

Company No.

8578-A

THE COMPANIES ACT, 2016

COMPANY LIMITED BY SHARES

CONSTITUTION

OF

PARAMOUNT CORPORATION BERHAD
(Adopted on 30 May 2018)

Incorporated on 15 day of April 1969

Company No.

8578-A

THE COMPANIES ACT, 2016

Company Limited By Shares

CONSTITUTION OF PARAMOUNT CORPORATION BERHAD

1. The name of the Company is PARAMOUNT CORPORATION BERHAD.
2. The Registered Office of the Company will be situated in Malaysia.
3. The Company is a public company limited by shares.
4. The liability of the Members is limited.

DEFINITION AND INTERPRETATION

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

Word	Meaning
Act	the Companies Act, 2016 and any statutory modification, amendment or re-enactment thereof and any legislation made thereunder and any written law for the time being in force concerning companies and affecting the Company.
Applicable Laws	all laws, rules, regulations, guidelines, directives, practice notes, guidance notes passed or issued by the relevant authorities for the time being in force applying to and/or affecting the Company and this Constitution, which shall include the Act, the Securities Laws and the Listing Requirements.
Auditors	the auditors for the time being of the Company.
Authorised Nominee	an authorised nominee as defined under the Central Depositories Act.
beneficial owner	has the meaning assigned to it in the Act and the Central Depositories Act.
Board of Directors	the board of directors for the time being of the Company, and has the meaning assigned to it in the Act.
Central Depositories Act	the Securities Industry (Central Depositories) Act, 1991 and any statutory modification, amendment or re-enactment thereof for the time being in force.

Company No.

8578-A

Clause	any provision in this Constitution as originally framed or as altered from time to time by special resolution.
CMSA	the Capital Markets and Services Act, 2007 and any statutory modification, amendment or re-enactment thereof for the time being in force.
Company	Paramount Corporation Berhad (Company No. 8578-A), the abovenamed company by whatever name from time to time called.
Constitution	this Constitution as now adopted or as altered from time to time by special resolution.
deposited securities	securities standing to the credit of a securities account and include securities in a securities account that are held in suspense by the Depository pursuant to the Rules.
Depositor	holder of a securities account established by the Depository and whose name appears in the Record of Depositors maintained by the Depository in accordance with Section 34 of the Central Depositories Act.
Depository	Bursa Malaysia Depository Sdn Bhd. (Company No.165570-W) and/or its nominee and their respective successors in title.
Directors	the directors for the time being of the Company, and has the meaning assigned to it in the Act and the CMSA.
Exchange	Bursa Malaysia Securities Berhad (Company No. 635998-W) and its successors in title.
Exempt Authorised Nominee	an Authorised Nominee which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
Independent Director	has the meaning assigned to it in the Listing Requirements.
Listing Requirements	the Main Market Listing Requirements of the Exchange including any modification or amendment thereto that may from time to time be made by the Exchange.
market day	a day on which the stock market of the Exchange is open for trading in securities.
Member	a person for the time being holding voting shares in the Company and whose name appears in the Register of Member, and includes a Depositor whose name appears in the Record of Depositors and who shall be deemed to be a Member of the Company pursuant to Section 147 of the Act, but excludes the Depository and/or its nominee in their capacity as bare trustee.
month	calendar month.
ordinary resolution	has the meaning assigned to it in the Act, being a resolution passed by Members representing more than half (1/2) of the total voting rights of the Members who are entitled to vote and do vote in person or by proxy on the resolution.

Company No.

8578-A

Office	the registered office for the time being of the Company.
officer	has the meaning assigned to it in the Act.
omnibus account	a securities account in which securities are held for multiple beneficial owners.
Record of Depositors	a record of depositors provided by the Depository to the Company under Chapter 24.0 of the Rules.
Register of Members	the register of members of the Company to be kept pursuant to the Act.
Rules	the rules of the Depository.
SCMA	the Securities Commission Malaysia Act, 1993.
Seal	the common seal of the Company.
Secretary	any person or persons appointed to perform the duties of secretary of the Company.
securities	has the meaning assigned to it in the CMSA or any modification, amendment or re-enactment thereof for the time being in force.
securities account	an account established by the Depository for a depositor for the recording of deposit, transfer and withdrawal of securities and for dealing in such securities by the depositor.
Securities Commission	the Securities Commission of Malaysia established under the SCMA.
Securities Laws	has the meaning assigned to it in the SCMA which shall include the SCMA, CMSA, Central Depositories Act and any guidelines, written notices and circulars issued by the Securities Commission.
service address	in relation to a Director, an address, electronic or otherwise, provided by the Director to the Company to which any communication may be sent.
share	an issued share in the Company.
special notice	has the meaning assigned to it in the Act, being a notice of at least twenty-eight (28) days given to the Company with the intention to move a proposed resolution for voting at a meeting of the Members.
special resolution	has the meaning assigned to it in the Act, being a resolution passed by Members representing not less than seventy-five per centum (75%) of the total voting rights of the Members who are entitled to vote and do vote in person or by proxy on the resolution.
Year	a year from 1 st of January to 31 st of December.

Words importing the singular number only shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine and neuter genders, and words importing a person shall include a body corporate, firm and partnership.

Expressions referring to 'writing' shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words, letters, figures or marks in a visible form or in any form or manner whether in hard copy or in electronic form sent by way of an electronic communication equipment or otherwise that allows the document and/or information to be easily accessible and reproduced into written, electronic or visible form.

Expressions referring to "electronic communication" shall include, but shall not be limited to, unless the contrary intention appears, references to delivery of documents or information in electronic form by electronic means to the electronic email address or any other address or number of addresses permitted by the Applicable Laws.

Any reference to a statute or a statutory provision shall be deemed to include any modification, amendment or re-enactment or consolidation thereof and any regulations, rules, orders or other statutory instruments made pursuant thereto.

Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Interpretation Act, 1967 and of the Applicable Laws, as amended or re-enacted from time to time.

OBJECTS AND POWERS

6. The Company shall, by virtue of the provisions set out in Section 21 of the Act, be capable of exercising all the functions of a body corporate, and have full rights, powers and privileges to carry on or undertake any business or activity including but not limited to the following objects:
 - (1) To carry on the business of an investment holding company, and for that purpose, to act as promoters in the formation and registration of any company or corporation in Malaysia or elsewhere, to purchase or otherwise acquire and hold all or part of the share capital, business, property and liabilities of any person, company or corporation and to enter into partnership or any arrangement for sharing of profits, co-operation or the like with any person, company or corporation carrying on any business or whose objects are calculated to advance directly or indirectly to the objects of the Company or to the benefit of the Company.
 - (2) To provide management, consultancy and advisory services in particular to any subsidiary of the Company and any company or corporation in which the Company has an interest, which services shall include without limitation to strategic and policy planning, risk management, accounting and financial planning, company secretarial, internal audit, human resource, information management, corporate communications and any such other services that are capable of supporting the operational efficiency of those subsidiaries, companies and/or corporations.
 - (3) To invest the money of the Company in investments of all kinds including but not limited to stocks, shares, bonds, debentures, debenture stocks and securities offered and issued by any government, sovereign state, company, corporation, authority, body corporate, undertaking, partnership, joint and single ventures, public and private corporations and enterprises, real estate and in such manner as may from time to time be determined.
 - (4) To carry on the business of property investment and holding, in particular to invest the monies of the Company in or otherwise to acquire and hold land and property of any tenure or any interest in the same, to develop, improve and turn to account any such land and property, and in particular laying out, subdividing and preparing the same for building purposes, constructing, erecting, planting, paring, draining, improving and maintaining buildings, offices, garages, factories, warehouses, shops, houses, flats, apartments and works of every description for the purpose of leasing, letting on medium to long term

Company No.

8578-A

tenure and to dispose or otherwise deal with for capital appreciation as the Company may deem fit.

- (5) To borrow or raise money in such manner as the Company shall think proper, and to create mortgages or charges upon the whole or any of the Company's assets and to issue debentures and debenture stocks, perpetual or otherwise, charged upon all or any of the Company's assets both present and future, including its uncalled capital, and to redeem and pay off any such security.
- (6) To receive money on deposit at interest or otherwise and to lend or advance money to any subsidiary of the Company and any company, corporation or joint-venture or partnership in which the Company has an interest, to employees, customers and/or contractors of the Company and any other person having business transactions with the Company, and to guarantee the performance of any such persons or provide guarantees for the benefit of any such persons.
- (7) To do all such things as are incidental or conducive to the attainment of the above objects or any of them, the intention being that the objects specified in each of the paragraphs in this Clause shall, unless otherwise therein provided, be regarded as independent objects and shall be not be limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

SHARE CAPITAL

7. The share capital of the Company shall be in Ringgit Malaysia. The share capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred, qualified or other special rights, privileges, conditions or restrictions whether in regard to dividend, return of capital, voting or otherwise. Classes of shares
8. 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 Section 75 of the Act, the Directors shall have the power to allot and issue shares, grant options over shares, grant rights to subscribe for shares or otherwise dispose of such shares to such persons at such price on such terms and conditions with such preferred, deferred or other special rights and subject to such restrictions and at such times as the Directors may determine Provided That: Directors' power to allot and issue shares
 - (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 and in the resolution creating the same; Rights of other classes of shares
 - (2) no shares shall be issued which have the effect of transferring a controlling interest in the Company without the prior approval of the Members in a meeting of Members; and
 - (3) no Director shall participate in a scheme that involves a new issuance of shares or convertible securities to employees unless the Members in a meeting of Members have approved the specific allotment to be made to such a Director. Issue of shares to Directors

Company No.

8578-A

9. Subject to Section 72 of the Act and the requirements of the Exchange and the Securities Commission, the Company may with the sanction of an ordinary resolution of the Members issue preference shares that are liable to be redeemed at the option of the Company and carrying such rights and restrictions as may be approved by the Members.

Preference shares
10. Notwithstanding the provisions of Clause 9 hereof, the repayment of preference share capital other than redeemable preference shares or any alteration of the preference shareholders' 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 resolution is not obtained at the meeting of the preference shareholders concerned, consent in writing obtained from seventy-five per centum (75%) of the holders of the preference shares within two (2) months of the meeting shall be as valid and effectual as a special resolution carried at the meeting.

Repayment of preference share capital
11. Where any shares in the Company are issued for the purpose of raising money to defray expenses for the construction of any works or buildings or the provision of any plant which cannot be made profitable for a long period of time, the Company may pay interest or returns on the amount of such share capital as is for the time being paid up for the period, and subject to the provisions of Section 130 of the Act, may charge such interest or returns paid to the Company's share capital as part of the cost of construction of the works, buildings or plant which cannot be made profitable for a long period of time.

Interest on share capital during construction of works
12. If at any time the share capital is divided into different classes of shares, the rights and privileges attached to any class may, unless otherwise provided by the terms of issue of the shares of that class and subject to the provisions of the Act, be varied or abrogated with the sanction of a special resolution passed at a separate meeting of the holders of that class, and all the provisions hereinafter contained as to meetings of Members shall mutatis mutandis apply to every such meeting except that the necessary quorum shall be two (2) shareholders holding or representing by proxy at least one-third (1/3) of the issued shares of that class Provided That in the event the necessary majority for the passing of such a special resolution could not be obtained in the manner as aforesaid, consent in writing may be secured from holders of at least three-fourths (3/4) of the issued shares of that class and such consent if obtained within two (2) months from the date of the separate meeting as aforesaid shall as valid and effectual as a special resolution carried at that meeting.

Variation of class rights
13. The rights conferred upon the holders of the shares of any class with preferred or other rights shall not, unless otherwise expressly provided by the terms of the issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* in all respects with the existing shares and in particular as to participation in the profits or assets of the Company.

Rights on creation or issue of further shares
14. Except as expressly provided in Clause 15 hereof or as required by the Securities Laws or pursuant to any Order of Court, 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 required to recognise any equitable, contingent, future or partial interest in any share or any right whatsoever in respect of any share other than an absolute right to the entirety thereof in the registered holder of the share.

Trust not to be recognised
15. Notwithstanding Clause 14 hereof, the Company may exercise the powers conferred under Section 56 of the Act to require any Member to inform the

Company may require disclosure

Company No.

8578-A

- Company whether he holds any voting share in the Company as a beneficial owner or as a trustee, and if the Member holds the share as a trustee, to indicate the person for whom the voting share is held. of beneficial interest in shares
16. The Company may exercise the powers conferred under Section 80 of the Act to pay commissions to any person for the purpose of subscribing or agreeing to subscribe or procuring subscribers for shares to be issued by the Company at the rate of not more than ten per centum (10%) of the price at which the shares in respect of which the commission is to be paid. Such commission may be satisfied by the payment of cash or the allotment of fully paid issued shares or partly paid issued shares or by a combination of both. The Company may, as permitted by the Act, also pay brokerage on any new issue of shares. Company may pay commission on subscription for shares
17. Notwithstanding the provisions set out in the Act with regard to issuance of share certificates, the Company may issue jumbo certificates in respect of shares or other securities issued in the name of the Depository and/or its nominee as may be directed by the Securities Commission or the Depository pending the crediting of the shares or securities into the securities accounts of the persons entitled to such shares or securities or as may be prescribed in the Central Depositories Act and the Rules of the Depository Provided Always That every certificate so issued shall be issued under the Company's Seal in such form as the Board of Directors shall from time to time determine, 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 Board of Directors for such purpose, and shall specify the number and class of shares or securities to which it relates. Share certificates

CALLS ON SHARES

18. The Directors may, subject to the provisions of this Constitution and Section 82 of the Act, from time to time make calls upon the Members in respect of any money unpaid on their shares Provided That at least fourteen (14) days' notice is given to the Members for each call and the amount of each call shall not be more than one-fourth (1/4) of the issue price of the shares and be payable within a period of less than thirty (30) days from the date fixed for the payment of the preceding call. Directors may make calls
19. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed and may be required to be paid in one sum or by instalments. No shareholder shall be entitled to receive any dividend or exercise any privilege as a Member until all calls due and payable on every share held by him together with interest and expenses (if any) have been paid by him to the Company. When call deemed made
20. If before or on the day appointed for payment of a call or instalment payable in respect of a share is not paid, the person from whom the same is due shall pay interest at a rate not exceeding eight per centum (8%) per annum on the amount of the call or instalment due from the day appointed for payment thereof to the time of actual payment, but the Directors may waive payment of such interest wholly or in part, revoke or postpone the call. Interest on unpaid calls
21. Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date shall for the purpose of this Constitution be deemed to be a call duly made and payable on the date fixed for payment, and in the case of non-payment, the provisions of this Constitution as to payment of interest and expenses, forfeiture and the like and all other relevant Sums payable on allotment deemed a call

Company No.

8578-A

provisions of this Constitution shall apply as if such sum had become payable by virtue of a call duly made and notified as herein provided.

22. The Company may, on the issue of shares, if they consider fit:
- (1) differentiate between the holders of such shares as to the amount of calls or instalments (if any) to be paid and in the times of payment of such calls;
 - (2) accept from any holder of such shares the whole or a part of the amount remaining unpaid on any shares although no part of that amount has been called up; and
 - (3) pay dividends in proportion to the amount paid up on each share where a larger amount is paid up on some shares than on others.
23. Upon receipt of all or any part of the moneys referred to in Clause 22 (2) hereof, the Company may pay such interest or return not exceeding eight per centum (8%) per annum as may be agreed between the Directors and the Member paying the advance unless otherwise directed by the Company at a meeting of Members. 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 have become payable be treated as paid up on the shares in respect of which they have been paid.
24. No Member shall be entitled to receive any dividend or to exercise any privileges as a Member in respect of any shares upon which any calls for the time being due and payable are unpaid.
- LIEN**
25. The Company shall have a first and paramount lien upon all shares (not being fully paid issued shares), such lien to be restricted to the unpaid calls and installments which are due and unpaid, all dividends declared from time to time in respect of such shares, all proceeds from the sale of such shares, and to such amounts as the Company may be called upon by law to pay and has paid in respect of the shares, but the Directors may at any time declare any share to be wholly or in part exempted from the provisions of this Clause.
26. The Company may sell all or any of the shares that are subject to a lien at such time and in such manner as the Directors think fit, but no sale shall be made until the moneys in respect of which such lien exists is presently payable nor until the expiration of fourteen (14) days after a notice in writing, stating and demanding the payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the Member or to the person entitled to the shares by reason of death or bankruptcy of the Member. The net proceeds of any such sale shall be applied in payment of or towards satisfaction of the amount due in respect of which the lien exists as is presently payable, and the balance, if any, shall be paid to the Member or to the Member's executors, administrators or assignees or as the Member directs.
27. To give effect to any such sale, the Directors may authorise the shares to be transferred to the purchaser thereof, and the purchaser shall be the registered holder of the shares comprised in any such transfer, and the purchaser shall

Difference in calls and payments

Company may pay interest on calls paid in advance

Member not entitled to privileges of membership until all calls paid

Lien on shares not fully paid up

Lien may be enforced by sale of shares

Directors may transfer and enter purchaser's

Company No.

8578-A

not be bound to see to the application of the proceeds, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale. name as the registered holder of such shares

TRANSFER OF SHARES

28. The transfer of shares by the Depository and/or its nominee to Members of the Company shall be in accordance with the provisions of the Central Depositories Act. Transfer of shares by the Depository
29. The transfer of any listed securities (including shares) or class of listed securities or shares in the Company, shall be by way of book entry in the Record of Depositors by the Depository in accordance with the Rules and notwithstanding Sections 105, 106 and 110 of the Act, but subject to Section 148(2) of the Act, any exemption that may be made from compliance with Section 148(1) of the Act, and any order of Court that may be awarded under Section 149(2) of the Act, the Company shall be precluded from registering and effecting any transfer of the listed shares or securities which have been deposited with the Depository. Transfer of listed securities by way of book entry by the Depository
30. Notwithstanding the provisions of Clause 29 hereof, nothing in this Constitution shall preclude the Directors from recognising a renunciation of the allotment of any shares or securities by an allottee in favour of some other person. Renunciation of allotment
31. No shares or securities shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind. Person to whom shares not transferable

TRANSMISSION OF SHARES

32. Subject to the provisions of the Act, the Central Depositories Act and the Rules, in the case of the death of a Member, the legal personal representative of the deceased shall be the only person recognised by the Company as having any title to shares of the deceased, but nothing herein contained shall release the estate of a deceased Member from any liability in respect of any shares held by him. Shares of deceased Member
33. Any person becoming entitled to any shares in consequence of the death or bankruptcy of a Member may, upon such evidence being produced as may from time to time be properly required by the Directors and subject to such other provision as hereinafter set out, elect either to be registered himself as holder of the shares or to have another person nominated by him registered as the transferee thereof, but the Directors shall in either case have the right to decline or suspend the registration of the transfer. If the person so becoming entitled elects to be registered himself as holder of the shares, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects Provided That where the shares are deposited with the Depository and the person becoming so entitled elects to have the shares transferred to him, the aforesaid notice must be served by him on the Depository. If he elects to transfer the shares to some other person, he shall execute an instrument of transfer for such shares in accordance with the provisions of this Constitution and the Rules relating to transfer of shares. Registration of legal personal representative in the consequence of death or bankruptcy of a Member
34. A person entitled to any shares by transmission shall be entitled to receive dividends or other moneys payable in respect of the shares, but he shall not be entitled to receive notices of or to attend or vote at meetings of the Rights attached to shares under transmission

Company No.

8578-A

Company or to exercise any of the rights or privileges attached to the shares unless and until he has become a Member in respect of such shares.

35. Where the securities of the Company are listed on another stock exchange, and 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 the request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the other stock exchange to the register of holders maintained by the registrar of the Company in Malaysia and vice versa Provided That there shall be no change in the ownership of such securities.
- Transmission of shares listed on another stock exchange

FORFEITURE OF SHARES

36. If any person fails to pay the whole or any part of any call or instalment of a call on any shares or before the day appointed for the payment thereof, the Directors may, at any time during such time as the call or instalment or any part thereof remains unpaid, serve a notice on the person or on the person entitled to the shares by transmission requiring payment of the amount unpaid together with interest thereon at such rate not exceeding eight per centum (8%) per annum or such other rate as may be allowed under the Applicable Laws, and any expenses that may have accrued by reason of such non-payment.
- Directors may require payment of call with interest and expenses
37. The notice referred to in Clause 36 hereof shall specify a date on or before which the payment, including interest, if any, is required to be made. It shall also specify the place where payment is to be made, and shall state that in the event of non-payment on or before the time and at the place stated in the notice, the shares in respect of which such call was made will be liable to be forfeited.
- Notice requiring payment to contain certain particulars
38. If the requisitions of the notice referred to in Clauses 36 and 37 hereof are not complied with within the date specified in the notice, the shares in respect of which the notice has been given shall be forfeited by a resolution of the Directors to that effect. The forfeiture of a share shall include all dividends declared but not paid in respect of the shares prior to its forfeiture.
- Forfeiture of shares following non-compliance with notice requisites
39. When any shares have been forfeited in accordance with this Constitution and the Act, a statutory declaration in writing made by a Director or the Secretary that the shares have been forfeited on a date stated in the declaration shall be conclusive evidence of the facts stated in the declaration against all persons claiming their rights to the forfeited shares.
- Statutory declaration by Director or Secretary conclusive evidence of forfeiture
40. Every share so forfeited shall be deemed to be the property of the Company which may be re-allotted, sold or otherwise disposed of to such person upon such terms and in such manner as the Directors think fit.
- Directors may re-allot or dispose of forfeited shares
41. The Company may also, at any time before any forfeited shares have been disposed of, annul the forfeiture based on such terms as the Directors deem fit.
- Company may annul forfeiture
42. A person whose shares have been forfeited shall, notwithstanding the forfeiture, be liable to pay to the Company all calls made and not paid on such
- Liability of shareholder remains

Company No.

8578-A

- shares at the time of the forfeiture, and interest thereon, if any, to the date of payment in the same manner and in all respects as if the shares had not been forfeited, and to satisfy all the claims and demands, if any, which the Company might have enforced in respect of the shares at the time of forfeiture without any deduction or allowance for the value of the shares at the time of forfeiture. notwithstanding the forfeiture
43. If any shares are forfeited and sold, any residue proceeds after satisfaction of the unpaid calls and accrued interest and expenses, if any, shall be paid to the person whose shares have been forfeited or to his legal personal representatives, executors, administrators or assignees or as he directs. Residue proceeds from sale of forfeited shares
44. Delivery of a duly executed instrument of transfer for the shares to the person to whom the share is sold shall constitute a good title to the shares, and the person shall be registered as the holder of the shares and his title to the shares shall not be affected by any act, omission or irregularity relating to or connected with the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the shares. Title to forfeited shares
45. The forfeiture of a share shall at the time of forfeiture result in the termination of all interests in and all claims and demands against the Company in respect of the share and all other rights and liabilities incidental to the share as between the holder of the share and the Company, except only such rights and liabilities as are expressly stated in this Constitution or provided in the Act, the Central Depositories Act and the Rules. Termination of interest after forfeiture

ALTERATION OF SHARE CAPITAL

46. The Company may by special resolution alter its share capital in any one (1) or more of the following ways: Company may alter its share capital in certain ways
- (1) consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived, or
- (2) convert all or any fully paid issued shares into stock and may reconvert that stock into fully paid issued shares, or
- (3) subdivide its share capital or any part thereof, whatever is in the subdivision, the proportions between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the shares from which the subdivided share is derived;
- (4) cancel any shares which, at the date of passing of the special resolution, have been forfeited, and diminish the amount of the share capital by the amount of the shares so cancelled; and
- (5) subject to the provisions of this Constitution and the Act, convert and/or reclassify any class of shares into another class of shares.

INCREASE OF SHARE CAPITAL

47. Subject always to the provisions of the Applicable Laws, the Company may from time to time, whether all the shares for the time being issued shall have been fully called and paid up, by ordinary resolution of the Members increase Company may increase its share capital

its share capital by the creation and issue of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts and, subject to any special rights for the time being attached to any existing class of shares, to carry such preferential, deferred or other special rights or to be subject to such conditions or restrictions as to dividend, return of capital, voting or otherwise as the resolution authorising such increase may direct.

- | | | |
|-----|---|--|
| 48. | Subject to any direction to the contrary that may be given by the Company at a meeting of Members, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of meetings of Members 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 or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution. Notwithstanding the foregoing, the Company may apply to the Exchange on which such shares and securities are listed for a waiver of the requirement to obtain the approval of the Company's Members at a meeting of Members for an issues of shares (other than bonus or rights issues) where in accordance with Sections 75(1) and 76(1) of the Act, there is still in effect a resolution approving the issuance of shares by the Company and the aggregate issues of which in any one (1) financial year do not exceed ten per centum (10%) of the issued share capital of the Company. | Unissued and new shares to be first offered to members unless otherwise determined |
| 49. | Except so far as otherwise provided by the conditions of issue, any new share capital shall be considered as part of the original share capital of the Company, and shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the original share capital. | New shares to be original capital unless otherwise provided |
| 50. | Subject to the provisions set out in Section 127 of the Act, the Company may from time to time by ordinary resolution of the Members purchase its own shares and thereafter deal with the shares so purchased in accordance with the provisions of the Act and any rules, regulations and guidelines thereunder issued by the Exchange and any other relevant authority in respect thereof. The provisions of Clauses 46 and 51 hereof shall not affect the power of the Company to cancel any shares or reduce its share capital pursuant to any exercise of the Company's power under this Clause. | Share buyback |

REDUCTION OF SHARE CAPITAL

- | | | |
|-----|---|----------------------------|
| 51. | Notwithstanding any other authorisation and consent that may be required by the Act, the Company may reduce its share capital by: | Reduction of share capital |
| | (1) special resolution and confirmation by the Court in accordance with Section 116 of the Act; or | |
| | (2) special resolution supported by a solvency statement in accordance with Section 117 of the Act. | |

Company No.

8578-A

Anything done in pursuance of this Clause shall be done in accordance with the provisions of the Act so far as they are applicable, and so far as they are not applicable, in accordance with the terms of the special resolution authorising the same, and so far as such resolution is applicable, in such manner as the Directors deem most expedient.

CONVERSION OF SHARES INTO STOCK

52. When any shares have been converted into stock in accordance with this Constitution, the stockholders may, transfer their respective interests therein in the same manner and subject to the same regulations as the shares from which the stock arose may, before the conversion, have been transferred or as near thereto as circumstances allow, but the Directors may, if they think fit, fix the minimum amount of stock transferable and may restrict or forbid the transfer of fractions of that minimum. Transfer of stock
53. The stockholders shall be entitled to participate in the dividends and profits of the Company and in the assets of the Company on winding up according to the amount of their respective interests in such stock, and such interests shall also confer on the stockholders the same rights, privileges and advantages to voting at meetings of the Company as if they held the shares from which the stock arose, but none of such rights, privileges and advantages, except participation in the dividends, profits and assets of the Company on winding up, shall be conferred by any amount of the stock which would not, if existing in shares, have been conferred that right, privilege or advantage. Stockholders to have same privileges and advantages as shareholders
54. All provisions of this Constitution as are applicable to fully paid issued shares shall apply to stock, and the words "share" and "shareholder" shall include "stock" and "stockholder", respectively. Definition of stock and stockholder

MEETINGS OF MEMBERS

55. The Company shall, in every year, hold an annual general meeting of Members within six (6) months from the end of the Company's financial year end and not more than fifteen (15) months after the last preceding annual general meeting to transact the business in accordance with the Act, which shall include the laying of audited financial statements of the Company and the reports of the Directors and Auditors thereon, the re-election of Directors who are retiring pursuant to Clause 85 hereof or the election of new Directors in place of those retiring, approval or fixing of the Directors' fees, the appointment or re-appointment of auditors and determination of their fees, and the consideration of any resolution or other business of which notice is given in accordance with the provisions of this Constitution and the Act. Annual general meetings
56. The Directors may, whenever they so decide or in compliance with a requisition received pursuant to Section 311 of the Act, convene a meeting of Members other than the annual general meeting. If the Directors do not comply with such requisition, the Members who requisitioned the meeting or any of the Members representing more than one half (1/2) of the voting rights of all the Members who requisitioned the meeting may call the meeting in the manner provided in Section 313 of the Act. All meetings of Members other than the annual general meeting shall be called "extraordinary general meeting". Extraordinary general meeting

Company No.

8578-A

57. All meetings of Members (both annual general meetings and extraordinary general meetings) shall be held at such time and at such places as the Directors shall determine Provided That the main venue of the meetings shall be in Malaysia, and the Chairman shall be present at the main venue of the meetings. Place of meeting of Members
58. (1) Subject always to the provisions of the Act, no business shall be transacted at a meeting of Members except business of which notice convening the meeting has been given to the Members. Notice of meeting of Members
- (2) The notice convening a meeting of Members shall specify the place, date, time and the general nature of the meeting, and given at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. Any notice of a meeting of Members called to consider any special business shall specify the intention to propose the resolution as a special business and the text of the resolution, and it shall be accompanied by a statement regarding the effects of the proposed resolution in respect of such special business.
- (3) Every such notice shall be given by advertisement in one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to the Exchange.
- (4) Subject to the Act, the Listing Requirements, all applicable Securities Laws, the notice of a meeting of Members shall be in writing and shall be given either in hard copy, in electronic form, or partly in hard copy and partly in electronic form as set out in Clause 138 hereof.
59. The notice of every meeting of Members shall be given in any manner authorised in this Constitution to every Member holding shares conferring the right to attend and vote at the meeting who at the time of convening of the meeting shall have paid all calls or other sums presently payable by him in respect of any such shares in the Company, the Auditors of the Company and every Director of the Company. Notice to whom given
60. The accidental omission to give notice of any meeting of Members or the non-receipt of the notice by any person entitled to receive such notice shall not invalidate any resolutions passed at or the proceedings of such meeting. Accidental omission to give notice
61. Subject to compliance with the requirements of the Exchange and any other relevant authorities, if any, the Company may issue its annual reports in compact disc read-only memory (CD ROM) or digital video disc read-only memory form or in any other form whatsoever (whether available now or in the future) through which images, data, information or other material may be viewed whether electronically or digitally or howsoever, including but not limited to publishing the annual reports on the Company's website or on any other electronic platform maintained by the Company or by a third party that can host the information contained in the annual reports in a secure manner for access by all Members. Annual reports of the Company
62. The Company shall request the Depository in accordance with the Rules to issue a Record of Depositors to whom notices of meetings of Members shall be given by the Company and 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 meeting (hereinafter referred to as the "General Meeting Record of Depositors"). Subject to the Securities Industry (Central General Meeting Record of Depositors

Company No.

8578-A

Depositories) (Foreign Ownership) Regulations 1996 (where applicable), a Depositor shall not be regarded as a Member entitled to attend any meeting of Members and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.

63. Members representing at least two and a half per centum (2.5%) of all the fully paid issued shares in the Company (excluding any fully paid treasury shares) carrying the right to vote or at least fifty (50) Members who have a relevant right to vote and hold shares in the Company on which there has been paid up by each of such Members an average sum of not less than five hundred Ringgit Malaysia (RM500.00) may require the Company to circulate to Members who are entitled to receive notice of a meeting of Members a statement of not more than one thousand (1,000) words with respect to a matter referred to in a proposed resolution to be dealt with at that meeting or to give notice of a resolution properly moved and is intended to be moved at that meeting. The Company shall not be bound to circulate such statement or give notice of such resolution unless the Members have served at the Office a copy of the requisition in accordance with the provisions of Section 323 of the Act or by virtue of 325 of the Act.
- Power of Members to require circulation of statements

PROXY

64. In every notice calling a meeting of Members there shall appear with reasonable prominence a statement that a Member entitled to attend, participate, speak and vote at a meeting of the Members is entitled to appoint more than one (1) proxy to attend and vote at the meeting in his stead and that:
- (1) a proxy need not be a Member;
- (2) where a Member is an authorised nominee as defined under the Central Depositories Act, it may appoint one (1) proxy in respect of each securities account it holds with ordinary shares in the Company standing to the credit of the said securities account; and
- (3) where a Member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account (omnibus account), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- Member's right to appoint proxies

Provided That the Member specifies the proportion of the Member's shareholdings to be represented by each proxy.

65. Any corporation which is a Member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of Members. If the corporation authorises more than one (1) representative, every one (1) of its representatives is entitled to exercise the same powers on behalf of the corporation as that corporation could exercise Provided That the corporation shall specify the proportion of its shareholdings to be represented by each one (1) of its representatives. A certificate of appointment of corporate representative issued by the corporation shall be *prima facie* evidence of the appointment or the revocation of the appointment, as the case may be, of the representative or representatives.
- Corporate representatives of a Member which is a corporation

Company No.

8578-A

- | | | |
|-----|--|--|
| 66. | The instrument appointing a proxy, in any form as approved by the Directors, shall be in writing under the hand of the Member or of his attorney duly authorised in writing, or if the Member is a corporation under its common seal or under the hand of two (2) authorised officers, one of whom shall be its director or its attorney duly authorised in writing, or if the corporation has only one (1) director, by that sole director in the presence of a witness who attests the director's signature in accordance with the provisions of Section 66 of the Act. | Instrument appointing proxy to be in writing |
| 67. | The instrument appointing a proxy, together with the power of attorney under which it is signed or a copy thereof duly certified by a notary public, or in the case of a corporate Member, its certificate of appointment of corporate representative shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll or such other period as may from time to time be permitted under the Applicable Laws and stipulated in the form of proxy or in the notice of the meeting, otherwise such instrument appointing a proxy shall not be treated as valid for the purpose of the meeting. | Delivery of instrument appointing a proxy |
| 68. | A vote given in accordance with the terms of an instrument appointing a proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the appointer 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 or authority 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. | Validity of vote by proxy |
| 69. | The termination of any proxy by any Member shall be in accordance with the provisions of Section 338 of the Act. | Termination of proxy |

PROCEEDINGS AT MEETINGS OF MEMBERS

- | | | |
|-----|--|---|
| 70. | No business shall be transacted at any meeting of the Members unless a quorum of Members is present at the time when the meeting proceeds to business. Save as otherwise provided herein, two (2) Members present in person or by proxy shall be the quorum, and the expression "Member" shall include a person attending as a proxy or representing a corporation which is a Member. For the purpose of constituting a quorum, one (1) or more representatives appointed by a corporation shall be counted as one (1) Member or one (1) or more proxies appointed by a person shall be counted as one (1) Member. | No business to be transacted unless quorum is present |
| 71. | If within half (1/2) an hour from the time appointed for the holding of a meeting of Members, a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine, and if at such adjourned meeting a quorum is not present within half (1/2) an hour from the time appointed for holding the adjourned meeting, any Member present shall be a quorum. | If quorum not present within half an hour, meeting adjourned or dissolved |

Company No.

8578-A

72. The Chairman of the Board of Directors or in his absence, the Deputy Chairman of the Board of Directors (if any) shall preside as the chairperson at every meeting of the Members, but if the Chairman or Deputy Chairman (if any) is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Directors present shall choose one (1) of their body to act as the chairperson of the meeting, or if one (1) Director only is present, he shall preside as the chairperson of the meeting, or if no Director present is willing to preside as chairperson of the meeting, the Members present and entitled to vote shall elect one of their number to act as the chairperson of the meeting, but a proxy shall not be eligible for election as the chairperson of the meeting. The decision of the chairperson on points of order, matters of procedure or matters arising incidentally out of the business of a general meeting is conclusive, as it is the chairperson's decision, acting in good faith on whether a point or matter is of this nature. Chairperson of meeting of Members
73. The chairperson may, with the consent of any meeting of Members at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at the adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Adjournment of meetings of Members
74. Whenever a meeting of Members is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give notice of the business to be transacted at the adjourned meeting. Notice of adjourned meeting of Members

VOTES OF MEMBERS

75. Subject to Clause 62 hereof, a Member entitled to be present at a meeting of Members shall be entitled to be recognised in a quorum and to vote on any question either personally or by proxy or by attorney or by representative in the case of a Member which is a corporation at that meeting in respect of fully paid issued shares and of any shares upon which all calls due and payable have been paid by the Member to the Company. No Member shall be entitled to be recognised in a quorum and to vote at a meeting of Members in respect of any share unless all calls or other sums presently due and payable have been paid. Voting rights of Members
76. A resolution put to vote at any meeting of Members shall be determined by poll. A poll shall be taken in such manner and either forthwith or after an interval or adjournment or otherwise as the chairperson of the meeting directs and the result of the poll shall be the resolution of the meeting at which the poll was taken, but a poll demanded on the election of the chairperson of the meeting or on a question of adjournment shall be taken immediately. The Company shall appoint at least one (1) scrutineer for the purpose of verifying the results of the poll in accordance with the Applicable Laws, and may, in addition to the power of adjourning meetings as contained in Clause 73 hereof, adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll. The poll may be conducted manually using voting slips or electronically using various forms of electronic voting devices, and the votes shall be counted by the poll administrator, and verified by the appointed scrutineer. Polls
77. Subject to this Constitution and to any rights or restrictions for the time being attached to any shares or classes of shares, at the meetings of Members or classes of Members, each Member entitled to vote may vote in person or by One (1) vote for every share held

Company No.

8578-A

proxy or by attorney or by representative in the case of a Member which is a corporation, and on a resolution to be decided by a poll, every Member voting in person or by proxy or by attorney or by representative shall have one (1) vote for every share held by the Member.

78. On a resolution to be decided on a show of hands, a holder of ordinary shares or preference shares who is personally present and entitled to vote shall be entitled to one (1) vote, and a proxy shall be entitled to vote on a show of hands on any question at any meeting of the holders of such shares. Voting rights on a show of hands
79. A Member who is of unsound mind or whose person or estate is liable to be dealt with under the law relating to mental disorder may vote by his committee or such other person who properly has the management of his estate, and any such committee or other person may vote in person or by proxy or attorney. Vote of Member of unsound mind
80. The chairperson of the meeting declares whether or not a resolution put to vote at a meeting of Members is carried based on the poll results which show the total number of votes cast on the poll (together with the percentage) in favour of and against the resolution, as announced by the scrutineer. If any vote shall have been counted which ought not to have been counted or might have been rejected, the error shall not vitiate the poll results unless it is pointed out at the same meeting or at any adjournment thereof, as the case may be, that it is of sufficient importance to vitiate the results. Evidence of passing of resolutions
81. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting of Members 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 chairperson of the meeting whose decision shall be final and conclusive. Objection to qualification of voter
82. Unless otherwise provided in this Constitution or the Act, all resolutions of the Company shall be passed as ordinary resolutions. A resolution shall be validly passed at a meeting of Members if the notice of the meeting and of the resolution is given, and the meeting is held and conducted in accordance with the provisions of the Act and this Constitution. Where a resolution is passed at an adjourned meeting of Members or the holders of any class of shares, the resolution shall, for all purposes, be treated as having been passed on the date on which it was in fact passed, and not an earlier date. Resolutions passed at a meeting of Members

DIRECTORS

83. Unless otherwise determined by the Company at a meeting of Members, the number of Directors shall not be less than three (3) and shall not be more than fifteen (15). Number of Directors
84. In the event the number of Directors shall at any time be reduced to less than the minimum number as stated in Clause 83 hereof, the remaining Directors may, except in an emergency, continue to act only for the purpose of filling up the vacancy to increase the number of Directors to the minimum or to summon a meeting of Members, but not for any other purposes. If the number of Directors is less than the minimum required
85. At least one-third (1/3) of the Directors for time being in office, or if their number is not three or a multiple of three, the number nearest to one-third (1/3) shall retire from office at the conclusion of every annual general meeting Retirement of Directors

Company No.

8578-A

of the Company Provided That every Director shall retire once in every three (3) years, but shall be eligible for re-election. The Directors to retire from office shall be those who have been longest in service since their last election, but as between persons who became Directors on the same day, the Directors to retire shall be determined by lot or otherwise agreed among themselves. Unless at that annual general meeting, it is expressly resolved not to fill the vacated office or a resolution for the re-election of the retiring Director is put to the meeting and lost or some other person who is not disqualified from holding office as a director under the Act is elected to fill the vacancy, the retiring Director shall, if he offers himself for re-election, be deemed to have been re-elected.

86. The Board of Directors shall have the power at any time from time to time to appoint any person who is not disqualified to hold office as a director under the Act to be a Director either to fill a casual vacancy or as an addition to the existing Directors Provided That the total number of Directors in office shall not at any time exceed the maximum number as stated in Clause 83 hereof, and the Director so appointed shall hold office until the next annual general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting. Board of Directors has power to appoint additional Directors
87. The Company may by ordinary resolution passed at a meeting of Members elect any person who is not disqualified to hold office as a director under the Act to be a Director Provided That the total number of Directors in office shall not at any time exceed the maximum number as stated in Clause 84 hereof, and the Director so elected shall hold office until the next annual general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting. Notwithstanding the provisions herein, no person, not being a retiring Director, shall be eligible for election to the office of Director at any meeting of Members unless a Member intending to nominate him has served to the Office at least eleven (11) clear days before the meeting a notice in writing of his nomination together with a consent in writing duly signed by the nominee signifying his consent to the nomination and candidature for the office. In the case of a person nominated by the Directors for election at a meeting of Members, notice of nine (9) clear days shall suffice. Notice of each and every such candidature shall be served on the Members at least seven (7) days prior to the meeting at which the election is to take place. Appointment of Directors by Members
88. A Director shall not be required to hold any share in the Company, but shall be entitled to attend and speak at all meetings of Members and at any separate meeting of the holders of any class of shares in the Company. Director's share qualification
89. A Director may appoint any person to act as his alternate ("Alternate Director") Provided That such person is not a Director, he does not act as an alternate for more than one Director, his appointment is approved by a majority of the Directors, and any fee paid by the Company to an Alternate Director shall be deducted from his appointor's remuneration. An Alternate Director shall be entitled to receive notices of all meetings of the Board of Directors and to attend and vote at any such meetings at which his appointor is not present. Any appointment so made may be revoked at any time by the appointor, and any appointment and revocation under this Clause shall be made in writing by the appointor and delivered to the Secretary at the Office. An Alternate Director shall not be included for the purpose of Clause 83 hereof, and he Alternate Directors

Company No.

8578-A

shall *ipso facto* cease to be an Alternate Director if his appointor for any reason ceases to be a Director.

90. The Directors shall elect a Chairman and may elect a Deputy Chairman from their number to preside as the chairperson of the meetings of the Board of Directors in accordance with the provisions of Clause 110 hereof, and the Directors may determine the period for which such Directors shall respectively hold office as Chairman or Deputy Chairman. Chairman of the Board of Directors
91. At least two (2) Directors or one-third (1/3) of the Board of Directors shall be Independent Directors or such number as may be required under the Applicable Laws. Independent Directors
92. The Directors may from time to time appoint one or more of their body to hold an executive office or to perform the functions of an Executive Director by whatever name called for such period, at such remuneration and upon such terms as they think fit. Any such appointment shall be subject to termination if the person ceases to be a Director, but without prejudice to any claim that he may have for damages for breach of any contract of service entered into between him and the Company. All Executive Directors shall be subject to the control of the Board of Directors, and subject thereto, the Directors may from time to time entrust to and confer upon such Executive Directors any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit, and may from time to time revoke, withdraw or vary all or any of such powers. All Executive Directors shall be subject to retirement by rotation and all other provisions in this Constitution with regard to Directors. Executive Directors
93. The office of a Director shall be vacated if he: Office of Director vacated in certain cases
- (1) resigns his office by notice in writing thereof to the Company at the Office;
 - (2) has retired in accordance with the Act or this Constitution but is not re-elected;
 - (3) is removed from office in accordance with the Act or this Constitution;
 - (4) becomes disqualified from being a director under Sections 198 and 199 of the Act or the Securities Laws or the Listing Requirements;
 - (5) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Mental Health Act, 2001; or
 - (6) dies.
94. The Company may by ordinary resolution of which special notice is given to the Company in accordance with Section 206 of the Act, remove any Director before the expiration of his term of office and may, if thought fit, by ordinary resolution and subject to the provisions of Clause 87 hereof, appoint another Director in his stead. The Director concerned shall have the right to be heard against his removal in accordance with Section 207 of the Act. Removal of Directors

REMUNERATION OF DIRECTORS

95. The total amount of fees and benefits including meeting allowances and any compensation for loss of office payable to the Directors in relation to their services as Directors of the Company and as directors of the Company's subsidiaries, if any, shall from time to time be determined by ordinary resolution at a meeting of Members, and the Directors and persons connected with them as defined in Section 197 of the Act shall abstain from voting on all such resolutions. Unless otherwise provided in the resolution, such fees and benefits shall be divided amongst the Directors as they may agree Provided Always That fees payable to the Directors shall be a fixed sum and shall not include a commission on or a percentage of the profits or turnover of the Company or any of the Company's subsidiaries. Fees and benefits of Directors
96. The Directors shall be paid all travelling and other expenses properly and necessarily incurred by them in and about the business of the Company including their travelling expenses to and from meetings of the Directors and/or Members and such other places as may be necessary in the course of discharging their duties as Directors of the Company. Reimbursement of expenses
97. The remuneration of Executive Directors may, subject to the terms of any contract of service entered into individually between them and the Company, be by way of salary and/or participation in the profits of the Company and/or the Company's subsidiaries, but such remuneration shall not include a commission on or a percentage of the turnover of the Company and/or its subsidiaries. The remuneration of Executive Directors, which may include such benefits including pension, gratuity and other benefits upon retirement as are provided in their respective contracts of service with the Company, shall be determined by the Board of Directors Provided That any fees payable to the Executive Directors for their office as Directors of the Company and as directors of the Company's subsidiaries, if any, shall be approved in accordance with the provisions set out in Clause 95 hereof. Remuneration of Executive Directors

POWERS AND DUTIES OF DIRECTORS

98. The management and control of the business and affairs of the Company shall be vested in the Directors who may, in addition to the powers and authorities expressly conferred upon them in this Constitution, exercise all such powers and do all such acts and things as may be exercised or done by the Company which are not hereby or by the Act expressly directed or required to be exercised or done by the Company, subject to the provisions, exceptions, prohibitions or limitations contained in the Applicable Laws and this Constitution and to any regulations not being inconsistent with this Constitution from time to time made by the Company in a meeting of the Members Provided That no regulations so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. General powers of the Directors
99. The Directors may from time to time and at any time appoint by way of a power of attorney any person, whether nominated directly or indirectly by the Directors, to be the attorney of the Company for such purpose and with such powers, authority and discretion (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and Power to appoint attorneys

the Directors may also authorise any such attorney to delegate all or any of the powers, authorities and discretion vested in him.

- | | | |
|------|--|--|
| 100. | The Directors may from time to time exercise all the powers of the Company to borrow money, and subject to the Applicable Laws, to mortgage or charge its undertaking, property and uncalled capital, or any part thereto, and to issue bonds, debentures, debenture stock, and other securities whether outright or as security for any debt liability or obligation of the Company or its subsidiaries and any company or corporation in which the Company has an interest upon such terms and conditions as they may consider fit, and to do all such things necessary to give full effect thereto. The Company may at a meeting of the Members grant a right for the holders of such bonds, debentures, debenture stock or securities to exchange the same for shares in the Company or any class of shares authorised to be issued. | Borrowing powers of Directors |
| 101. | All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments in which the Company is in any way concerned or interested, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner and by such person as the Directors shall from time to time by resolution determine. | Execution of negotiable instruments and receipts for money paid |
| 102. | The Directors may establish and maintain non-contributory or contributory pension, provident or superannuation funds for the benefit of or pay gratuities, pensions, or emoluments to any person who is or has been employed by the Company or any subsidiary of the Company and the family members of any such person, and may effect insurance for the said purpose. The Board may also subscribe to any association or fund which they consider to be for the benefit of the Company or any subsidiary of the Company or any such person as aforesaid and make payments towards any hospital or scholastic expenses of any such person Provided That any Director holding such salaried employment shall be entitled to retain any benefit received by him hereunder subject only, where the Act requires, to obtain the approval of the Company by ordinary resolution at a meeting of Members. A Director may vote on any resolution in respect of any such matter notwithstanding that he is personally interested in such matter but only where such matter is intended to be for the benefit generally of all employees or former employees and/or their family members. | Power to establish and maintain pension, provident or superannuation funds |
| 103. | The Directors shall at all times exercise their powers for the proper purpose, in good faith and in the best interest of the Company and shall act honestly and use reasonable care, skill and diligence in the discharge of their duties and shall not make use of any information acquired by virtue of their office to gain directly or indirectly an improper advantage for themselves or for any other person or to cause detriment to the Company. | Duty of care and diligence |
| 104. | A Directors may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office as a Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. No Director or intending Director shall be disqualified by his office from contracting or entering into any arrangement with the Company, either with regard to his tenure of any such office or place of profit or as a vendor, purchaser or otherwise whether directly by himself or indirectly through persons connected with him nor shall any such Director so contracting with the Company or being so interested in the contract or arrangement be liable to account to the Company for any profit realised from any such contract or arrangement by reason of the Director holding that | Directors may hold other office or place of profit |

Company No.

8578-A

office Provided Always That Sections 221 and 228 of the Act and all other relevant provisions of the Applicable Laws in respect of such transactions are complied with.

105. Every Director shall abstain from deliberation and voting on any resolution of the Board of Directors and/or the Members in relation to any contract, proposed contract or arrangement in which he has a direct or indirect interest as defined in the Act, and if he shall do so, his vote shall not be counted, but a Director shall not be deemed to be interested or to have at any time interest in any contract or proposed contract by reason only:
- (1) in the case where the interest of the Director as a member or creditor of a corporation which is interested in a contract or proposed contract with the Company is regarded as not being a material interest subject to the provisions of Section 8(4) of the Act;
- (2) in the case where the contract or proposed contract relates to a loan to the Company that the Director has guaranteed or joined in guaranteeing the repayment of the loan or any part thereof; or
- (3) in the case where the contract or proposed contract relates has been or will be made for the benefit of or on behalf of a corporation which by virtue of Section 7 of the Act is deemed to be related to the Company that he is a director of that corporation.
106. Every Director shall give notice to the Company of such events and/or matters relating to him as may be required under the Applicable Laws to enable the Company and its officers to comply with the requirements of those laws.
- PROCEEDINGS OF DIRECTORS**
107. The provisions set out in the Third Schedule of the Act shall not apply to the Company except so far as the same are repeated or contained in this Constitution.
108. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business at such meetings. Unless otherwise determined, two (2) shall be a quorum of such meetings. Notwithstanding any provisions to the contrary contained in this Constitution, any Director may participate in a meeting of the Directors by way of teleconferencing or video-conferencing or by means of any other audio or visual telecommunication equipment whereby all Directors participating in the meeting are able to hear each other, in which event such Director shall be counted in the determination of the quorum of the meeting. Any meeting held in such manner shall be deemed to be held at such place as shall be agreed upon by the Directors attending the meeting Provided That at least one (1) of the Directors present at the meeting was at such place for the duration of that meeting.
109. Any Director may call for a meeting of the Directors, and upon receipt of such request, the Secretary shall convene a meeting of the Directors by giving notice of not less than five (5) business days by hand, post, facsimile, electronic form or any other form of electronic communication to all Directors and their alternates, if any, who have a service address in Malaysia. The

Restriction on deliberation and voting

General duty to make disclosure

Third Schedule of the Act

Meeting of Directors

Any Director may call for a meeting of Directors

notice shall state the date, time and place of the meeting and the matters to be discussed. Any irregularity in the notice of a meeting of Directors is waived if all Directors who are entitled to receive notice of the meeting, attend the meeting without any objection to the irregularity.

- | | | |
|------|---|---------------------------------------|
| 110. | The Chairman, or in his absence, the Deputy Chairman (if any), elected pursuant to Clause 90 hereof shall preside as the chairperson of the meetings of the Directors. If at any meeting of the Directors, either the Chairman or the Deputy Chairman (if any) is not present within fifteen (15) minutes after the time appointed for the holding of the meeting, the Directors present may elect one (1) of their number to be the chairperson of that meeting. | Chairperson at a meeting of Directors |
| 111. | Questions arising at any meeting of the Directors shall be decided by a majority of votes of the Directors, with the Directors having one (1) vote each. In case of an equality of votes, the chairperson of the meeting shall have a second or casting vote Provided That where two (2) Directors form a quorum, the chairperson at which only such a quorum is present or at which only two (2) Directors are competent to vote on the motion shall not have a second or casting vote. A Director present at a meeting of the Directors is presumed to have agreed to, and to have voted in favour of a resolution of the Board of Directors unless he expressly dissents from or votes to object against the resolution at the meeting. Where a resolution of the Directors is passed at an adjourned meeting of the Directors, the resolution shall, for all purposes be treated as having been passed on the date on which it was in fact passed and not at any earlier date. | Voting at a meeting of Directors |
| 112. | The Directors may delegate any of their powers to board committees consisting of such members of their body as they think fit. Any board committee so formed shall in the exercise of the powers so delegated to it conform to any regulations that may be imposed on it by the Directors. The respective chairpersons of the board committees shall from time to time be determined by the Directors. A board committee may meet and adjourn its meetings as its members think proper. If at any meeting of a board committee, the chairperson is not present within fifteen (15) minutes after the time appointed for holding the meeting, the other members of the board committee present may choose one of their number to be the chairperson of that meeting. Questions arising at any meeting of a board committee shall be determined by a majority of votes of the members of the board committee present, and in case of an equality of votes, the chairperson shall have a second or casting vote. All provisions as to meetings of the Directors set out in this Constitution shall <i>mutadis mutandis</i> apply to every meeting of the board committees. | Board committees |
| 113. | All <i>bona fide</i> acts undertaken by any meeting of Directors or of a board committee or by any person acting as a Director shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director. | Validity of acts of Directors |
| 114. | The Directors shall ensure that the minutes of the proceedings of all meetings of the Members, the Directors and the board committees are kept, and any such minutes, signed by the chairperson at such meeting or by the chairperson of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated. | Minutes to be kept |

Company No.

8578-A

115. A resolution in writing signed or approved or assented to by all Directors for the time being present in Malaysia and who are entitled to receive notice of meetings of the Directors, is as valid and effective as if it had been passed at a meeting of the Directors duly convened and held. All such resolutions shall be described as "Directors' Written Resolution", and may consist of several documents in the like form, each signed by one (1) or more of the Directors or their alternates, and shall be delivered to the Secretary by hand or transmitted by electronic communication, and shall be recorded in the Company's minutes book following the receipt thereof by the Secretary. Directors' resolution in writing
116. The Secretary shall be appointed by the Directors in accordance with the Act for such term at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by the Directors. The Directors may from time to time by resolution appoint any other person who is eligible pursuant to Section 235 of the Act as a joint Secretary or an assistant or deputy Secretary. Secretary

SEAL

117. 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 authorising the use thereof. The Directors may from time to time make such regulations as they think fit in determining the persons and the number of such persons in whose presence the Seal shall be affixed and, until otherwise so determined, the Seal shall be affixed in the presence of at least one (1) Director and counter-signed by the Secretary or by a second Director or by some other person appointed by the Directors for that purpose who shall sign every instrument to which the Seal is affixed and the Directors may by resolution determine either generally or in any particular case that the signatures of any Director, the Secretary or such other person appointed as aforesaid may be affixed or reproduced by facsimile, autographic or other mechanical means provided that the use of such is restricted to a share certificate, instrument or other document of title in respect of any share, stock, debenture or securities created or issued by the Company. 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. The Company may have a duplicate common seal referred to in Section 62 of the Act which shall be an exact copy of the Seal with the addition on its face of the place where it is to be used. Authority for use of the Seal

DIVIDENDS AND RESERVE FUND

118. The Company may at any time authorise a distribution of dividends to the Members out of profits of the Company that are available for distribution in such amount and proportion to the total number of issued shares in the Company as the Directors consider appropriate if the Directors are satisfied that the Company will be solvent immediately after the distribution is made. The Company is regarded as solvent if the Company is able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made, but no dividend shall exceed the amount as authorised by the Board of Directors. Distribution of dividends out of profits and if the Company is solvent
119. Subject to any preferential or special rights for the time being attached to any special class of shares, all dividends shall be declared and paid in proportion to the amounts paid up or credited as paid up on the shares in respect of Dividends to be paid in proportion to the

Company No.

8578-A

- which the dividend is paid, but no amount paid in advance of a call shall be treated as the amount paid up on the shares for the purpose of this Clause. amount paid up on shares
120. The Board may deduct from any dividend payment to any Member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares in the Company. Directors may deduct dividends towards the payment of a call
121. Any dividend, instalment of dividend, bonus or interest in respect of any share may be paid by cheque or warrant to the Member registered in the Record of Depositors or through direct telegraphic or electronic fund transfer to the bank account designated by the Member entitled to such payment or to such person entitled thereto in consequence of the death or bankruptcy of the Member or to such person as the Member may in writing direct, and the Company shall have no responsibility for any sums lost or delayed in the course of any such transfer or where the Company has acted on any such directions. Payment of dividends by cheque or direct telegraphic or electronic fund transfer
122. Every dividend warrant may, unless otherwise directed, be sent by post to the last registered address of the Member entitled thereto, and the receipt by the person whose name at the date of the declaration of the dividend appears on the Record of Depositors as the owner of any such share shall be a good discharge to the Company for all payments made in respect of such share. No unpaid dividend or interest shall bear interest as against the Company. Dividend warrants to be sent to Members by post
123. The Board may retain the dividends payable upon any share in respect of which any person under the provision of transmission of shares in this Constitution are entitled to become a Member or which any person is entitled under such provisions entitled to a transfer until such person shall become a Member in respect of such share. Dividend retained in case of transmission
124. Subject to the Unclaimed Moneys Act, 1965, all dividends unclaimed for one (1) year, after having been declared, may be dealt with in accordance with the provisions of the Unclaimed Moneys Act, 1965 and any statutory modification, amendment or re-enactment thereof for the time being in force. Unclaimed dividends
125. Every dividend shall belong to and be paid (subject to the Company's lien) to those Members whose names appear in the Record of Depositors as at the date fixed for the payment of such dividend, notwithstanding any subsequent transfer or transmission of the share. Dividends belong to Members whose names appear on the Record of Depositors
126. The Directors, in authorising a distribution of dividends, may direct the payment of such dividends wholly or partly by the distribution of specific assets and in particular of fully issued shares, debentures or debenture stock of any company or in any one or more of such ways. Where any difficulty arises in regard to payment of such distribution, the Directors may settle the same as they think expedient and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Member upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as the Directors may deem expedient. Distribution of specific assets
127. The Directors may, before authorising any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve fund or reserve funds, which shall at the discretion of the Directors be applicable for meeting contingencies or for repairing or maintaining any works connected with the business of the Company or shall, as to the whole or a part thereof, Directors may form reserve funds

be applicable for equalising dividends or for distribution by way of special dividend or bonus shares or for such other purposes for which the profits of the Company may lawfully be applied as the Directors may think expedient in the interest of the Company, and pending such application, the Directors may re-employ the sums from time to time so set aside as aforesaid in the business of the Company or invest the same in such securities, other than the shares in the Company, as they may select. The Directors may also from time to time carry forward any profits that are not set aside as aforesaid as they may deem expedient in the interest of the Company.

128. The Directors may from time to time establish a reserve to be called either "capital reserve" or "realisation account" and shall either carry to the credit of such reserve all moneys realised on the sale of any investments held by the Company in excess of the then book price of the same or apply the same in providing for depreciation or contingencies. Such capital reserve or realisation account and all other moneys in the nature of accretion to capital, whether on disposal of investments held, or otherwise, shall be treated for all purposes as capital moneys and not as profits available for dividend. Any losses realised on the disposal of any investments may be carried to the debit of the capital reserve or realisation account except in so far as the Directors shall decide to make good the same out of other funds of the Company. Directors may establish capital reserve or realisation account
129. The Directors shall be at liberty to invest any sums carried to any reserve account in such investments as they think fit, other than shares in the Company, and from time to time deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company (save as hereinbefore provided) and to divide the ordinary reserve account or accounts into such special accounts as they think fit with full power to employ the assets constituting the ordinary reserve account or accounts in the business of the Company. Directors may divide reserve account into special accounts

CAPITALISATION OF RESERVES

130. The Company may at any time and from time to time upon the recommendation of the Directors pass an ordinary resolution at a meeting of Members that any sum not required for the payment or provision of any fixed preferential dividend and being any part of the undivided profits of the Company or any amount standing to the credit of any reserve fund or reserve account of the Company including any gains accruing from the disposal or revaluation of any property or assets of the Company be capitalised, and that such sum be appropriated as capital to and amongst the Members in the same proportions in which they would have been entitled thereto if the same had been distributed by way of dividend on the ordinary shares held by them and in such manner as the resolution may direct. The Directors shall in accordance with such resolution apply such sum in paying up in full any unissued shares or debentures in the Company and appropriate such shares or debentures and distribute the same to be credited as fully paid up to and amongst such Members in the proportions as aforesaid or apply such sum or any part thereof on behalf of the Members in paying up the whole or part of any uncalled balance of any issued ordinary shares held by such Members or otherwise deal with such sum as directed by such resolution. Where any difficulty arises in respect of any such distribution, the Directors may settle the same as they think expedient including issuing fractional shares or debentures, fixing the value for distribution of any fully paid issued shares or debentures, making cash payments to the Members and vesting any such Capitalisation of reserves for the issue of bonus shares

Company No.

8578-A

shares or debentures in trustees upon such trusts for the persons entitled to the shares or debentures in the appropriation and distribution, and any agreement entered into by the Company under such authority shall be effective and binding on all such Members.

ACCOUNTS AND AUDIT

131. The Directors and managers of the Company shall cause to be kept such accounting and other records to sufficiently explain the transactions and financial position of the Company including the Company's subsidiaries and to enable true and fair profit and loss accounts and balance sheets and any documents required to be attached thereto to be prepared and properly audited. Accounts to be kept, audited and circulated to Members
132. Subject to Section 47 of the Act, the accounting and other records referred to in Clause 131 hereof shall be kept at the Office, or at such other place as the Directors shall think fit, and shall at all times be open for inspection by the Directors. Place where accounting records are kept
133. No Member (not being a Director) shall have any right to inspect any accounting records of the Company except as conferred by the Act or authorised by the Directors from time to time or by an ordinary resolution of the Company passed at a meeting of Members, in which event the Directors shall determine the extent, time and place, conditions or regulations under which such inspections shall be allowed. Inspection of accounting records
134. Subject always to the provisions of the Act, the Directors shall from time to time cause the audited financial statements of the Company together with the Directors' and Auditors' reports thereon, made out in accordance with the applicable approved accounting standards, to be sent to every Member, the Auditor, the Exchange and every debenture holder of the Company, and to be laid before the Company at the annual general meeting held not later than six (6) months from the close of the Company's financial year. The interval between the close of the financial year of the Company and the date of release of the audited financial statements of the Company and such accompanying documents to the Exchange shall not exceed four (4) months or such duration as may from time to time be required by the Exchange. A copy each of the audited financial statements of the Company and such accompanying documents shall be sent or made available to every Member who is entitled to receive notice of the meeting not less than twenty (21) days before the date of the meeting. The audited financial statements shall form an integral part of the Company's annual report to be issued in accordance with Clause 61 hereof, and the Company shall not be required to send a copy thereof to any person whose address is not made known to the Company, but a Member is entitled to request for a copy thereof free of charge at the Office, and the Company shall send the printed copy to the Member within four (4) market days from the date of receipt of such a request or within such other period as may be prescribed by the Exchange. Financial statements
135. The Auditors shall be appointed for each financial year by ordinary resolution at the annual general meeting of the Company in accordance with Section 285 of the Act. The Auditors shall attend every annual general meeting where the audited financial statements or audited consolidated financial statements of the Company together with the Directors' and Auditors' reports thereon for a financial year are to be laid, so as to respond according to their knowledge and ability to any question relevant to the audit of the financial statements. Auditors

Company No.

8578-A

The Auditors shall be entitled to attend all meetings of Members of the Company and to receive all notices of and any other communications relating to any meeting of Members, and to be heard at all such meetings on any part of the business of the meeting which concerns the capacity of the Auditors.

AUTHENTICATION OF DOCUMENTS

136. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the Constitution of the Company and any resolutions passed by the Company or the Directors, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts. Director or Secretary to authenticate documents
137. A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of Directors which is certified as such in accordance with the provisions of Clause 136 hereof 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. Certified copies of resolutions of Directors

NOTICES

138. A notice or document may be given by the Company to any Member either: Service of notice
- (1) by serving it on him personally or by sending it by post to him at his last known address as shown in the Record of Depositors; or
 - (2) in electronic form and sent by the following electronic means:
 - (a) transmitting to his last known electronic mail address; or
 - (b) subject to the provisions of Section 320 of the Act and such requirements in the Listing Requirements, publishing the notice or document on the Company's website or on any other electronic platform maintained by the Company or by a third party that can host the information in a secure manner for access by Members throughout the period beginning from the date of the notification referred to Section 320 of the Act until the conclusion of the meeting.
139. The notice or document is deemed to have been given or sent by the Company to a Member: Proof of service of notice
- (1) where the notice or document is sent by post in printed copy, on the day the prepaid envelope or wrapper containing the notice or document and properly addressed to the Member is put into a government post office letter box;
 - (2) where the notice or document is sent by electronic means through:
 - (a) electronic mail, at the time of transmission to a Member's electronic mail address pursuant to Clause 138 (2)(a) hereof Provided That the Company has record of the electronic mail being sent and no written notification of delivery failure has been received by the Company; or

Company No.

8578-A

(b) publication on the Company's website or on any other electronic platform maintained by the Company or by a third party that can host the information in a secure manner for access by Members, on the date the notice or document is first made available thereon provided that the notification on the publication or availability of the notice or document on the relevant electronic platform has been given in accordance with Section 320 of the Act.

(3) where it relates to documents required to be completed by securities holders for a rights issue or offer for sale of securities, the Company shall send such documents through electronic communication, in printed copy or in such other manner as the Exchange may from time to time prescribe.

In the event the service of notice or document pursuant to Clause 138 (2)(b) hereof is unsuccessful, the Company must within two (2) market days from discovery of the delivery failure, make alternative arrangements for serving the notice or document to the Member in printed copy, free of charge.

140. A Member's address, electronic mail address and any other contact details provided to the Depository shall be deemed as the last known address, electronic email address and contact details, respectively for purposes of communication including but not limited to service of notices and/or documents to the Member. Last known address of Member for service of notice
141. A notice may be given by the Company to the person entitled to a share in consequence of the death or bankruptcy of a Member by sending it through the post in a prepaid letter addressed to him by name or through the legal representatives of the deceased or assignee of the bankrupt or by any like description to his last known address in any manner in which the same might have been served if the death or bankruptcy has not occurred. Every person who by operation of law, transfer, transmission or other means whatsoever becomes entitled to any share, shall be bound by every notice which have been duly served to the person from whom he derives the title to such share prior to his name and address being entered in the Record of Depositors as the registered holder of such share. Service of notice in case of death or bankruptcy of a Member
142. (1) Notice of every meeting of Members shall be given in any manner hereinbefore authorised to: Persons entitled to receive notice
- (a) every Member;
 - (b) every person entitled to a share in consequence of the death or bankruptcy of a Member who but, for the death or bankruptcy of the Member, would be entitled to receive any notice of the meeting;
 - (c) the Auditors;
 - (d) the Directors; and
 - (e) the Exchange.
- (2) No other person shall be entitled to receive notices of the meetings of Members.

WINDING UP

- 143. If the Company shall be wound up (whether the liquidation is voluntary, under supervision, or by the Court), the liquidator may, after the payment or satisfaction of all liabilities of the Company including preferred payments under the Act, with the sanction of a special resolution passed at a meeting of Members, divide amongst the Members in specie the whole or any part of the assets of the Company (whether they consist of property of the same kind or not) and any such division may be otherwise than in accordance with the existing right of the Members, but so that if any division is resolved or otherwise than in accordance with such rights, the Members shall have the same right of dissent and consequential rights as if such resolution was a special resolution passed pursuant to the Act. A special resolution sanctioning a transfer or sale of any of the Company's assets to another company duly passed pursuant to the Act may in like manner authorise the distribution of any shares or other consideration receivable by the liquidator amongst the Members otherwise than in accordance with their existing rights, and any such determination shall be binding upon all Members, subject to the right of dissent and consequential rights conferred by the Act. Distribution of assets in specie

- 144. On a voluntary liquidation of the Company, no commission or fee shall be paid to the liquidator unless it shall have been approved by the Members. The amount of such payment shall be notified to all Members at least seven (7) days prior to the meeting at which it is to be considered. Liquidator's fee

SECRECY CLAUSE

- 145. 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 operating activities or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors would be inexpedient in the interest of the Members if communicated to the public. Discovery of Company's confidential information

INDEMNITY

- 146. Subject to the Applicable Laws, every Director and officer for the time being of the Company as defined in the Act shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in the Act) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and the Company may effect insurance for such persons against such losses or liabilities subject to the conditions set out in Section 289 of the Act. Indemnity to Directors and officers

EFFECTS OF THIS CONSTITUTION

- 147. This Constitution, adopted on the 30th day of May 2018 by a special resolution of Members pursuant to Section 36 (1) of the Act, shall be binding on the Company, the Directors and the Members. Constitution binding on Company and Member

- 148. Subject to the Act and the provisions of this Constitution, no amendment, whether by way of rescission, alteration or addition shall be made to this Constitution may be amended by special resolution

Company No.

8578-A

Constitution unless the same has been passed by special resolution at a meeting of Members.

EFFECTS OF THE APPLICABLE LAWS

149. (1) Notwithstanding anything contained in this Constitution, if the Applicable Laws prohibit an act being done, the act shall not be done.
 - (2) Nothing contained in this Constitution prevents an act being done that the Applicable Laws require to be done.
 - (3) If the Applicable Laws 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 Applicable Laws require this Constitution to contain a provision and it does not contain such a provision, this Constitution is deemed to contain that provision.
 - (5) If the Applicable Laws require this Constitution not to contain a provision and it contains such a provision, this Constitution is deemed not to contain that provision.
 - (6) If any provision of this Constitution is or becomes inconsistent with the Applicable Laws, this Constitution is deemed not to contain that provision to the extent of the inconsistency.
 - (7) Notwithstanding the above, nothing herein shall prevent the Company from applying to the relevant authorities for any waiver of any of the Applicable Laws and in the event the compliance or observance of any of the Applicable Laws is waived by the relevant authorities, the Company shall be exempted from such compliance.
-