securities account that is in suspense;
Directors	The Directors for the time being of the Company;
Exchange	Bursa Malaysia Securities Bhd or such other name by which it may be known from time to time;

Listing Requirements	The Main Market Listing Requirements of the Exchange including amendment thereto that may be made from time to time.
Market Day	A day on which the Exchange is open for trading in securities;
Member	Any person or persons for the time being holding shares in the Company and whose names appear in the Register of Members (except Bursa Malaysia Depository Nominees Sdn. Bhd.) and includes a Depositor who shall be treated as if he were a member pursuant section 35 of the Securities Industry (Central Depositories) Act 1991 but excludes the Depository in its capacity as a bare trustee;
Month	Calendar Month;
Office	The registered office for the time being of the Company;
Record of Depositors	A record provided by the Depository to the Company under the Rules;
Registrar	Any person appointed to perform the duties of the Registrar of the Company for the time being;
Register of Members	The Register of Members to be kept pursuant to the Act;
Ringgit Malaysia or RM	The lawful currency of Malaysia;
Rules	The Rules of the Depository and any appendices thereto made pursuant to the Central Depositories Act including any amendment thereof from time to time;
Seal	The common seal of the Company;
Secretary	Any person appointed to perform the duties of the Secretary of the Company for the time being;
Securities	shall have the meaning given in Section 2(1) of the Capital Markets and Securities Act 2007 ("CMSA");
Securities Account	An account established by the Depository for a Depositor for the recording of deposit or withdrawal of securities and for dealing in such Securities by the Depositor;
Special Resolutions	The meaning assigned thereto by the Act; and
Year	Calendar Year.

Writing shall include printing, typewriting and lithography or wholly expressed in any other mode or modes representing or reproducing words in a visible form, or partly one and partly another.

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

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

Words importing person shall include corporations and companies.

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

SHARE CAPITAL AND VARIATION OF RIGHTS

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| Allotment of shares | <p>6. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, and subject to the provisions of this Constitution and the Act and the Central Depositories Act and to the provisions of any resolution of the Company, shares in the Company may be issued by the Directors, who may allot or otherwise dispose of such shares to such persons on such terms and conditions with such (whether in regard to dividend, voting or return of capital) preferred or other special rights and either at a premium or otherwise, and subject to such restrictions and at such time or times as the Directors may think fit but the Directors in making any issue of shares shall comply with the following conditions:-</p> <p>(1) in the case of shares, other than ordinary shares, no special rights shall be attached until the same have been expressed in this Constitution;</p> <p>(2) no issue of shares shall be made which will have the effect of transferring a controlling interest in the Company to any person, company or syndicate without the prior approval of the Members of the Company in general meeting;</p> <p>(3) Every issue of shares or options to employees and/or Directors of the Company shall be approved by the Members in general meeting and no Director shall participate in such issue of shares or options unless:-</p> <p style="padding-left: 40px;">(i) The Members in general meeting have approved the specific allotment to be made to such Director; and</p> <p style="padding-left: 40px;">(ii) He holds office in the Company in an executive capacity Provided Always that a Director not holding office in an executive capacity may so participate in an issue of shares pursuant to a public issue.</p> |
| Allotment and despatch of notices of allotment for an issue | <p>7. Subject to the provision of the Act, the Central Depositories Act, the Listing Requirements and the Rules, the Company shall allot and issue shares or securities, despatch notices of allotment to the allottees and make an application for the quotation of such shares or securities within the period as may be prescribed or allowed by the Exchange.</p> |
| Issue of Securities | <p>8. The Company must ensure that all new issues of shares or securities for which listing is sought are made by way of crediting the Securities Accounts of the allottees with such shares or securities save and except where the Company is specifically exempted from doing so. The Company shall notify the Depository of the names of the allottees and all such particulars required by the Depository, to enable the Depository to make the appropriate entries in the Securities Accounts of such allottees.</p> |
| Share Buy Back | <p>9. The Company may, subject to, and in accordance with the Act, and all other applicable laws and the Listing Requirements with sanction of the members in a general meeting, purchase its own shares, and any shares in the Company so purchased by the Company shall be dealt with in accordance with the Act and the Listing Requirements.</p> |
| Power to Issue preference shares | <p>10. The Company shall have power to issue preference shares carrying a right to redemption out of profits or liable to be redeemed at the option of the Company and the Directors may, subject to the provisions of the Act, redeem such shares on such terms and in such manner as they may think fit.</p> |
| Rights of preference shareholders | <p>11. Subject to the Act, any preference shares may with the sanction of an Ordinary Resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed and the Company shall not issue preference shares ranking equally therewith. Preference shareholders shall have the same rights as ordinary shareholders as regards receiving, notices, reports and audited accounts, and attending general meetings of the Company. Preference shareholders shall have the same rights as ordinary shareholders as regards receiving notices, reports and audited accounts, and attending annual general meetings of the Company.</p> |

The preference shareholders shall be entitled to vote in each of the following circumstances:

- a. On a proposal to reduce the Company's share capital;
- b. Winding up the Company or on a proposal 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. Where any resolution to be submitted to the meeting directly affects their rights attached to the shares; or
- e. When the dividend or any part of the dividend on the preference shares is in arrears more than six (6) months.

Repayment of Preference Capital

12. Notwithstanding Clause 13 hereof the repayment of preference share capital other than redeemable preference shares, or any alteration of preference shareholder rights shall only be made pursuant to a special resolution of the preference shareholders concerned PROVIDED ALWAYS that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing obtained from the holders of three-fourths of the preference shares concerned within two (2) months of the meeting shall be as valid and effectual as a special resolution carried at the meeting.

Modification of class rights

13. Whenever the capital of the Company is divided into different classes of shares or group the special rights attached to any class or group may subject to the provisions of this Constitution (unless otherwise provided by the terms of issue of the shares of the class), either with the consent in writing of the holders of three-quarters (3/4) of the issued shares of the class or group or with the sanction of any special resolution passed at a separate general meeting of such holders (but not otherwise), be modified or abrogated, and may be so modified or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up, and such writing or resolution shall be binding upon all the holders of shares of the class. To every such separate general meeting all the provisions of this Constitution relating to general meetings or to the proceedings thereat shall, mutatis mutandis, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third (1/3) in nominal amount of the issued shares of the class or group (but so that if an adjourned meeting of such holders a quorum as above defined is not present those Members who are present shall be a quorum), that any holder of shares in the class present in person or by proxy may demand a poll and that the holders of shares of the class or group shall, on a poll, have one (1) vote in respect of every share of the class or group held by them respectively.

Ranking of class rights

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 the profits or assets of the Company in some or in all respects pari passu therewith.

Commission on Subscription of Shares

15. The Company may exercise the powers of paying commissions conferred by the Act, provided that the rate per cent or the amount of the commission paid or agree to be paid shall be disclosed in the manner required by the Act and the commission shall not exceed the rate of ten per cent (10%) of the price at which the shares in respect whereof the same is paid are issued or an amount equal to ten per cent (10%) of that price (as the case may be). Such commission may be satisfied by the payment of cash or allotment of fully paid shares 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.

Interest on share capital during construction

16. Where any share 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 works or buildings or the provisions of any plant which cannot be made profitable for a long period the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in the Act and may charge the same to capital as part of the cost of construction of the works or buildings or the provision of the plant.

- Trust not to be recognised
17. Except as required by 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 when having notice thereof) any equitable, contingent, future or partial interest in any share or unit of share or (except only as by this Constitution or by law or by the Rules otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

CERTIFICATE

- Certificate
18. The Registrar of the Company shall only issue jumbo certificates in respect of shares or securities in favour of the Bursa Malaysia Depository Nominees Sdn. Bhd. as he may be directed by the Securities Commission pending the crediting of shares or securities or as may be prescribed by the Central Depositories Act and the Rules PROVIDED ALWAYS that every certificate shall be issued under the share seal or Seal in such form as the Directors shall from time to time prescribe and shall bear the facsimile signature of at least one (1) Director and a second Director or the Secretary or some other person appointed by the Directors, and shall specify the number and class of shares or securities to which it relates and the amounts paid thereon.

LIEN

- Company's lien on shares and dividends
19. The Company shall have a first and paramount lien on the specific shares (not being a fully paid share) registered in the name of a member or as the case may be, upon Deposited Securities in the Securities Account, such lien shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid, and to such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of the member or deceased member. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Clause. The Company's lien, if any, on a share shall extend to all dividends payable thereon.
- Lien may be enforced by sale of shares
20. The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen (14) days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the 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 or bankruptcy.
- Directors may make calls
21. To give effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser thereof or as the case may be to transfer such shares to his Securities Account, and may enter the purchaser's name in the Register or the Record of Depositors, as the case may be, as the holder of the shares comprised in any such transfer and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity of invalidity in the proceedings in reference to the sale.
- Directors may effect transfer
22. To give effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchase thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale and the remedy of the former holder of such share or of any person claiming under or through him in respect of any alleged irregularity or invalidity against the Company.
- Application of proceeds of sale
23. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) 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.

CALL ON SHARES

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| Directors may make calls | 24. The Directors may, subject to the provisions of this Constitution from time to time make such calls upon the Members in respect of any money unpaid on their shares as they think fit and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall 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 time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine. |
| When call deemed made | 25. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing the call was passed and may be required to be paid by instalments. 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 owned by him, together with interest and expenses (if any). |
| Interest on unpaid calls | 26. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding eight per cent (8%) per annum, as the Directors may determine, but the Directors shall be at liberty to waive payment of the interest wholly or in part. |
| Sums payable on allotment | 27. Any sum which by the terms of issue of a share is made payable on 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 the same becomes payable and in the case of non-payment all the relevant provisions of this Constitution as to 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. |
| Difference in calls | 28. The Director may from time to time make arrangements on the issue of share for a difference between the holders of such shares in the amount of calls to be paid and the times of payment of such calls. |
| Calls may be paid in advance | 29. The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the money uncalled and unpaid upon any shares held by him, and upon all or any part of the money so advanced may (until the same would but for the advance, become payable) pay interest at such rate not exceeding (unless the Company in General Meeting shall otherwise direct) eight per cent (8%) per annum as may be agreed upon between the Directors and the Member 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, sums 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. |
| Information Shareholding | 30. (1) The Company may by notice in writing require any member of the Company 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 as trustee; and

(b) If he holds them as 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.

(2) Where the Company is informed in pursuance of a notice given to any person under subsection (1) hereof or under this subsection that any other person has an interest in any of the voting shares in the Company, the Company may by notice in writing require that other person within such reasonable time as is specified in the notice:

(a) to inform it whether he holds that interest as beneficial owner or as trustee; and |

(b) If he holds it as trustee, to indicate so far as he can the persons for whom he holds it by name and by other particulars sufficient to enable them to be identified and the nature of their interest

Members to inform Company

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

TRANSFER OF SECURITIES

Transfer of Securities

31. The transfer of any Deposited Securities or class of Deposited Securities of the Company shall be by way of book entry by the Depository in accordance with the Rules and notwithstanding sections 105, 106 and 110 of the Act, but subject to sections 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 Deposited Securities.

Instrument of transfer

32. Subject to this Constitution, the Central Depositories Act and the Rules, any Member may transfer all or any of his shares or securities (except those Deposited Securities which are for the time being designated as securities in suspense) by instrument in writing in the form prescribed and approved by the Central Depositories Act and the Rules and shall be presented to the Depository with such evidence (if any) as the Depository may require to prove the title of the intending transferor and the transferee, and the transferor shall be deemed to remain the holder of such securities until the name of the transferee is entered into the Register or Record of Depositors, as the case may be.

Refusal to register transfer

33. (1) The Central Depository may refuse to register any transfer of Security that does not comply with the Central Depositories Act and the Rules.

(2) Neither the Company nor its Directors nor any of its officers shall incur any liability for acting upon a transfer of shares, although the same may, by reason of any fraud or other cause not known to the Company or its Director or other officers be legally inoperative or insufficient to pass the property in the shares proposed or professed to be transferred, and although transferred, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the shares transferred, or otherwise in defective manner. And in every such case, the person registered as transferee, his executors, administrators and assignees alone shall be entitled to be recognised as the holder of such shares and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his title hereto.

Suspension of registration

34. The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine PROVIDED ALWAYS that such registration shall not be suspended for more than the whole thirty (30) days in any year. At least ten (10) Market Days' notice of such closure shall be given to each stock exchange upon which the Company is listed stating the closing date, the period for which it will be closed and the purpose or purposes for such closure. Appropriate notice in accordance with the Rules shall be given to the Depository to enable the Depository to prepare the Record of Depositors.

Renunciation

35. Subject to the provisions of this Constitution the Directors may recognise a renunciation of any securities by the allottee thereof in favour of some other person.

TRANSMISSION OF SHARES

- Death of Member 36. In the case of the death of a Member, the legal representative(s) of the deceased shall, upon the production of such evidence as may from time to time be properly required by the Directors and/or the Central Depository as having any title to the deceased Member's 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.
- Share of death of deceased or bankrupt Member 37. Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon such evidence being produced as may from a bankrupt time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that Member before his death or bankruptcy. PROVIDED ALWAYS that where the share is a Deposited Security, subject to the provisions of the Act, the Central Depositories Act, the Rules and the Listing Requirements, a transfer or withdrawal of the share may be carried out by the person becoming so entitled in accordance with the Rules and other applicable laws.
- Notice of election 38. If the person so becoming entitled elects to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects provided that where the share is a deposited security and the person becoming entitled elects to have the share transferred to him aforesaid notice must be served by him on the Depository. If he elects to have another registered he shall testify his election by executing to that person a transfer of the shares. All the limitations, restrictions and provisions of this Constitution relating to the rights to transfer and the registration of transfer of shares be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer signed by that Member.
- Person entitled or may receive dividends 39. Where the registered holder of any share dies or becomes bankrupt his personal representative or the assignee of his estate, as the case may be, shall, upon the production of such evidence as may from time to time be properly required by the Directors in that behalf, be entitled to receive, and may give a good discharge for, any dividends or other moneys payable in respect of the share, but he shall be entitled in respect of it to receive notice of or to attend but shall not be entitled to vote at meetings of the Company or, save as aforesaid, to exercise any of the rights or privileges as a Member unless and until he shall become a Member in respect of the share entitled to any share in consequence of the death of the registered holder he shall, for the purposes of this Constitution, be deemed to be holder of the shares.

TRANSMISSION OF SECURITIES FROM FOREIGN REGISTER

- Transmission of securities from foreign register 40. Where :-
- (1) the securities of a company are listed on another stock exchange; and
 - (2) the Company is exempted from compliance with section 14 of the Central Depositories Act or section 29 of the Securities Industry (Central Depositories)(Amendment) Act, 1998, as the case may be, under the Rules in respect of such Securities, the Company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the Registrar of the Company in the jurisdiction of the another stock exchange to the register of holders maintained by the Registrar of the Company in Malaysia and vice versa provided that there shall be no change in the ownership of such securities.

FORFEITURE OF SHARES

- Notice requiring payment 41. If any Member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on such Member requiring payment of so much of the call or instalment as is unpaid, together with any interest from the day payment is due to the time of actual payment at such rate which shall not exceed eight per centum (8%) per annum as determined by the Directors Provided That the Directors shall be at liberty to waive payment of such interest in part or wholly which may be accrued and all expenses that may have been incurred by the Company by reason of such non-payment.
- Particular to be set out in notice 42. The notice shall name a further day (not being less than fourteen (14) days from the date of the notice) on or before which such call or instalment, or such part as aforesaid, and all interest and expenses that have accrued by reason of such non-payment, are to be paid. It shall also name the place where payment is to be made, and shall state that, in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such call was made will be liable to be forfeited.
- Forfeiture 43. 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 Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.
- Directors may cancel forfeiture 44. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit.
- Liability of Members in respect of forfeited shares 45. A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all money which, at the date of forfeiture, was payable by him to the Company in respect of the shares (together with interest at the rate of eight per cent (8%) per annum from the date of forfeiture on the money for the time being unpaid if the directors think fit to enforce payment of such interest), but his liability shall cease if and when the Company receive payment in full of all such money in respect of the shares.
- Evidence of forfeiture 46. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.
- Notice of forfeiture 47. When any share has been forfeited in accordance with this Constitution, notice of the forfeiture shall forthwith be given to the holder of the share or to entitle to the share by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof shall forthwith be made in the Register of Members or the Record of Depositors, as appropriate, opposite to the share.
- Procedure for Shares forfeited 48. The Company may receive the consideration, if any, given for the forfeited share on any sale or disposition thereof and may authorise some person to execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and he shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be effected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, or disposal of the share. Subject to any lien for sums not presently payable, if any, any residue of the proceeds of sale of shares which are forfeited and sold or disposed of after the satisfaction of the unpaid calls or instalment payable at fixed times and accrued interest and expenses shall be paid to the person entitled to the shares immediately before the forfeiture thereof or his executors, administrators, or assignees or as he directs.

- Non-payment 49. The provisions of this Constitution as to forfeiture shall apply in the case of non-payment of any sum which by the term of issue of a share, become payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

CONVERSION OF SHARES INTO STOCK

- Conversion to be at 50. The Company may by ordinary resolution passed at a general meeting to convert any paid up general meeting shares into stock and reconvert any stock into paid up shares of any denomination.
- Transfer of stock 51. 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 previously to conversion have been transferred, or as near thereto as circumstances admit, but the Directors may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum.
- Rights of stock 52. The stockholders shall, according to the amount of the stock held by them, have the same holders rights, privileges and advantages as regards dividends, voting at meeting of the Company and other matters as if they held the shares from which the stock arose, but no such rights, 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 aliquot part of stock which would not, if existing in shares, have conferred.
- Definition 53. Any reference in this Constitution of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" therein shall include "stock" and "stockholder".

INCREASE OF CAPITAL

- Power to increase 54. The Company may from time to time, whether all the shares for the time being authorised capital shares shall have been issued or all the shares for the time being issued shall have been fully called up or not, by Ordinary Resolution increase its share capital by the creation and issue of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company by the resolution authorising such increase directs.
- Offer of new 55. Subject to any direction to the contrary that may be given by the Company in general meeting, shares all new shares or other convertible Securities, shall, before issue, be offered to such persons as at the date of the offer are entitle to receive notice 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 shares or Securities which (by reason of the ratio which the new shares or securities bear to shares of 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.
- Waiver of convening 56. Subject to the Listing Requirements, the provisions of the Act, the Central Depositories Act extraordinary general meeting and/or the Rules and notwithstanding the existence of a resolution pursuant to sections 75 and 76 of the Act, the Company must ensure that it shall not issue any shares or convertible securities if the total number of those shares or convertible securities, when aggregated with the total number of any such shares or convertible securities issued during the preceding twelve (12) months, exceeds ten per cent (10%) of the total number of the issued shares (excluding treasury shares) of the Company, except where the shares or convertible securities are issued with the prior approval of the shareholders in general meeting of the precise terms

and conditions of the issue. In working out the number of shares or convertible securities that may be issued by the Company, if the security is a convertible security, each such security is counted as the maximum number of shares into which it can be converted or exercised.

- New shares to rank with original shares
57. Except so far as otherwise provided by the conditions of issues, any capital raised by the creation of new shares shall be considered as part of the original 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 and shall also be subject to the Rules.

ALTERATION OF CAPITAL

- Power to alter capital
58. The Company may by ordinary resolution :-
- (1) consolidate and divide all or any of its share capital into shares of larger amounts than its existing shares;
 - (2) divide its share capital or any part thereof into shares of smaller amount than is fixed by subdivision of its existing shares or any of them subject nevertheless to the provisions of the Act and so that as between the resulting shares, one or more of such subdivision is effected, be given any preference or advantage as regards dividend, return of capital, voting or otherwise over the other or any other of such shares ; and
 - (3) cancel any shares which at the date of the passing of the resolution in that behalf have not been taken, agreed to be taken by any persons or shares which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled.
- Power to reduce capital
59. The Company may by special resolution reduce its share capital in any manner subject to any conditions and any consents required by law.

GENERAL MEETING

- General Meeting
60. An annual general meeting of the Company shall be held once at least in every year in accordance with the provisions of the Act. All general meetings other than the annual general meetings shall be called extraordinary general meetings. All general meetings shall be held at such time and place as the Directors shall determine. Every notice of an annual general meeting shall specify the meeting as such and the business to be carried on at an annual general meeting shall include the appointment of the auditors of the Company, the fixing of the auditors' remuneration, the declaration of dividend, the laying of the Company's accounts, balance sheets, and the report of the Directors and auditors, the fixing of directors' fee and the election of Directors in the place of those retiring. Every meeting convened for passing a special business shall state the intention to propose such resolution as a special business.
- Extraordinary general meeting
61. The Directors may whenever they so decide by resolution convene an extraordinary general meeting of the Company. In addition extraordinary general meetings shall be convened on the requisition of the Members of the Company in accordance with the Act or if the Company makes default in convening a meeting so requisitioned, a meeting may be convened by the requisitioners themselves in the manner provided in the Act.
- Notice of meeting
62. Every notice convening general meetings shall specify the place, the day and the hour of the general meeting and shall be given to all Members at least fourteen (14) days before the meeting or at least twenty one (21) days before the general meeting where any special resolution is to be proposed or where it is an annual general meeting. Any notice of a general meeting called to consider special business shall specify the general nature of such business and shall also be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least fourteen (14) days' notice or twenty one (21) days' notice in the case where any special resolution is proposed or where it is the annual general meeting, of every such general meeting shall be given by advertisement in at least

one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to the Exchange and each stock exchange, if any, upon which the Company is listed.

- Business at meeting 63. Subject always to the provisions of the Act no business shall be transacted at an extraordinary general meeting except business of which notice has been given in the notice convening the meeting and no business shall be transacted at an annual general meeting other than business of which notice has been given aforesaid, with the exception of declaring a dividend, the laying of the financial statements, balance sheets and the report of the Directors and Auditors, the election of Directors and the fixing of the Directors' fee and the appointments and fixing of the remuneration of the Auditors.
- Record of Depositors 64. (1) The Company shall request the Depository in accordance with the Rules to issue a Record of Depositors to whom notices of general meetings shall be given by the Company.
- (2) The Company shall also request the 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").
- (3) Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations, 1996 (where applicable), a Depositor shall not be regarded as a Member to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.
- Entitlement to appoint proxy 65. In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a Member holding one thousand (1,000) ordinary shares or less may appoint only one (1) proxy to attend and vote instead of him at a general meeting who shall represent all the shares held by such Member, and where a Member holding more than one thousand (1,000) ordinary shares may appoint more than one (1) proxy but not more than two (2) proxy to attend and vote instead of him at the same meeting who shall represent all the shares held by such Member, and that a proxy need not also be a Member. Where a Member is an Authorised Nominee, it may appoint at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
- Omission to notice 66. The accidental omission to give notice of give any meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate any resolution passed or the proceedings at any such meeting.

PROCEEDINGS AT GENERAL MEETING

- No business unless quorum 67. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two (2) Members present in person or by proxy shall be quorum.
- Adjournment 68. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week (or if that day be a public holiday, then to the next business day following that public holiday) at the same time and place, or to such other day and at such other time and place as the Directors may determine, but if a quorum is not present at an adjourned meeting the members present shall be a quorum.
- Chairman 69. The Chairman (if any) of the Board of Directors or, in his absence a deputy chairman (if any) shall preside as chairman at every general meeting. If there is no such chairman or deputy chairman, or if at any meeting neither the Chairman nor a deputy chairman is present within ten (10) minutes after the time appointed for holding the meeting, or if neither of them is willing to act as chairman, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, the persons present and entitled to vote on a poll shall elect one of their number to be chairman. The election of the

Chairman shall be by a show of hands. A proxy shall not be eligible to be elected as Chairman of the meeting.

Adjournment of meeting 70. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and place to place but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. The Chairman may also adjourn the meeting for any whatsoever reasons deemed appropriate by him in his exercise of reasonable judgement but no business shall be transacted at an 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 of the business to be transacted at an adjourned meeting.

Demand for Poll 71. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded :-

- (1) by the Chairman;
- (2) by at least three (3) Members present, in person or by proxy;
- (3) by any Member or Members present in person or proxy and representing not less than one-tenth (1/10) of the total voting rights of all Members having the right to attend and vote at the meeting; or
- (4) by a Member or Members holding shares in the Company conferring a right to attend and vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth (1/10) of the total sum paid up on all the shares conferring that right.

Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolutions. The demand for a poll may be withdrawn.

How a poll is to be taken 72. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment (not being more than thirty (30) days from the date of the meeting) at such place or time as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded. No poll shall be demanded on the election of a Chairman or on a question of the adjournment. 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 this Constitution, adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll.

Equality of votes 73. In the case of an equality of votes, whether on a show of hands or 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.

Voting 74. Subject to any rights or restrictions for the time being attached to any classes of shares, at meetings of Members or classes of Members each Member entitled to vote may vote in person or by proxy or by attorney and on show of hands every person who is a Member or holder of preference shares or representative or proxy of a Member or holder of preference shares shall have one (1) vote, and on a poll every Member present in person or by proxy or by attorney or other duly authorised representative shall have one (1) vote for each shareholdings.

Entitlement to vote only when all call due have been paid	75.	A registered holder of ordinary shares shall be entitled to be present and to vote at any general meeting in respect of any share or shares upon which all calls due to the Company have been paid. Subject to Clause 64, no Member shall be entitled to vote on any question upon a poll in respect of any of the shares of such Member on which any calls shall be due and presently payable to the Company.
Shares of different monetary denomination	76.	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 each class, when reduced to a common denominator, shall carry the same voting power when such rights is exercisable.
Appointment of at least one proxy	77.	Where a Member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
Vote of Members of unsound mind	78.	A Member who is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental disorder may vote, whether on a show of hands or on a poll, by his committee or by such other person as properly as the management of his estate, and any such committee or other person may vote by proxy or attorney and any person entitled under the transmission Clauses to transfer any shares may vote at any general meeting in respect thereof in the same manner as if he was the registered holder of such shares provided that forty-eight (48) hours at least before the time of holding the meeting or adjourned meeting as the case may be at which he propose to vote, he shall satisfy the Directors of his right to transfer such shares unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.
Member barred from voting while call unpaid	79.	No Member shall be entitled to be present or to vote on any question either personally or otherwise as proxy or attorney at any general meeting or appoint a proxy or be reckoned in the quorum in respect of any shares upon which calls are due and unpaid.
Qualification of voter	80.	No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.
Instrument appointing proxy to be in writing	81.	<p>The instrument appointing a proxy shall be in writing under the hand of appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer the authority to deemed or join in demanding a poll.</p> <p>Subject to Clause 65, a Member of the Company may appoint more than one (1) proxy to attend at the same meeting. Where the Member of the Company appoints more than one (1) proxy but not more than two (2), the Member shall specify the proportion of his shareholdings to be represented by each proxy.</p>
Form of proxy	82.	The instrument appointing a proxy shall be in the following form with such variations as circumstances require or the statutes permit or in such other form as the Directors may from time to time approve. Where a Member is an Authorised Nominee, it may appoint at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.

BINA PURI HOLDINGS BHD.

I/We, _____ of _____
being a member/members of the abovenamed Company hereby appoint _____ of _____ or failing whom, _____ of _____ as my/our proxy to vote for me/us and 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 the ____ day of _____ at _____ (time of the meeting) and, at every adjournment thereof for/against* the resolution(s) to be proposed thereat.

As Witness my hand this _____ day of _____

No. of shares held:

Signature of Member(s)

- | | |
|--|--|
| Instrument appointing proxy to be left at Company's office | 83. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at such other place 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 at which the person named in the instrument proposes to vote, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. |
| Validity of vote given under proxy | 84. A proxy shall be entitled to vote on a show of hands on any question at any General Meeting. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid, notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, or the transfer of the share in respect of which the instrument is given, if no intimation in writing of such death, unsoundness of mind, revocation or transfer as aforesaid has been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the instrument is used. |
| Corporate representative | 85. A corporation may by resolution of its directors or other governing body, if it is a Member of the Company, authorise such person as he thinks fit to act as its representative either at a particular meeting or at all meetings of the Company or of any class of Member, and a person so authorised shall in accordance with his authority and until authority is revoked by the corporation be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual Member of the Company. |

DIRECTORS: APPOINTMENT, REMOVAL, ETC

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| Number of Directors | 86. The number of Directors shall not be less than two (2) nor more than eleven (11) until otherwise determined by general meeting the number of Directors shall not be less than two |
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(2) nor more than eleven (11) but in the event of any casual vacancy occurring and reducing the number of Directors below the aforesaid minimum the continuing Director may except in an emergency, act only for the purpose of increasing the number of Directors to such minimum number or to summon a general meeting of the Company.

- Retirement of Directors 87. 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 of the Directors for the time being, or, if their number is not three (3) or a multiple three (3), then the number nearest to one-third shall retire from office and be eligible for re-election. PROVIDED ALWAYS that all Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. A retiring director shall retain office until the close of the meeting at which he retires.
- Selection of Directors to retire 88. 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.
- Notice of candidate as a Director 89. No person, not being a retiring Director, shall be eligible for election to the office of Directors at any general meeting unless a Member intending to propose him for election has, at least eleven (11) clear days before the meeting, left at the registered office of the Company a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such Member to propose him for election, PROVIDED THAT in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary, and notice and every candidature for election to the board of Directors shall be served on the registered holders of shares at least seven (7) days prior to the meeting at which the election is to take place.
- Retiring Director deemed to be reappointed 90. The Company at the meeting at which a Director so retires may fill the vacated office by electing a person thereto. Unless at that meeting it is expressly resolved not to fill the vacated office or a resolution for the re-election of the Director retiring at that meeting is put to the meeting and lost or some other person is elected a Director in place of the retiring Director, the retiring Director shall if offering himself for re-election and not being disqualified under the Act from holding office as a Director, be deemed to have been re-elected.
- Motion for appointment of Directors 91. 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) days 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.
- Increase or reduction of number of Directors 92. The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of Directors, and the Directors may also determine in what rotation the increased or reduced number is to retire from office.
- Removal of Directors 93. The Company may by Ordinary Resolution of which special notice is given remove any Director before the expiration of his period of office, and may if though fit, by Ordinary Resolution appoint another Director in his stead. The person so appointed shall hold office so long as Director in whose place he is appointed would have the same if he had not been removed.
- Power to add Directors 94. The Directors shall have power at any time, and from time to time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next annual general meeting, 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.
- Directors' qualification 95. 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.

REMUNERATION OF DIRECTORS

- Directors' remuneration 96. The Directors shall be paid by way of remuneration for their services such fixed sum (if any) as shall from time to time be determined by the Company in general meeting, 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 Directors who hold no executive office in the Company shall be paid by a fixed sum and not by a commission on or percentage of profits or turnover,
 - (b) Salaries payable to Directors who do hold an executive office in the Company may not include a commission on or percentage of turnover,
 - (c) Fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting where notice of the proposed increase has been given in the notice convening the meeting;
 - (d) Any fee paid to an Alternate Director shall be such as shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter.
- Reimbursement of expenses 97. (1) The Directors shall be paid all their travelling 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 Board Meetings of the Company.
- (2) If any Director (including a Director who does not hold any executive office) 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 profits or turnover) as may be determined by the Company in general meeting and such remuneration may be either in addition to or in substitution for his or their share in the remuneration from time to time provided for the Director(s) shall not include a commission on or percentage of profit or turnover.

DISQUALIFICATION OF DIRECTORS

- When offices of Directors deemed vacant 98. The office of Directors shall become vacant ipso facto if the Director:-
- (1) becomes bankrupt or has a Receiving Order in Bankruptcy made against him or any arrangement or composition with his creditors generally during his term of office;
 - (2) being prohibited or ceased to be Director by virtue of the Act;
 - (3) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder during his term of office;
 - (4) resigns his office by notice in writing under his hand left at the registered address for the time being of the Company;
 - (5) is removed from his office of Director by resolution of the Company in general meeting of which special notice has been given; or
 - (6) absent for more than fifty per cent (50%) of the total Board of Directors' meeting held during the financial year unless approval is obtained from the Exchange.

POWER AND DUTIES OF DIRECTORS

- Business of Company to be managed by Directors 99. The business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company, and who may, in addition to the powers and authorities by these presents or otherwise expressly conferred upon them, exercise all such powers of the Company and do all such thing as are not, by the Act or by this Constitution 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 as may be prescribed by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation has not been made.
- Directors' borrowing powers 100. (1) The Director may exercise all the powers of the Company to borrow 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 its subsidiaries.
- (2) The Directors shall not borrow any money or mortgage or charge any of the Company's or its subsidiaries' undertaking, property, or any uncalled capital, or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.

Power to maintain Pension of Fund	101. The Directors may establish or arrange any contributory or non-contributory pension super-annuation scheme for the benefit of, or pay a gratuity, pension or emolument to any person who is or has been employed by or in the service of the Company or any subsidiaries 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 dependents of any such person. The Director may also subscribe to any association or fund which they consider to be for the benefit of the Company or any such subsidiary or any such persons as aforesaid and make payments for or towards any hospitals or scholastic expenses, and make payments for or towards any hospital or any Director holding such salaried employment shall be entitled to retain any benefit received by him hereunder subject only, where the Act required, to proper disclosure to the members and the approval of the Company in general meeting.
Power to use Official Seal	102. The Directors 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.
Power to keep register(s) of Members	103. The Company or the Directors on behalf of the Company, may exercise the power conferred by the Act, cause to be kept a branch register of Members and the Directors may (subject to the provisions of the Act) make and vary such regulations as they may think fit in respect of the keeping of such branch registers.
Nomination of Attorneys	104. The Directors 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 Directors to be attorney/attorneys of the Company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Directors under these 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 authorize any such attorney to delegate all or any of the powers, authorised and discretion vested in him.
Signing of cheque etc	105. All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments and all receipts for money paid to the Company shall be receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors from time to time by resolution determine.
Director in discharge of duties	106. A Director shall at all times 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 any other person or to cause detriment to the Company.
Director to give notice	107. Every Director shall give notice to the Company of such events and matters relating to himself as may be necessary or expedient to enable the Company and its officers to comply with the requirement of the Act.
Directors may hold any other office	108. Subject always to the provisions of the Act as to disclosure of interest, 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 Director 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 or profit or as vendor, purchaser or otherwise nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which 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 of his interest must be disclosed 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.
Director may act in his professional capacity	109. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director providing that nothing herein contained shall authorise a Director of his firm to act as Auditor of the Company.

PROCEEDING OF DIRECTORS

- Meeting of Directors 110. The Directors may meet together for the dispatch 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.
- Directors video-conference meeting 111. (1) The meeting of Directors may be conducted by telephone or audio-visual conferencing or other methods of simultaneous communication by electronic, telegraphic or other means by which all persons participating in the meeting are able to hear and be heard at all times by all other participants without the need for a Director to be in the physical presence of the other Directors (hereinafter referred to as "Directors Video-Conference Meeting") and participation in the Directors Video-Conference Meeting shall be deemed to constitute presence in person at such meeting.
- (2) The Directors participating in any such Directors Video-Conference Meeting shall be counted in the quorum for such meeting and subject to there being a requisite quorum at all times for such Directors Video-Conference Meeting, all resolutions agreed by the Directors in such meeting shall be deemed to be as effective as a resolution passed at a meeting in person of the Directors duly convened and held. A Director may disconnect or cease to participate in the Directors Video-Conference Meeting if he makes known to all other Directors participating that he is ceasing to participate in the meeting and such Director shall, notwithstanding such disconnection, be counted in the quorum for such meeting. The minutes of such a Directors Video-Conference Meeting signed by the Chairman or any other Director duly appointed as under Clause 114 as chairperson of the meeting shall be conclusive evidence of any resolution of any Directors Video-Conference Meeting.
- (3) A Directors Video-Conference Meeting is deemed to be held at the place agreed upon by the Directors attending the meeting, provided at least one of the Directors participating in the meeting was at that place for the duration of the meeting.
- Notice of Meeting of Directors 112. It shall not be necessary to give any Director or Alternate Director, who has not got an address in Malaysia, registered with the Company, notice of a meeting of the Directors. Unless otherwise determined by the Directors from time to time a seven (7) days' notice of all Directors' meetings shall be given to all Directors and their alternate Directors who have a registered address in Malaysia. Except in the case of an emergency, reasonable notice of every Directors' meeting shall be given in writing and the notice of each Directors' meeting shall be deemed to be served in the case of a Director having an address in Peninsular Malaysia two (2) days following that on which a properly stamped letter containing the notice is posted in Peninsular Malaysia and in the case of a Director having an address in East Malaysia seven (7) days following that on which a properly stamped letter containing the notice is posted within Peninsular Malaysia.
- Quorum of meeting of Directors 113. The quorum necessary for the transaction of the business of the Director shall be two (2) 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 discretions by under this Constitution vested in or exercisable by the Directors generally.
- Chairman of Directors 114. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office and unless otherwise determined the Chairman shall be elected, or if at any meeting the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be Chairman of the meeting.
- Votes of Directors 115. Subject to this Constitution any question arising at any meeting of Directors shall be decided by a majority of Directors shall for all purposes be deemed a determination of the Directors. Each Director shall have one (1) vote. In case of equality of votes, the Chairman of the meeting shall have a second or casting vote accept where the meeting only two (2) Directors form the quorum or only two (2) Directors are competent to vote on the question at issue.
- Remaining Directors may act notwithstanding vacancy 116. The remaining Directors may continue to act notwithstanding any vacancy in their body but if and so long as their number is reduced below the minimum number fixed by or pursuant to this Constitution as the necessary quorum of Directors, the remaining Directors or Director may except in an emergency act only for the purpose of increasing the number of Directors to that minimum number or of summoning a general meeting of the Company, but for no other purposes.

Disclosure of interest	117. Every Director shall comply with the provisions of the Act in connection with the disclosure of his shareholding and interests in the Company and his interest in any contract or proposed contract with the Company and in connection with the disclosure of 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 of the Company. No Director shall as a Director vote in respect of any contract or arrangement in which he is so interested, and if he does so vote, his vote shall not be counted.
Restriction on voting	118. A Director shall not vote in respect of any contract or proposed contract or arrangement in which he has directly or indirectly personal interest (and if he shall do so his votes shall not be counted), nor shall he be counted for the purpose of any resolution regarding the same, in the quorum present at the meeting.
Relaxation of restriction on voting	119. Subject to the provision of the Act, a Director notwithstanding his interest may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the terms of any such appointment are considered, he may vote on any such matter other than in respect of his own appointment and/or the fixing of the terms thereof.
Power to vote	120. Subject to Clause 118, a Director may vote in respect of :- (1) any arrangement for giving the Director himself or any other Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company ; or (2) any arrangement for the giving by the Company of any security to third party in respect of a debt or obligation of the Company for which the Directors himself or any other Director has assumed responsibility in whole or in part under a guarantee or indemnity or by deposit of a security.
Directors may become directors of other corporation	121. A Director of a Company may be or become a director or other officer of or otherwise interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise or any corporation, which is directly or indirectly interested in the Company as a 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 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 manner aforesaid.
Directors may lend money to Company	122. The Directors or any of them may lend money to the Company at an interest with or without security or may, for a commission or profit, guarantee the repayment of any money borrowed by the Company without being disqualified in respect of their or his office and without being liable to account to the Company for any such commission or profit.

ALTERNATE DIRECTOR

Alternate Directors	123. (a) A Director may a person approved by a majority of his co-Directors to act as his Alternate Director and at his discretion by way of a notice to a Company, remove such Alternate Director from office. PROVIDED ALWAYS that any fee paid by the company to an Alternate Director shall be deducted from that Director's remuneration. (b) An Alternate Director shall (except as regards 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. (c) Any appointment or removal of an Alternate Director may be made by cable, telegram, telefax, telex or in any other manner approved by the Directors. Any cable or telegram shall be confirmed as soon as possible by letter, but may be acted upon by the Company meanwhile.
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- (d) If a Director making any such appointment as aforesaid shall cease to be a Director (otherwise then by reason of vacating his office at a meeting of the Company at which he is re-elected), the person appointed by him shall thereupon cease to have any power or authority to act as an Alternate Director.
- (e) A Director shall not be liable for the acts and defaults of any Alternate Director appointed by him.
- (f) 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.

MANAGING DIRECTOR

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| Managing Director | 124. The Directors may entrust to and confer upon a Managing Director any of the powers exercisable by them upon such terms and conditions and with such restriction as they think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke withdrawn, alter, or vary all or any of these powers. |
| Term of Managing Director/Deputy Managing Director | 125. The Directors may from time to time appoint any one or more of their body to be Managing Director or Deputy Managing Director at such remuneration and, subject always to Clause 87, any such appointment shall be subject to reappointment and upon such terms as to the duties to be performed, the powers to be exercised and all other matters as they think fit, and may vest in the Managing Director or the Deputy Managing Director any power hereby vested in the Directors generally as they may think fit, but subject thereto such Managing Director or Deputy Managing Director shall be subject to the control of the Board. |
| Remuneration of Managing Director | 126. The remuneration of a Managing Director shall be fixed by the Directors and may be by way of salary or commission or participation in profits or otherwise or by any or all these modes but shall not include or by any or all of these modes but shall not include a commission on or percentage of turnover. |
| Managing Directors reckoned as Directors for purposes of rotation and retirement | 127. The Managing Director, shall while they continue to hold such office, be subject to retirement by rotation in accordance with Clause 87, and he shall, subject to provisions of the contract, if any, between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company and, if he ceases to hold the office of Director from any cause, he shall ipso facto and immediately cease to be Managing Director. |

COMMITTEES OF DIRECTORS

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| Power of Directors to appoint Committees | 128. The Directors may establish any committees, local boards or agencies comprising two (2) or more persons for managing any of the affairs of the Company, either in Malaysia or elsewhere, and may lay down, vary or annual 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 authorised 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 annual or vary and such delegation, but no persons dealing in good faith and without notice of any such annulment or variation shall be affected thereby. Where two (2) persons form a quorum, the Chairman of the 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 casting vote. |
| Meeting of Committee | 129. A committee may meet and adjourn as it thinks proper and question arising at any meeting shall be determined by a majority of votes of an equality of votes of the Members present and in the case of an equality of votes of the Members present and in the case of an equality of votes the Chairman shall have a second or casting vote. However, where two (2) Directors form the quorum, the Chairman of a meeting at which such a quorum is present or at which only two (2) Directors are competent to vote on the question at issue, shall not have a casting vote. |

- Chairman
Committee
130. A committee may elect a Chairman of its meetings; if no such Chairman is elected, or if any meeting the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the members present may choose one (1) of their number to be Chairman of the meeting.

VALIDATION OF ACTS OF DIRECTORS

- Directors' acts
to be valid
131. All acts done by any meeting of the Directors or a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was such defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were qualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

CIRCULAR RESOLUTIONS

- Circular
132. A resolution in writing signed by a majority of all the Directors present in Malaysia shall be as valid and effectual as if it has been passed at a meeting of the Directors duly called and constituted; provided that where a Director has an alternate, then such resolution may also be signed by such alternate. All such resolutions shall be described as "Directors' Circular Resolution" and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's Minutes Book. Any such resolution may consist of several documents in like form (prepared and circulated by telefax, telex or telegram with copy sent by hand, courier or post or in any kind of digital form), each signed by one (1) or more Director or their alternates. 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 by telefax, telex or telegram (with copy sent by hand, courier or post or in any kind of digital form), shall be deemed to be a document signed by him for the purposes of the foregoing provisions.

AUTHENTICATION OF DOCUMENTS

- Authentication
133. Any Director or Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolution passed by the Company or the Directors and any books, records, documents and account relating to the business of the Company, and to certify the copies thereof or extracts therefrom as true copies or extracts; and, where any books, records documents or account are kept elsewhere other 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.
- Conclusive evidence
of resolutions and
extract of minutes
of meeting
134. A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of the Directors which is certified as such resolution in accordance with the provisions of this Constitution shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or as the case may be that such extract is a true and accurate record of a duly constituted meeting of the Directors.

MINUTES AND REGISTER

- Minutes to be
entered
135. The Directors shall cause minutes to be duly entered in books provided for the purpose of:-
- (1) all appointment of officers;
 - (2) 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 meetings;

- (3) all resolutions and proceedings of general meetings and of meetings of the Directors and committee of Directors;
- (4) all orders made by the Directors and any committee of Directors.

Such minutes shall be signed by the Chairman of the meeting at which the proceeding were held or by the Chairman of the next succeeding meeting shall be received as prima facie evidence of the matters stated in such minutes.

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| Directors to comply with the Act | 136. The Company shall in accordance with the provision of the Act keep at the office a register containing such particulars with respect to the Directors and Managers of the Company as are required by the Act, and shall from time to time notify the Registrar of any change in such register and of the date of change in manner prescribed by the Act. |
| Minutes books | 137. The books containing the minutes of proceedings of any general meetings shall be kept by the Company at the registered office of the Company and a duplicate of such book shall be kept at the office of the Secretary, and shall be open to the inspection of any member without charge. |
| Registers to be kept | 138. The Company shall also keep at the Office registers which shall be open to the inspection of any Member without charge and to any other person on payment for each inspection of a prescribed fee all such matters required to be registered under the Act, and in particular:- <ul style="list-style-type: none"> (1) a register of substantial shareholders and of information received in pursuance of the requirements under section 144 of the Act ; and (2) a register of the particulars of each of the Directors' shareholdings and interest as required under section 59 of the Act. |

SECRETARY

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| Secretary | 139. The Secretary or Secretaries shall in accordance with the Act be appointed by the Directors for such term, at such remuneration and upon such conditions as they think fit, and the Directors may from time to time appoint a temporary substitute for the Secretary or the Secretaries who shall be deemed to be the Secretary during the term of his appointment. |
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SEAL

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| Authority for Use of Seal | 140. The Directors 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 Directors authorised to use the Seal. The Directors may from time to time make such regulations as they think fit determining the persons and the number of such persons in whose presence the Seal shall be affixed and, until otherwise so determined (subject to the provisions of this Constitution as to certificates for shares), the Seal shall be affixed in the presence of at least one (1) Director and the Secretary or two (2) Directors or one (1) Director and one (1) other person appointed by the Directors for the purpose, who shall sign every instrument to which the Seal is affixed. The instrument to which the Seal is affixed may bear the autographic or facsimile signatures of at least one (1) Director and the Secretary or two (2) Directors or one (1) Director and some other person appointed by the Directors. The facsimile signature may be reproduced by machine or other means. |
| Share Seal | 141. The Company may exercise the powers conferred by the Act with regard to having an official Seal for use abroad, and such powers shall be vested in the Directors. |
| Use of official Seal abroad | 142. The Company may also have a Share Seal pursuant to section 63 of the Act. |

FINANCIAL STATEMENTS

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| Book of account open to inspection by Directors | 143. The Directors shall cause proper accounting and other account records to be kept and shall distribute copies of balance-sheets 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 |
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under what conditions the 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 members (not being a Director) shall have any right of inspecting any account book or book or paper of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting. Subject always to Section 167(4) of the Act the books of account or records of operations shall be kept at the Company's registered office or at such other places as the Directors think fit and shall always be open to inspection by the Directors.

Presentation of Financial Statements 144. The Directors shall from time to time in accordance with the Act cause to be prepared and laid before the Company in general meeting such income statements, balance sheets and report as are referred to in the Act. The interval between the close of a financial year of the Company and issue of the annual audited accounts, the Directors' and Auditors' report shall not exceed four (4) months. A copy of each such documents, in printed form or in CD-ROM form or in such other form of electronic media or any combination thereof, shall not be less than twenty one (21) days before the date of the meeting (or such other shorter period as may be agreed by all Members entitled to attend and vote at the meeting) be sent to every Member of, and to every holder of debentures of the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act. The requisite number of copies of each such document shall at the same time be sent to each stock exchange upon which the Company is listed. Provided that this Clause shall not require a copy of these documents to be sent to any person of whose address the Company is not aware but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the office.

Directors not bound to publish any list 145. Save as may be necessary for complying with the provisions of the Act or as the Company may by special resolution otherwise resolve, the Directors shall not be bound to publish any list or particulars of the securities or investments held by the Company or to give any information with reference to the same to any Member.

AUDIT

Audit 146. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

Auditors entitle to attend General Meeting, etc 147. The Auditor or Auditors shall be entitled to attend any General Meeting and to receive all notices of any 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 him as Auditor.

DIVIDENDS AND RESERVES

Declaration of dividends 148. The Company by ordinary resolution in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Directors.

Application of profits 149. The Directors may if they think fit from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company. If at any time the share capital of the Company is divided into different classes the Directors may pay such interim dividends in respect of those shares in the capital of the company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provide that the Directors act bona fide they shall not incur any responsibility to the holders of shares conferring any preferential rights with regard to dividend by the payment of an interim dividend on any shares having deferred or non-preferential rights. The Directors may also pay half- yearly or at other suitable intervals to be settled by them any dividend which may be payable at a fixed rate if they are of the opinion that the profits justify the payment.

Profits and losses 150. Subject to the provisions of the Act where any asset, business or property is bought by the Company as from a past date upon the terms that the Company shall as from the date take

the profits and bear the losses thereof, such profits or losses, as the case may be, shall, at the discretion of the Directors, be credited or debited wholly or in part, to revenue account, and in that case the amount so credited or debited shall, for the purpose of ascertaining the fund available for dividend, be treated as a profit or loss arising from the business of the Company available for dividend accordingly. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest such dividend or interest when paid may at the discretion of the Directors be treated as revenue, and it shall not be obligatory to capitalise the same or any part, thereof.

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| Unclaimed dividends may be invested | 151. All dividends unclaimed for one (1) year, subject to the Unclaimed Moneys Act, 1965 after having been declared may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed or paid pursuant to the Unclaimed Moneys Act, 1965. |
| Dividend to be paid out of profits | 152. No dividend shall be paid otherwise than out of profits or shall bear interest against the Company. |
| Directors may form reserve fund and invest | 153. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as reserves which shall, at the discretion of Directors, be applicable for any purpose to which the profits of the Company may be properly applied and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares in the Company) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide. |
| Declaration of dividend | 154. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividend shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid but no amount paid or credited as paid on a share in advance of call shall be treated for the purpose of this Clause 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. |
| Deduction of dividend | 155. The Directors may deduct from any dividend payable to any Members 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. |
| Dividend due may be retained until registration | 156. The Directors may retain the dividend payable upon shares in respect of which any person is under the provision as the transmission of shares hereinbefore contained entitled to become a Member, or which any person is under those provisions entitled to transfer, until such person shall become a Member in respect of such shares or shall transfer the same. |
| Retention of dividend | 157. The Directors may retain any dividend or other moneys payable on or in respect of a share on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists. |
| Distribution of specific assets | 158. Any general meeting declaration a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other company or in any or more of such ways and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and fix the value for distribution of such specific assets or any parts thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the right of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors. |
| Payment by cheque | 159. Any dividend, interest or other money payable in cash in respect of shares may be paid by way of cheque or warrant sent through the post directed to the registered address of the holders or to such person and to such address as the holder may in writing direct; or by way of electronic transfer or remittance to bank account as designated by the holder entitled to such payment from time to time and such payment shall operate as a good and |

full discharge by the Company in respect of the dividend represented thereby. Every such cheque or warrant or electronic transfer or remittance shall be sent/made at the risk of the person entitled to the money thereby represented. The Company shall not be responsible for any inaccurate details supplied by the Members or any errors, delay or power or electronic failure encountered during or in the course of transmission or postal order (whether in the bank account transfer, post, while being delivered by courier or by hand, after bank account transferring and/or delivering to the relevant address or person or otherwise). No unpaid or unclaimed dividend or interest shall bear interest as against the Company.

CAPITALIZATION OF PROFITS

- Bonus Issue 160. The Company by ordinary resolution in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportions or condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively or paying up in full unissued shares or debentures to be allotted and distributed credited as fully paid up to and amongst such Members in the proportion aforesaid, or partly in one way and partly in the other, and the Directors shall give effect to such resolution.
- Power for applications of undivided profits 161. Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payments in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the Members entitled thereto into an agreement with the Company, providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions to the profits resolved to be capitalised or 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

- Translation 162. Where any accounts, minute books or other records required to be kept by the Act are not kept in the Malay or English Language, the Directors shall cause a true translation of such accounts, minute books and others records to be made from time to time at intervals of not more than seven days and shall cause such translation to be kept with the original accounts, minute books and other records as are required by the Act to be kept.

NOTICES

- Service of notice 163. A notice, communication or other document (collectively referred to as "Notice" in this Clause) may be given or made available by the Company to any member either personally or by sending it by post to him at his registered address or in electronic form to the electronic address, if any, for the giving of Notices to him as appearing on the Register and the Record of Depositors, or by publishing on the Company's website provided that the members are notified in writing of such publication in hard copy or electronic form in accordance with the Act. Where a Notice is sent by post, service of the Notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the Notice and to have been

effected in the case of a notice of a meeting, on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post. Any Notice if served in electronic form shall be deemed to be served at the time of transmission of such Notice in electronic form by the email server or facility operated by the Company or its service provider to the electronic address of the member if there is no written notification of delivery failure and there is a record of the email being sent.

- Notice in case of death or bankruptcy
164. A notice may be given by the Company to the persons entitled to a share or security in consequence of the death or bankruptcy of a member or holder addressed to them by name, or by the title of representatives of the deceased, or assignee of the bankrupt, or by any like description, at the address within Malaysia, if any, supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.
- Who may receive notice of general authorised meeting
165. (1) Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
- (a) every member;
 - (b) every person entitled to a share in consequence of the death or bankruptcy of a member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting;
 - (c) the Directors and Auditor for the time being of the Company; and
 - (d) every stock exchange in which the Company is listed.
- (2) 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 law of Malaysia or of this Constitution, a waiver thereof or the shortening of the period of such notice, may be effectively executed in writing by the person or persons entitled to such notice.
- How joint holders of shares may be served with notice
166. All notice directed to be given to the members shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the register of members, and any notice so given shall be sufficient notice to the holders of such share.

WINDING UP

- Distribution of assets in specie
167. If the Company is wound up the liquidator may, with the sanction of a special resolution of the Company, divide amongst the Members in kind the whole or any part of the assets of the Company (whether they consist of property of the same kind or not) and may for that purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine 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 benefits of the contributories as the liquidator, with the like sanction, think fit, but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability.
- Manner of Distribution
168. 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:-
- (1) If the Company shall be wound up and the assets available for distribution among the Members as such shall be insufficient to repay the whole of the paid up capital such assets shall be distributed so that as nearly as may be the losses shall be borne by the Members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding-up, on the shares held by them respectively; and

- (2) If in a winding-up the assets available for distribution among the Members shall be more than sufficient to re-pay 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.

Voluntary liquidation

169. On the voluntary liquidation of the Company, no commission or fee shall be paid to the liquidator without the prior approval of the Members in a general meeting. The amount of such payment shall be notified to all Members at least seven (7) days prior to the meeting at which the commission or fee is to be considered.

SECURITY CLAUSE

Secrecy clause

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

INDEMNITY

Indemnity

171. Subject to the Act, every Director, Managing Director, agent, auditor, secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company from and against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.

ALTERATION OF ARTICLES OF ASSOCIATION

Alteration of this Constitution

172. No amendment or alteration shall be made to this Constitution unless the same has been passed by special resolution as provided in the Act.

EFFECT OF THE LISTING REQUIREMENTS

Effect of the Listing Requirements

173. (1) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done.
- (2) Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done.
- (3) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
- (4) If the Listing Requirements require this Constitution to contain a provision and they do not contain such a provision, this Constitution are deemed to contain that provision.
- (5) If the Listing Requirements require this Constitution not to contain a provision and they contain such a provision, this Constitution are deemed not to contain that provision.
- (6) If any provision of this Constitution is or becomes inconsistent with the Listing Requirements, this Constitution are deemed not to contain that provision to the extent of the inconsistency.

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