

# APPENDIX I - PROPOSED NEW CONSTITUTION

THE COMPANIES ACT, 2016  
MALAYSIA



*PUBLIC COMPANY LIMITED BY SHARES*



## CONSTITUTION

of

**COMPUGATES HOLDINGS BERHAD**

(Company no. 669287-H)

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Incorporated on the 13<sup>th</sup> day of October, 2004 under Companies Act, 1965 and  
deemed registered under the Companies Act, 2016  
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This is the Appendix I referred to in Agenda 8 of the Notice of 14<sup>th</sup> Annual General Meeting (“AGM”) of Compugates Holdings Berhad dated 29 April 2019

Date and time of the 14 <sup>th</sup> AGM	:	Tuesday, 28 May 2019 at 10.00 a.m.
Venue of the 14 <sup>th</sup> AGM	:	Greens III Sports Wing, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan

**APPENDIX 1**

**THE COMPANIES ACT, 2016  
MALAYSIA**

***PUBLIC COMPANY LIMITED BY SHARES***

**CONSTITUTION**

**OF**

**COMPUGATES HOLDINGS BERHAD**

**INTERPRETATION**

**1. Definitions and Interpretation**

Definitions

In this Constitution unless there be something in the subject or context inconsistent therewith:-

“Act”	means the Companies Act, 2016 of Malaysia and any statutory modification, amendment or re-enactment thereof for the time being in force.
“Annual General Meeting”	means general meeting of shareholders held in accordance with Clause 72 of this Constitution.
“Authorised Nominee”	means a person who is authorised to act as nominee as specified under the Central Depositories Act and the Rules.
“Board” or “Directors”	means the Board of Directors for the time being of the Company.
“Central Depositories Act”	means the Securities Industry (Central Depositories) Act 1991 and every statutory modification or re-enactment thereof for the time being in force.
“Common Seal” & “Share Seal”	means the Common Seal or Share Seal of the Company adopted.
“Company”	means Compugates Holdings Berhad (Company No. 669287-H) and by whatever name from time to time called.
“Constitution”	means this Constitution as originally framed or as from time to time altered by Special Resolution and “Clause” means any provision in this Constitution.
“Deposited Security”	means a Security of the Company standing to the credit of a Securities Account and includes Securities in a Securities Account that is in suspense.
“Depositor”	means a holder of a Securities Account.
“Depository” or “Central Depository”	means Bursa Malaysia Depository Sdn Bhd. (Company No. 165570-W) and its successors-in-title and permitted assigns.
“Director”	means a director of the Company for the time being and as defined in Section 2 of the Act.
“dividend”	includes monies and bonus.

“Electronic Address”	means any address or number used for the purposes of sending or receiving documents or information by electronic means.
“Employee Share Scheme”	means collectively a Share Issuance Scheme and a Share Grant Scheme.
“Exchange”	means Bursa Malaysia Securities Berhad. (Co. No. 635998-W) and its successors-in-title and permitted assigns.
“Exempt Authorised Nominee”	means an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.
“in writing” or “written”	means and includes words printed, lithographed, photographed, typed, represented or reproduced in any mode in a visible form, whether sent or supplied in electronic form or otherwise.
“Listing Requirements”	means of the Exchange Main Market Listing Requirements including any amendment thereto that may be made from time to time.
“Major Shareholder”	means a major shareholder as defined under the Listing Requirements.
“Market Day”	means a day on which the stock market of the Exchange is open for trading in Securities.
“Member” or “Members”	means any person/persons for the time being holding one or more shares in the Company and whose name appears in the Record of Depositors, including a Depositor who will be treated as if he were a member pursuant to Section 35 of the Central Depositories Act but excluding the Depository in a capacity as a bare trustee and its nominee company.
“month”	means calendar month.
“Office”	means the registered office for the time being of the Company.
“Ordinary Resolution”	means has the meaning given in Section 291 of the Act.
“Record of Depositors”	means a record provided by the Depository to the Company pursuant to an application under the Rules.
“Register of Members”	means the register of members to be kept pursuant to the Act and includes, where appropriate, the Record of Depositors of the Company.
“Rules”	means the Rules of Depository, including any amendment that may be made from time to time.
“Secretary”	means any person or persons appointed to perform the duties of the secretary of the Company and shall include a joint, temporary, assistant or deputy secretary.
“Securities Account”	means an account established by the Depository for a Depositor for the recording of deposit of Securities and for dealing in such Securities by the Depositor.
“Securities”	has the meaning given in Section 2(1) of the Capital Markets and Services Act 2007.
“Share Grant Scheme”	means a scheme involving the grant of the Company’s existing shares to employees and/or Directors.

“Shares Issuance Scheme” means a scheme involving a new issuance of the Company’s shares to employees and/or Directors.

“Shares or Ordinary Shares” means ordinary shares of the Company.

“Special Resolution” has the meaning given in Section 292 of the Act.

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

Words importing masculine gender only include the feminine gender.

Words importing persons include corporations.

Subject as aforesaid any words defined in the Act shall if not inconsistent with the subject or the context bear the same meaning in this Constitution.

2. The name of the Company is **COMPUGATES HOLDINGS BERHAD.** Name
3. The registered office of the Company will be situated in Malaysia. Office
4. The liability of the members is limited. Limited liability
5. The provisions set out in the Third Schedule of the Act shall not apply to the Company except in so far as the same are repeated in this Constitution. Third Schedule
6. The Company shall have full capacity to carry on or undertake any business or activity, do any act or enter into any transactions and for these purposes, the Company shall have the full rights, powers and privileges as contained in Section 21 of the Act including but not limited to the following and it is expressly declared that the interpretation of this clause shall not be restricted in any manner whatsoever and shall be construed in such a way as to widen and not restrict the full rights, powers and privileges of the Company as intended under Section 21 of the Act:-  
Objects
  - (1) To carry on the business of an investment company and for that purpose to acquire and hold either in the name of the company or in that of any nominee shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business and debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world.
  - (2) To acquire any such shares, stock, debentures, debenture stock, bonds, notes, obligations, or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit.
  - (3) To exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares stock obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue thereof ana to provide managerial and other executive supervisory and consultant services for or in relation to any company in which the company is interested upon such terms as may be thought fit.
  - (4) To purchase the Company’s own shares and to deal with the purchased shares in a manner as may from time to time be prescribed and allowed by law and the applicable rules, regulations, orders and guidelines or requirement Exchange and any other relevant authority.
  - (5) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

## SHARE

7. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise. Class of shares
8. Subject to the provisions of the Act and/or any other applicable law and any rules, regulations and guidelines thereunder issued by the Exchange and any other relevant authority, the Company, may purchase its own shares and make payment in respect of the purchase and/or give financial assistance to any person for the purpose of purchasing its own shares on such date(s), terms and manner as may be determined from time to time by the Directors. Any shares in the Company so purchased by the Company shall be dealt with in accordance with the Act and/or any other applicable law or requirements of any other relevant authority. Purchase by the Company of its own shares
9. The shares in the Company shall only be issued by the Directors with the prior approval of the Company in general meeting where necessary under the provisions of the Act and the Listing Requirements. Subject as aforesaid and always to the provisions of this Constitution, the Listing Requirements and the Act, the Directors may allot or otherwise dispose of the shares in the Company to such persons on such terms and conditions and at such times as the Directors think fit and with full power to give to any person the right to call for the allotment of any shares for such time and for such consideration as the Directors may see fit, provided always:- Issue of shares
- (a) except in the case of an issue of shares on a pro-rata basis to all Members, every issue of shares to employees, Directors, Major Shareholders or person connected with any Director or Major Shareholder of the Company shall be approved by the Members in general meeting and no Director, Major Shareholder shall participate in such issue of share unless:-
- (i) the Members in general meetings have approved the specific allotment to be made to such Director, Major Shareholder or person connected with such Director or Major Shareholder; and
- (ii) in the case of a Director, such Director holds office in the Company in an executive capacity provided always that a Director not holding office in an executive capacity may so participate in any issue of shares pursuant to a public issue or public offer or special issue, such participation to be approved by the relevant authorities;
- (b) no Director shall participate in an Employee Share Scheme unless Members in general meeting have approved the specific allotment to be made to such Director.
10. All new issues of Securities for which listing is sought shall be by way of crediting the Securities Accounts of the allottees or entitled persons held with the Depository with such Securities with the Depository, save and except where the Company is specifically exempted from compliance with Section 38 of the Central Depositories Act, in which event it shall similarly be exempted from compliance with this provision. For this purpose, the Company must notify the Depository of the names of the allottees or entitled persons together with all such particulars required by the Depository, to enable the Depository to make the appropriate entries in the Securities Accounts of such allottees or entitled persons. New issue of Securities to be credited to Securities Account
11. Subject to Section 80 of the Act, the Company may pay the commissions and brokerage as is provided for therein. Power to pay commission and brokerage
12. If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a long period, the Company may, subject to the Power to charge interest on capital

conditions and restrictions mentioned in the Act, pay interest or returns on the amount of such share capital as is for the time being paid up and may charge the interest or returns to share capital as part of the cost of the construction or provision.

13. Except as required by law and the Central Depositories Act and subject to Clause 21, no person (other than persons, whether body corporate or otherwise, holding any share upon any trust for the government) shall be recognised by the Company as holding any share or Securities upon any trust, and the Company shall not be bound by or compelled in any way to recognise (even when having notice thereof) any equitable, contingent future, or partial interest in any shares or Securities or unit of a share or Securities or (except only as by this Constitution or by law otherwise provided) any other rights in respect of any share or Securities except an absolute right to the entirety thereof of the registered holder. Trust not to be recognised
14. Subject to the Act, any preference shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed provided always that the rights attaching to shares of a class other than ordinary shares shall be expressed. Issuance of preference shares
15. The rights attaching to shares of a class other than ordinary shares be expressed in the Resolution creating the same.
16. The right conferred upon the holders of the shares of any class issued with preferred or other rights shall, 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 as regards participation in the profits or assets of the Company in some or in all respects *pari passu* therewith.
17. Preference shareholders shall have the same rights as ordinary shareholders as regards receiving notices, reports and audited financial statements and attending General Meetings of the Company. Preference shareholders shall also have the right to vote at any meeting convened for the purpose of sanctioning the following:- Rights of Preference Shareholders
- (a) a resolution or proposal in respect of dividend or part of the dividend on the preference shares which are in the arrears for more than six (6) months;
  - (b) on a proposal to reduce the Company's share capital;
  - (c) on a proposal for the disposal of the whole of the Company's property, business and undertaking;
  - (d) on a proposal that affects rights attached to the preference shares;
  - (e) on a proposal to wind up the Company; and
  - (f) during the winding up of the Company.
18. The repayment of preference capital other than redeemable preference, or any other alteration of preference shareholders rights, may only be made pursuant to a special resolution of the preference shareholders concerned, provided always that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing, if obtained from the holders of seventy-five percentum (75%) of the preference shares concerned within two (2) months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting. Repayment of Preference capital
19. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of seventy-five percentum (75%) of the issued shares of that class, or with the sanction of a special resolution passed at a separate General Meeting of the holders of the shares of the class. To every such separate General Meeting the provisions in this Constitution relating to the General Meeting shall *mutatis mutandis* apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder Modification of rights of different classes of shares

of shares of the class present in person or by proxy may demand a poll. To every such special resolution the provisions of Section 292 of the Act shall, with such adaptations as are necessary, apply.

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| 20. | If, by the conditions of allotment of any share, the whole or part of the amount or issue price thereof shall be payable by instalments, every such instalment shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal personal representative but this provision shall not affect the liability of any allottee who may have agreed to pay the same.   | Payment of instalments  |
| 21. | No person shall exercise any rights of a Member until his name shall have been entered in the Register of Members or Record of Depositors as the case may be.   | When Members' rights exercisable                                |
| 22. | Shares may be registered in the name of an incorporated company or other corporate body but not in the name of a minor or a person of unsound mind or who is insolvent.   | Who may be Members  |
| 23. | Every certificate for shares, debentures or representing any other form of security (other than letters of allotment or scrip certificates) shall be issued under the Seal or share seal in accordance with Clause 164 of this Constitution.  | Share certificate   |
| 24. | (a) Every Member shall be entitled to receive share certificate (in respect of shares that are not Deposited Securities) in accordance with the Act.  | Entitlement to share certificate                                |
|     | (b) No Member is entitled to a certificate in respect of any Deposited Security except in accordance with the Central Depositories Act and the Rules and any applicable law.  |   |
|     | (c) The Depository or its nominee company shall be entitled to receive jumbo certificates in denominations requested by the Depository or its nominee company for shares that are Deposited Securities.   |   |
| 25. | (a) Subject to the provisions of the Act, the Central Depositories Act, this Constitution and the Rules, if any share certificate shall be defaced, worn out, destroyed, lost or stolen, it may be renewed on such evidence being produced and a letter of indemnity (if required) being given by the Central Depository. In case of defacement or wearing out on delivery of the old certificate and in any case on payment of such sum not exceeding Ringgit Malaysia Three (RM3.00) per certificate or such sum as shall from time to time be permitted by the Exchange. In the case of destruction, loss or theft, the Central Depository who shall be entitled to such renewed certificate shall also bear the loss and pay to the Company all expenses incidental to the investigations by the Company of the evidence of such destruction or loss. | New Certificates may be issued                                  |
|     | (b) If the Central Depository shall require more than one certificate in respect of the shares registered in their name, they shall pay such fee as shall be determined by the Directors and the Exchange.  | Issued "Split" Shares' Certificates                             |
|     | (c) Subject to the provisions of the Act, the Central Depositories Act, the Listing Requirements and the Rules, the Company shall allot shares and despatch notices of allotment to the allottees and make an application for the quotation of such securities within the stipulated time frame as may be prescribed by the Exchange.   | Allotment of Share or Securities to each shareholder            |
| 26. | The Company shall duly observe and comply with the provisions of the Act and the requirements from time to time prescribed by the Exchange applicable to any allotment of its shares or Securities and deliver to the Depository the appropriate certificates in such denominations as may be specified by the Depository registered in the name of the Depository or its nominee company.  | Allotment of Securities, despatch of notices /certificates etc. |

27. Information on shareholding.

(a) The Company may, by notice in writing, require any Member within such reasonable time as is specified in the notice:-

The Company may require information of a Member

- (i) to inform the Company whether he holds any voting shares in the Company as beneficial owner or as trustee; and
- (ii) if he holds the voting shares as trustee, to indicate so far as he can the persons for whom he holds the voting shares by name and by other particulars sufficient to enable those persons to be identified and the nature of their interest.

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

The Company may require any information of beneficial interest

- (i) to inform the Company whether he holds that interest as beneficial owner or as trustee; and
- (ii) if he holds the voting shares as trustee, to indicate so far as he can the persons for whom he holds such interest by name and by other particulars sufficient to enable those persons to be identified and the nature of their interest.

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

Member to inform Company

28. (a) Subject to the provisions of the Central Depositories Act and the Rules, whereby through the exercise of reasonable diligence the Company is unable to discover the whereabouts of a Member or holder of Securities for a period of not less than ten (10) years, the Company may cause an advertisement to be published in a newspaper circulating in the place shown in the Register of Members or the Record of Depositors as the address of the Member or holder of Securities stating that the Company after expiration of thirty (30) days from the date of the advertisement intends to transfer the shares or Securities to the Minister charged with responsibility for finance.

Disposal of shares of Members whose whereabouts unknown

(b) If after the expiration of thirty (30) days from the date of the advertisement the whereabouts of the Member or holder of Securities remain unknown, the Company may transfer the shares or Securities held by the Member or holder of Securities in the Company to the Minister charged with the responsibility for finance and for this purpose may execute for and on behalf of the owner a transfer of those shares or Securities to the Minister charged with responsibility for finance.

### CALL ON SHARES

29. The Directors may, subject to the provisions of this Constitution, make calls upon the Members in respect of any money unpaid on the shares of the Members and not by the conditions of allotment of shares made payable at fixed date. Each Member shall, subject to receiving at least fourteen (14) days' notice specifying the date, time and place of payment, pay to the Company the amount called on his shares. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and such resolution may authorise the call to be paid by instalments. A call may be revoked or postponed as the Directors may determine.

Calls



30. Subject to any special conditions on which any shares have been issued, each Member shall be liable to pay any call made on him and any instalment presently payable by him at the time and place appointed by the Directors. Liability of Members for calls
31. If a sum called in respect of a share is not paid before or on the day appointed for payment of the sum, the person from whom the sum is due shall pay interest on that sum at the rate not exceeding eight per centum (8%) per annum from the day appointed for the payment of the sum to the time of actual payment as the Directors may determine, but the Directors may waive payment of such interest due wholly or in part from the person. Interest on unpaid calls
32. A sum which, by the terms of issue of a share, becomes payable on allotment or at any fixed date shall be deemed to be a call duly made and payable on the date on which by the terms of issue the shares becomes payable and in case of non-payment, the relevant provisions of this Constitution and the Act as to payment of interest and expenses, forfeiture or otherwise shall apply as if the sum has become payable by virtue of a call duly made and notified. Sum due on allotment
33. The Directors may from time to time make arrangements on the issue of share for varying the amounts and times of payment of calls as between the holders of such shares. Arrangement for difference in amounts and time of calls
34. The Directors may, if they think fit, receive from any Member willing to advance payment all or any part of the money uncalled and unpaid upon any shares held by the Member. Upon all or any part of the money so advanced is received by the Directors from the Member become payable, the Company may pay interest or return at a rate not exceeding eight per centum (8%) per annum as may be agreed upon between the Directors and the Member paying the sum in advance, unless the Company in a general meeting otherwise directs. Except in a liquidation, sum paid in advance of calls shall not, until the same would but for such advance have become payable be treated as paid up on the shares in respect of which they have been paid. Capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. Payment of calls in advance
35. No Member shall be entitled to receive any dividend or to exercise any privilege as a Member in respect of any share upon which calls or instalments are due and unpaid. No rights of membership when calls unpaid

#### LIEN

36. The Company shall be entitled to a lien, in priority to any other claim, over a partly paid issued share and any dividend payment on such share, for all money due by the Member to the Company by way of money called or payable at a fixed date. The Company's lien on shares and dividends from time to time declared in respect of such shares, shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid, and to such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of the Member or deceased Member. Company to have lien in priority
37. The Company may sell any share over which the Company has a lien in a manner as the Directors consider appropriate. Such sale of shares by the Company shall not be made unless a sum in respect of which the lien exists is presently payable and until the expiry of fourteen (14) days from a written notice, stating and demanding payment of such part of the amount in respect of which the privilege or lien exists as is presently payable has been given to the registered holder for the time of the share, or the person entitled to the share by reason of the death or bankruptcy of the registered holder. Enforcement of lien
38. For the purposes of giving effect to such sale, the Directors may authorise a person to transfer the shares sold to the purchaser of the shares who shall be registered as the Member comprised in any such transfer and the Directors shall not be bound to see the Transfer on sale

application of the purchase money. The title of the purchaser to the share sold shall not be affected by any irregularity or invalidity in the proceedings relating to the sale.

39. All monies received on any such sale shall after payment of any prior encumbrances, be applied in payment of all costs of such sale and of any attempted sale and secondly in payment of all monies charged on the shares by virtue of such lien and presently payable and subject to such payment, the balance (if any) shall be paid to the person who was entitled to such shares immediately prior to the date of such sale or his executors, administrators or assignees or as he directs.
- Application of proceeds of sale

#### TRANSFER OF SECURITIES AND BRANCH REGISTER

40. (a) Subject to the restriction of this Constitution, the Central Depositories Act and the Rules, Securities that are not Deposited Securities shall be transferable by a duly executed and stamped instrument of transfer lodged at the Office accompanied by the certificate of the shares to be transferred (if any) and such other evidence (if any) as the Directors may reasonably require to show the right of the transferor to make the transfer. All instruments of transfer which shall be registered shall be retained by the Company.
- Transfer of Securities
- (b) The transfer of Deposited Securities shall be by way of book entry by the Depository in accordance with the Rules and, notwithstanding Sections 105, 106 or 110 of the Act, but subject to Section 148(2) of the Act and any exemption that may be made from compliance with Section 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the Deposited Securities.
41. Subject to the provisions of the Act, the Central Depositories Act and the Rules, the instrument of transfer of any share which is not a Deposited Security lodged with the Company shall be executed by or on behalf of both the transferor and the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof. The instrument of transfer shall in any one instance relate to one class of shares.
- Transfer to be executed by both parties
42. In the case of Deposited Security, the Depository may refuse to effect any transfer of Deposited Security that does not comply with the Central Depositories Act and Rules or where the reason for the transfer does not fall within any of the approved reasons provided in the Rules.
- Depository's discretion to refuse transfer of Deposited Security
43. (a) The Directors may in their absolute discretion refuse or delay to register any transfer of shares that is not a Deposited Security where the registration of the transfer would result in contravention of or failure to observe the provisions of any laws in Malaysia; or the transfer is in respect of a partly paid shares of which a call has been made and is unpaid or which the Company has a lien.
- Directors' discretion to refuse or delay the registration of transfer of share not Deposited Security
- (b) A Directors' resolution shall be passed within thirty (30) days from the receipt of the instrument of transfer to refuse or delay the registration of transfer of a share that is not a Deposited Security and such notice of the resolution including the reasons thereof shall be sent to the transferor and the transferee within seven (7) days of the resolution being passed.
- (c) The Company shall refuse to register more than three (3) persons as joint holders of a share unless they are executors or trustees of a deceased shareholder.
44. The Company shall provide a book to be called "Register of Transfers" which shall be kept by the Secretary and/or the registrar under the control of the Directors and in which shall be entered the particulars of every transfer or transmission of every share or security which is not a Deposited Security.
- Register of Transfers

45. The Register of Transfers and the Register of Members or Record of Depositors shall be closed for such periods as the Directors may from time to time determine, provided always that such registration shall not be closed or suspended for more than thirty (30) days in aggregate in any calendar year. Notice of such closure or suspension shall within such period as may from time to time be permitted by the Act and/or the Exchange be given to the Exchange, stating the period or periods and the purpose or purposes of such closure or suspension. Closing or suspension of registration
46. No share shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind. No transfer to infants etc.
47. A Record of Depositors requested by the Company as at any specified date and/or for any specified purpose when made available to the Company may be treated as the final Record of Depositors as at the specified date and/or for the specified purpose. If there shall be more than one Record of Depositors made available to the Company as at the specified date and/or for the specified purpose then the later or last of the Record of Depositors prepared by the Central Depository shall be the final Record of Depositors as at the specified date and/or for the specified purpose. Record of Depositors by Central Depository considered final
48. The Company may cause to be kept a branch register of members which shall be deemed to be part of the Company's Register of Members in any other place outside Malaysia in accordance with the provisions of Section 53 of the Act. Subject to the provisions of the Act and of this Constitution, a branch register shall be kept in the same manner in which the principal register is required to be kept. The Company shall transmit a copy of every entry in its branch register to the office at which its principal register is kept within fourteen (14) days from the entry is made and shall cause to be kept a duly updated copy of its branch register at that office. Branch register
49. Where - Transmission of Securities from foreign register
- (a) the Securities of the Company are listed on another stock exchange; and
- (b) the Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29 of the Securities Industry (Central Depositories) (Amendment) Act, 1998, as the case may be, under the Rules in respect of such Securities,
- the Company shall, upon receiving 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

50. In case of the death of a Member, the persons recognised as having any title to his interest in the shares or debentures shall be the legal personal representative, but nothing herein contained shall release the estate of the deceased Member from any liability in respect of any share held by the deceased member. Transmission on death of Member
51. Subject to any other provisions of this Constitution, any person becoming entitled to a share by operation of law may upon such evidence being produced as may from time to time be required by the Directors (but subject to provisions of the Central Depositories Act and the Rules), elect either to be registered himself as a Member in respect of the share or to have a person nominated by him registered as transferee thereof provided always that in respect of a Deposited Security, the person becoming entitled elects to have the share transferred to him, the aforesaid notice must be served by him on the Depository. If he elects to have another person registered he shall testify his election by Registration of person becoming entitled by operation of law

executing to that person a transfer of the share or such other instrument as the Depository may require. All the limitation, restrictions and provisions of this Constitution relating to the right to transfer, the Central Depositories Act and the Rules shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice of transfer were a transfer signed by that Member.

52. The registration of transmission of shares under Clause 51 shall entitle the registered holder to the same dividends and other advantages and to the same rights in relation to meetings of the Company or to voting or otherwise.

Entitlement to dividends and other advantages

### FORFEITURE OF SHARES

53. If a Member fails to pay any call or instalment of a call within the stipulated time, the Directors may serve a notice on the Member requiring payment of the amount unpaid together with any interest or compensation at the rate of eight per centum (8%) per annum (or such rate as may from time to time be determined by the Directors), which may have accrued.

Notice requiring payment

54. The notice shall specify a date on or before which the payment is required to be made and state that in the event of non-payment on or before the specified date, the shares in respect of which the call was made will be liable to be forfeited.

Particulars to be set out in notice

55. Upon failure to comply with any such aforesaid notice, the share in respect of which the notice has been given shall be forfeited by a resolution of the Directors unless the payment as required by the notice has been made before such resolution. The forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

Forfeiture by resolution of Directors on non-compliance

56. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit. If any share is forfeited and sold, any residue after the satisfaction of the unpaid calls and accrued interest and expenses, shall be paid to the person whose shares have been forfeited, or his executors, administrators or assignees or as he directs.

Shares forfeited may be sold and residue to be paid to entitled Member

57. The forfeiture may be cancelled on such terms as the Directors think fit at any time before a sale or disposition of the forfeited shares.

Cancellation of forfeiture

58. A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares. Notwithstanding such forfeiture, such person shall remain liable to pay to the Company all money which at the date of forfeiture was payable by him to the Company in respect of the shares together with interest or compensation at the rate of eight per centum (8%) per annum from the date of the forfeiture on the money for the time being unpaid if the Directors think fit to enforce payment of the interest or compensation, and the liability shall cease if and when the Company receives payment in full of all such money in respect of the shares.

Money in respect of shares together with interest or compensation recoverable after forfeiture

59. The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in 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 shareholder whose share is forfeited and the Company except only of those rights and liabilities as are by this Constitution expressly saved or as are by the Act, the Central Depositories Act and the Rules, given or imposed in the case of past Members.

Consequence of forfeiture

60. A statutory declaration in writing by a Director or Secretary that a share in the Company has been duly forfeited in pursuance of this Constitution on a date stated in the declaration shall be conclusive evidence of the facts stated in the declaration against all persons claiming to be entitled to the share. The Company may receive the consideration, if any, given for a forfeited share on any sale or disposition of the share and may execute a transfer of the share in favour of the person to whom the share is sold

Statutory declaration in writing to be conclusive evidence of facts of forfeiture and consequences

or disposed of and such person shall be registered as the shareholder and not have his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

61. The provisions of this Constitution relating to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed date, as if the shares had been payable by virtue of a call duly made and notified.

Application of forfeiture provisions

#### ALTERATION OF CAPITAL

62. Subject to the provisions of the Act and the Listing Requirements, the Company may by passing an Special Resolution:-

Consolidation and subdivision of shares

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) subdivide its share capital or any part thereof into shares of smaller amount than is fixed by this Constitution by subdivision of its existing shares or any of them, subject nevertheless to the provisions of the Act and so that as between the resulting shares, one (1) or more of such shares may, by the resolution by which such subdivision is effected, be given any preference or advantage as regards dividend, return of capital, voting or otherwise over the others or any other of such shares;
- (c) cancel shares which at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled; and
- (d) subject to the provisions of this Constitution and the Act, convert and/or re-classify any class of shares into any other class of shares.

63. The Company may by Special Resolution reduce its share capital, in any manner authorised by the Act.

Reduction of share capital

#### INCREASE OF CAPITAL

64. The Company may from time to time by Ordinary Resolution whether all the shares for the time being issued have been fully called up or not, increase its capital by the creation and issue of new shares, with such aggregate increase to be of such amount and to be divided into shares of such respective amounts as the Company in such general meeting directs and such new shares or any of them may have such preference or priority over the then existing shares of the Company and that such rights and privileges be different from those of such existing shares as the Directors may think fit.

Power to increase capital

65. Subject to any direction to the contrary that may be given by the Company in general meeting, any new shares or other convertible securities shall before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or other convertible securities to which they are entitled. The offer shall be made by notice specifying the number of shares or other convertible securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or other convertible securities offered, the Directors may dispose of those shares or other convertible securities in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares or other convertible securities which (by reason of the ratio which the new shares or other convertible

Offer of new shares

securities bear to shares or other convertible securities held by persons entitled to an offer of new shares or other convertible securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution.

66. Except so far as otherwise provided by the conditions of issue, or by the provisions of this Constitution, any share capital raised by the issue of new shares shall be considered as part of the original share capital, and shall be subject to the same provisions with reference to the payment of calls, transfer, transmission, forfeiture, lien, voting and otherwise as if it has been part of the original share capital.
- New shares subject to same provisions as original shares

#### MODIFICATION OF CLASS RIGHTS

67. (a) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), the repayment of preference capital other than redeemable preference or any other alteration of preference shareholders' rights may, subject to the provisions of the Act, whether or not the Company is being wound up, be varied or abrogated only with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class or, as the case may be, the preference shareholders concerned and to every such Special Resolution the provisions of the Act shall with such adaptations as are necessary apply.
- (b) To every such separate general meeting the provisions of this Constitution relating to general meetings shall mutatis mutandis apply, so that the necessary quorum shall be two (2) persons at least holding or representing by proxy or by attorney, one-third (1/3) of the number of issued shares of the class, excluding any shares of that class held as treasury shares and that any holder of shares of the class present in person or by proxy may demand a poll.
- (c) Provided always that where the necessary majority for such a Special Resolution is not obtained at such separate general meeting, consent in writing if obtained from the holders representing not less than seventy five per centum (75%) of the total voting rights of the class concerned or, as the case may be, the preference shareholders concerned, within two (2) months of the general meeting shall be as valid and effectual as a Special Resolution, carried at the general meeting.
- Modification of class rights

#### CONVERSION OF SHARES INTO STOCK

68. The Company may by Ordinary Resolution, convert any paid up shares into stock, and reconvert any stock into paid up shares of any number.
69. The stockholders may transfer the stocks or any part of the stocks in the same manner as the transfer of shares from which the stock arose may, before the conversion, have been transferred or be transferred in the closest manner as the circumstances allow. The Directors may fix the minimum amount of stock transferable and may restrict or forbid the transfer of fractions of that minimum.
70. The stockholders shall, according to the amount of the stock held by the stockholders, have the same rights, privileges and advantages with regards to dividends, voting at meetings of the Company and other matters as if the stockholders held the shares from which the stock arose, but so that none of such privileges or advantages (except the participation in the dividends, profit and assets of the Company and in the assets on winding up) shall be conferred by any such part of stock which would not, if existing shares have conferred that privilege or advantage.
71. All such provisions of this Constitution as are applicable to paid up shares shall apply to stock, and in all such provisions the words "share" and "shareholder" shall include "stock" and "stockholder" respectively.
- Conversion of shares into stock
- Transfer of stock
- Rights of stockholders
- Provisions applicable to shares shall apply to stock

## GENERAL MEETINGS

72. The Company shall in every calendar year hold a general meeting as its annual general meeting within six (6) months of the Company's financial year end, and not more than fifteen (15) months after the holding of the last preceding annual general meeting, and at such time and place as may be determined by the Directors. Annual General Meeting
73. All general meetings other than annual general meetings shall be called extraordinary general meetings. Extraordinary General Meetings
74. Subject to the discretion of the Board, general meeting may be held at more than one venue using any technology or method that allows all members of the Company to participate and to exercise the members' rights to speak and vote at the meeting, and using any available technology to provide notice, conduct and record or facilitate voting at that meeting or any adjournment of that meeting of members subject to rules, regulations and laws prevailing. The main venue of the meeting shall be in Malaysia and the Chairman shall be present at the main venue of the meeting. Venue of general meeting
75. The Directors may call general meetings and general meetings shall be convened on any requisition made in accordance with the provisions of the Act, or if the Company makes default in convening a meeting in compliance with a requisition received pursuant to Section 311 of the Act, a meeting may be convened by such requisitionists in the manner provided in Section 313 of the Act. Any meeting convened by requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Directors. Calling of meetings
76. 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 Ringgit Malaysia five hundred (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 Section 325 of the Act. Power of Members to require circulation of statements

## NOTICE OF GENERAL MEETING

77. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by not less than twenty-one (21) days' notice in writing. In respect of all other extraordinary general meetings, at least fourteen (14) days' notice before the meetings shall be given to all members (other than those who under the provisions of this Constitution or the terms of issue of the shares held by them are not entitled to receive notices of general meetings of the Company), directors and to the auditors for the time being of the Company. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the time of the meeting and, in the case of special business shall also specify the general nature of that business and shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least fourteen (14) days' notice, or twenty-one (21) days' notice in the case where the special resolution is to be proposed or where it is an annual general meeting, of every such meeting shall be given by advertisement in at least one (1) widely circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed. Provided that in respect of Deposited Securities:- Specifications on notice

- (a) the Company shall request the Central Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of general meetings or adjourned general meetings shall be given by the Company. Subject to Clause 47, the Record of Depositors requested under this Clause 77(a) when made available to the Company shall be treated as the final record of all Depositors who shall be deemed to be the registered holders of shares of the Company entitled to receive notice of the general meeting or adjourned general meeting;
- (b) the Company shall request the Central Depository in accordance with the Rules, to prepare 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 (or such other period specified by the Act, the Central Depositories Act, the Rules and/or the Central Depository) before the general meeting or adjourned general meeting; and
- (c) subject to Clause 47 and the Securities Industry (Central Depositories) (Foreign Ownership) Regulations, 1996 (where applicable), a Depositor shall not be regarded as a member entitled to attend any general meeting or adjourned general meeting and to speak and vote thereat in person or by proxy unless his name appears in the Record of Depositors requested for the purposes of such general meeting or adjourned general meeting.
78. (a) Any notice served on behalf of the Company or of the Board shall be deemed effectual if it purports to bear the signature of the Secretary or other duly authorised officer of the Company. Notice of general meeting
- (b) Whenever any notice is required to be given under the provisions of the laws of Malaysia or of this Constitution, waiver or the shortening of the period of such notice, may be effectively given by complying with Section 316(4) of the Act.
79. (a) Notice of a meeting of members of the Company shall state: Form of notice
- (i) The place, date and time of the meeting; and
- (ii) The general nature of the business of the meeting.
- Notice of meeting of members may include text of any proposed resolution and other information as the directors deem fit.
- (b) Subject to the Act, Listing Requirements, laws, rules or regulations, notice of a meeting of members or document which is required to be given, sent or served under the Act or under the Constitution shall be in writing and shall be given to the members either:-
- (i) in hard copy, or
- (ii) in electronic form, or
- (iii) partly in hard copy and partly in electronic form.
80. Where any member/securities holder requests for a hard copy of document, the Company shall forward a hard copy of these documents to the member/securities holder as soon as reasonably practicable after the receipt of the request, free of charge.
81. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting. Accidental omission
82. A meeting shall, notwithstanding that it is called by notice shorter than is required by Clause 77 be deemed to be duly called if it is so agreed:- Meeting deemed duly called
- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; or



- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote thereat, being a majority which together holds not less than ninety-five per centum (95%) of the shares giving a right to attend and vote.

83. Where by the Act special notice is required of a resolution, the resolution shall not be effective unless notice of the intention to move it has been given to the Company not less than twenty-eight (28) days before the meeting at which it is moved and the Company shall give its members notice of any such proposed resolution at the same time and in the same manner as it gives notice of the meeting or, if that is not practicable shall give them notice thereof, in any manner allowed by this Constitution, not less than fourteen (14) days before the meeting, but if after notice of the intention to move such a resolution has been given to the Company, a meeting is called for a date twenty-eight (28) days or less after the notice has been given, the notice although not given to the Company within the time required by this Constitution shall be deemed to be properly given.

Special notice

### PROCEEDINGS AT GENERAL MEETINGS

84. Subject always to the provisions of the Act, all business that is transacted at:
- (a) an extraordinary general meeting; or
- (b) an annual general meeting (except declaring a dividend, the laying of the audited financial statements and the report of the Directors and auditors, the fixing of the Directors' fees and benefits payable, the election of Directors in place of those retiring by rotation or otherwise, and the appointment and fixing of the remuneration of the auditors)
- shall be special.

Special business

85. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. The absence of a quorum does not prevent the appointment of a chairman in accordance with the Constitution, which shall not be treated as part of the business of the meeting. Where there are two (2) or more persons present in person or by proxy, each being a member entitled to attend and vote at the meeting, or a proxy for or attorney of such member (whether individual, corporate or otherwise), or the duly authorised representative of a corporate member, there shall be a quorum. In the event of a corporation being beneficially entitled to the whole of the issued ordinary share capital of the Company or there being only one (1) member of the Company, one (1) person representing such corporation or the sole member shall be a quorum and shall be deemed to constitute a Meeting. For the purpose of this regulation "member" includes a person attending as a proxy or as representing a corporation which is a member.

Quorum at general meeting

86. If such a quorum is not present within half an hour from the time appointed for the meeting, if convened upon the requisition of a member(s) shall be dissolved; in any other case the meeting shall stand adjourned to the same day in the next week (or if that day be a public holiday then to the next business day following that public holiday) at the same time and place or to such other day, time and place as the Directors may determine but if a quorum is not present within fifteen (15) minutes from the time appointed for holding at any adjourned meeting the member(s) present shall constitute a quorum.

Adjournment

87. The Chairman of the board of Directors or (if he is absent or unwilling to act or there is no Chairman), the Deputy Chairman shall preside as Chairman of the meeting, but if neither the Chairman nor Deputy Chairman are present within fifteen (15) minutes after the time appointed for holding the meeting and willing to act (or if there is no Chairman and Deputy Chairman), the Directors present shall elect, one of their number to be Chairman and, if there is only one (1) Director present and willing to act, he shall be Chairman.

Directors as chairman

88. (a) If no Director is willing to act as Chairman, or if no Director is present within fifteen (15) minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be Chairman. The election of the Chairman shall be by majority on a show of hands. Election of chairman
- (b) Without prejudice to any other power which the Chairman may have under the provisions of this Constitution or at common law and subject to the Act and the Listing Requirements, the Chairman may take such action as he thinks fit to promote the orderly conduct of business of all general meetings as specified in the notice of such meetings and the Chairman's decision on matters of procedure or arising incidentally from the business of such meetings shall be final, as shall be his determination as to whether any matter of such nature.
- (c) The decision of the Chairman on points of order, matters of procedure or arising incidentally out of the business of a general meeting is conclusive, as it is the Chairman's decision, acting in good faith on whether a point or matter is of this nature.
89. A Director shall, notwithstanding that he is not a member, be entitled to receive notice of and to attend and speak at all general meetings of and at any separate meeting of the holders of any class of shares in the Company. Directors' entitlement
90. The chairman may, with the consent of the meeting at which a quorum is present and if directed by the meeting shall, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business that might be transacted or left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. Chairman's power to adjourn
91. If the Chairman in good faith rules out of order an amendment proposed to a resolution under consideration by a meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. No invalidation by error
92. (a) Subject to the Listing Requirements, any resolution set out in the notice of any general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting and put to the vote of the General Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:- Demand for poll
- (i) by the Chairman; or
- (ii) by at least three (3) members present in person or by proxy or by attorney or in the case of a corporation by a representative and entitled to vote thereat; or
- (iii) by a member or members present in person or by proxy or by attorney or in the case of a corporation by a representative and representing not less than one-tenth (1/10) of the total voting rights of all the members having the right to vote at the meeting, excluding any voting rights attached to shares in the Company held as treasury shares; or
- (iv) by a member or members present in person or by proxy or by attorney or in the case of a corporation by a representative and representing not less than one-tenth (1/10) of the total voting rights of all the members having the right to vote at the meeting, excluding any voting rights attached to shares in the Company held as treasury shares.
- (b) Unless a poll is so demanded in accordance with the foregoing provision, a declaration by the Chairman of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, and an entry to that

effect in the book containing the minutes of the proceedings of the Company pursuant to Section 343 of the Act, shall be conclusive evidence of the fact without proof of the number or proportion of the validity of the votes recorded in favour of or against the resolution.

93. The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to demand, or join in demanding a poll, and, for the purposes of the last preceding Clause, a demand by a person as proxy for a member shall be the same as a demand by the member. Authority of proxy to demand poll
94. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. Continuance of meeting despite poll
95. (a) The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and notice must be given of a poll not taken immediately. Withdrawal of demand for a poll
- (b) Subject to the Act and Listing Requirements, the Chairman of a meeting can take any action he considers appropriate:-
- (i) For proper and orderly conduct of business at general meetings. This may include, demanding that debate or discussion on any business, question, motion or resolution being ended or that the business, question, motion or resolution be put to a vote of the shareholders; or
- (ii) So that the meeting reflects the wishes of the majority.
- (c) The Board can ask shareholders or proxies wanting to attend a general meeting to submit themselves to searches or other security arrangements which the Board may decide. The Board can, in their discretion, refuse entry to, or remove from, a general meeting, a shareholder or proxy who does not submit to those searches or comply with those security arrangements. Security arrangements may include, shareholders or proxy not being allowed into a general meeting with recording or broadcasting devices or being in possession of any such materials, devices, accessories or publications which the Chairman of the meeting considers as to be dangerous, offensive, or liable to cause disruption.
96. (a) If a poll is duly demanded it shall be taken in such manner as the Chairman directs (including (without limitation) the use of ballot or voting papers or tickets or electronic devices) and he may (and if so directed by the meeting shall) appoint at least one (1) scrutineers (who need not be members) which must not be an officer of the Company or its related corporation, and must be independent for the purposes of a poll, and may adjourn the meeting to a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. Manner of poll
- (b) If any votes shall have been counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting or at any adjournment thereof and unless in the opinion of the Chairman (whose decision shall be final and conclusive) at the meeting or any adjournment thereof as the case may be, it shall be of sufficient importance to vitiate the result of the voting.
97. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote he may have. Chairman's casting vote
98. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chairman directs not being more than thirty (30) days from the date of the meeting or adjourned meeting at which the poll was demanded, but any poll Time for poll

demanded on the election of a Chairman of a meeting, or on any question of adjournment shall be taken forthwith at the meeting and without adjournment.

99. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case, at least seven (7) clear days' notice shall be given specifying the time and place at which the poll is to be taken. Such notice shall be given (except for the period of notice) as in the case of the meeting at which the poll was demanded or (if such meeting was an adjourned meeting) as in the case of the original meeting.
- Notice of poll

#### RIGHTS AND VOTES OF MEMBERS

100. Subject to Clauses 47 and 77 and any special rights or restrictions for the time being attached to any class or classes of shares, at meetings of members or classes of members, each member shall be entitled to be present and to vote at any general meeting of the Company either personally or by proxy or by attorney and to be reckoned in a quorum in respect of shares fully paid and in respect of partly paid shares upon which all calls due to the Company have been paid.
- Rights and votes of members
101. Subject to Clauses 47 and 77 and any special rights or restrictions as to voting attached to any class or classes of shares by or in accordance with this Constitution, on a show of hands every person present who is a member or proxy or an authorised corporate representative, or holder of preference shares or attorney or other duly authorised representative shall have one (1) vote and in the case of a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one (1) vote for every share held by him upon which all calls due to the Company have been paid. A person entitled to more than one (1) vote need not use all his votes or cast all the votes he uses on a poll in the same way. Subject to Clauses 47 and 77, the shares held or represented by a member present in person or by proxy or by attorney or other duly authorised representative shall, in relation to shares of a Depositor, be the number of shares entered against his name in the Record of Depositors.
- Voting rights on a poll and on a show of hands
102. On a poll, votes may be given either personally or by proxy or attorney, and a member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.
- Casting of votes by member
103. (a) A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote, whether on a show of hands or on a poll, by his committee or by such other person as properly has the management of his estate, and any such committee or other person may vote by proxy or attorney. Evidence to the Directors' satisfaction of the person claiming to exercise the right to vote shall be deposited at the Office, at least forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll. If this is not done, the right to vote shall not be exercisable.
- Unsound mind etc.
- (b) The legal personal representative of a deceased member or the person entitled under Clause 46 to any share in consequence of the death or bankruptcy of any member may vote at any general meeting in respect thereof in the same manner as if he was the registered holder of such shares provided that not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, he shall satisfy the Directors of his right to any share in consequence of the death or bankruptcy of any member unless the Directors shall have previously admitted his right to vote in respect thereof.

104. No member shall vote at any general meeting or at any separate meeting of the holders of any class of shares in the Company, either in person or by proxy or attorney, nor be counted as one of the quorum in respect of any share held by him unless all calls and other moneys presently payable by him in respect of that share have been paid. No vote unless calls paid
105. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive. Restriction on objections
106. (a) A member of the Company entitled to attend and vote is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead (whether by a show of hands or poll) and the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. Appointment of proxies
- (b) In every notice calling a general meeting, there shall appear with reasonable prominence a statement that a member entitled to attend and vote at a meeting of the Company, or at a meeting of any class of members of the Company, may appoint not more than two (2) proxies to attend the meeting, provided that the member specifies the proportion of the members shareholdings to be represented by each proxy failing which the appointments shall be invalid. A proxy may but need not be a member and there shall be no restriction as to the qualification of the proxy.
- (c) Where a member is an Authorised Nominee, it may appoint at least 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.
- (d) Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”), there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
107. (a) The instrument appointing a proxy shall be in writing, and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, shall be deposited at the Office, or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. The Company may specify a fax number and may specify an electronic address in the notice of meeting, for the purpose of receipt of proxy appointments subject to the rules, regulations and laws at that time specified therein. Instruments of proxy
- (b) The Company shall be entitled and bound:-
- (i) to reject any appointment of proxy if the member is not shown to have any shares entered against his name in the Register and/or subject to Clause 47, the Record of Depositors made available to the Company;
- (ii) to accept as the maximum number of votes which in aggregate the proxy appointed by the member is able to cast on a poll the aggregate number of shares which is entered (i) against the name of that member in the Register and/or, the Record of Depositors made available to the Company or (ii) in the case of a member who is a Depositor and an Authorised Nominee, against the Securities Account number and name of the beneficial owner

for whom the Authorised Nominee is acting as shown in the Record of Depositors made available to the Company whether that number is greater or smaller than the number specified in any instrument of proxy executed by or on behalf of that member;

- (iii) where a member of the Company is an Authorised Nominee, to accept the appointment of one (1) proxy in respect of each Securities Account it holds to which ordinary shares in the Company are credited. Each appointment of proxy by an Authorised Nominee may be made separately or in one instrument of proxy and specify the Securities Account number and the name of the beneficial owner for whom the Authorised Nominee is acting; and
- (iv) where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.

108. The instrument appointing a proxy shall be in the following form or in such other form as the Directors may approve or in any particular case may accept:- Form of proxy

COMPUGATES HOLDINGS BERHAD (669287-H)  
(Incorporated in Malaysia)

CDS Account No.	
No. of Shares Held	

I/We, \_\_\_\_\_, (NRIC/Company No. \_\_\_\_\_)  
of (full address) \_\_\_\_\_

being a member/members of COMPUGATES HOLDINGS BERHAD hereby appoint

<b>Name of Proxy</b> <i>(Full Name)</i>	<b>NRIC No./Passport No.</b>	<b>% of Shareholding to be Represented</b> <i>(Refer to Note 2)</i>
Address		

and/or failing him/her

<b>Name of Proxy</b> <i>(Full Name)</i>	<b>NRIC No./Passport No.</b>	<b>% of Shareholding to be Represented</b> <i>(Refer to Note 2)</i>
Address		

or failing him/her, the CHAIRMAN OF THE MEETING as my/our proxy to vote for me/us and on my/our behalf at the Annual/Extraordinary General Meeting of the Company to be held on \_\_\_\_\_ *(Date & Day)* at \_\_\_\_\_ *(time)* at the \_\_\_\_\_ *(Address)* and/or any adjournment thereof to vote as indicated below in respect of the following Resolutions:-

Item	Agenda	For	Against

(Please indicate with a "X" in the space provided above on how you wish your vote to be cast. If you do not do so, the proxy will vote or abstain from voting at his discretion.)

Dated \_\_\_\_\_

\_\_\_\_\_  
Signature(s) of member(s)

**Notes:**

1. A member of the Company entitled to attend and vote is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead.
2. A member of the Company may appoint not more than two (2) proxies to attend the meeting, provided that the member specifies the proportion of the members shareholdings to be represented by each proxy, failing which, the appointments shall be invalid.
3. A proxy may but need not be a member and there shall be no restriction as to the qualification of the proxy.
4. Where a member is an Authorised nominee as defined under The Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”) there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
5. The instrument appointing a proxy shall be in writing, and the power of attorney or other authority (if any) under which it is signed or a notorially certified copy thereof, shall be deposited at the Registered Office of the Company situated at \_\_\_\_\_ not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
6. Subject to the Constitution, shareholders may deposit the instrument appointing the proxy by electronics means by way of submitting the instrument to the following e-mail address \_\_\_\_\_ not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
7. An instrument appointing a proxy shall in the case of an individual, be signed by the appointor or by his attorney duly authorised in writing and in the case of a corporation, be either under its common seal or signed by its attorney or in accordance with the provision of its constitution or by an officer duly authorised on behalf of the corporation.
8. In respect of deposited securities, only members whose names appear on the Record of Depositors on \_\_\_\_\_, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

109. An instrument appointing a proxy shall –

- (a) in the case of an individual, be signed by the appointor or by his attorney duly authorised in writing; and
- (b) in the case of a corporation, be either under its common seal or signed by its attorney or in accordance with its constitution or by an officer duly authorised on behalf of the corporation.

Instrument of proxy to be duly executed

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

Proxy form where choice for resolutions

111. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid, notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument of proxy, or of the authority under which the instrument of proxy was executed, or the transfer of the share in respect of which the instrument of proxy is given provided that no intimation in writing of such death, unsoundness of mind, revocation or transfer shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting (or in the case of a poll, before the time appointed for the taking of the poll) at which the instrument is used.

Validity of proxy

112. Every power, right or privilege herein given in these presents to any member of the Company to convene, attend, vote and in anyway take part in any meeting of the Company, may be exercised in the event of such member being out of Malaysia by any attorney, whether a member of the Company or not, duly appointed by such member for the purpose, by a power of attorney produced at the Office during business hours not less than two (2) clear days before the same is acted on. And any vote given or things done by such attorney shall be valid notwithstanding the previous death of the member giving such power of attorney or revocation of such power of attorney by other means

Power of Attorney

provided no intimation in writing of such death or revocation shall have been received at the Office before such vote is given or thing done.

113. Subject to the Act, the Listing Requirements and Clause 108, the Directors or any agent of the Company so authorised by the Directors, may accept the appointment of proxy received by electronic communication on such terms and subject to such conditions as they consider fit. The appointment of proxy by electronic communication shall be in accordance with this Constitution.

Appointment of proxy  
via electronic  
communication

For the purpose of this Clause, the Directors may require such reasonable evidence they consider necessary to determine:-

- (a) the identity of the member and the proxy; and
- (b) where the proxy is appointed by a person acting on behalf of the member, the authority of that person to make the appointment.

Without prejudice to this Clause, the appointment of proxy by electronic communication must be received at the electronic address specified by the Company in any of the following sources and shall be subject to any terms, conditions or limitations specified therein:-

- (a) Notice calling the meeting;
- (b) Instrument of proxy sent out by the Company in relation to the meeting; or
- (c) Website maintained by or on behalf of the Company.

An appointment of proxy by electronic communication must be received at the electronic address specified by the Company pursuant to this Clause not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, as the case may be at which he proposes to vote, and in default the instrument of proxy shall not be treated as valid.

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

### **REPRESENTATIVES OF CORPORATIONS**

114. Any corporation which is a member may by resolution of its board of directors or other governing body authorise such person or persons as it thinks fit to act as its representative at a particular meeting or at all meetings of the Company or of any class of members.
115. (a) A person so authorised shall in accordance with his authority and until his authority is revoked by such corporation be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual member and references to 'duly authorised representative' in this Constitution shall refer to such person so authorised.
- (b) If the corporation authorises more than one (1) person as its representative, every one of the representative is entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if every one of the representative is an individual member of the Company.

Appointment  
representative

Authority of  
representative



- (c) If the corporation authorises more than one (1) person and more than one (1) of the representatives purport to exercise the power on the above:
- (i) where the representatives purport to exercise the power in the same way, the power is treated as exercised in that way; or
  - (ii) where the representatives do not purport to exercise the power in the same way, the power is treated as not exercised.

#### DIRECTORS

116. The number of Directors including the Managing Director and the Deputy Managing Director, if any, shall not be less than two (2) nor more than twelve (12). All Directors of the Company shall be natural persons. Number of Directors
117. A Director shall not be required a share qualification but nevertheless shall be entitled to attend and speak at any general meeting of the Company. No share qualification
118. The fees of the non-executive Directors shall be a fixed sum and not by a commission on or percentage of profits or turnover, and such fee shall be divided amongst the non-executive Directors as they shall determine or failing agreement, equally. The salaries payable to executive Directors, may however, include such percentage of profits as the Directors may determine but shall not in any circumstances include a commission on or percentage of turnover. The Director shall (including alternate directors) also be paid such travelling, hotel or other expenses as may reasonably be incurred by them in the execution of their duties including such expenses incurred in connection with their attendance at meetings of Directors. If by arrangement with the other Directors any Director shall perform or render any duties or services outside his ordinary duties as a Director or shall make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or shall give special attention to the business of the Company as a member of a committee of Directors, the Directors may pay him special remuneration in a lump sum in addition to his ordinary remuneration. The fees of Directors, and any benefits payable to Directors shall be approved by Members annually at a general meeting. Remuneration of Directors
119. The Directors shall have power at any time to appoint any person a Director either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not be increased beyond the maximum number hereinbefore prescribed. Any Director so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at the meeting. Appointment by Board of Directors
120. Any Director may from time to time appoint any person who is approved by the majority of the Directors to be an alternate or substitute Director provided that such person is not a Director of the Company and does not act as an alternate for more than one Director of the Company. The appointee while he holds office as an alternate or substitute Director, shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director. An alternate Director shall receive his remuneration from the Director appointing him and not from the Company unless the Company be instructed in writing by the Director to pay any portion of his remuneration to such alternate Director. Any appointment so made may be revoked at any time by the appointor or by the majority of the other Directors. Any appointment or revocation under this Clause shall be effected by notice in writing to be delivered at the Office of the Company. An alternate Director shall ipso facto cease to be an alternate Director if his appointer for any reason ceases to be a Director. Alternate Director
121. No Director shall be disqualified by his office from holding any office or place of profit under the Company or under any company in which the Company shall be a shareholder Directors' interest in contract

or otherwise interested in conjunction with his office of Director (except that of auditor) or from contracting with the Company either as vendor, purchaser, or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director be liable to account to the Company for any profit arising from any such office or place of profit or realised by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relations thereby established provided always that Sections 221, 222 and 228 and all other relevant provisions of the Act and this Constitution are complied with. A Director who is in any way, whether directly or indirectly, interested in a contract entered into or proposed to be entered into by the company, unless the interest is one that need not be disclosed under Section 221 of the Act, shall be counted only to make the quorum at the meeting of the Directors but shall not participate in any discussion while the contract or proposed contract is being considered during the meeting and shall not vote on the contract or proposed contract.

122. Subject to the provisions of the Act, any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as auditor of the Company. Director may act himself or by his firm in professional capacity
123. A general notice given to the Board by a Director to the effect that the Director is an officer or member of a specified corporation or a member of a specified firm and is to be regarded as interested in any contract which may, after the date of the notice, be made with that corporation or firm shall be deemed to be a sufficient declaration of interest in relation to any contract made if the notice specifies the nature and extent of the Director's interest in the specified corporation or firm and the interest is not different in nature or greater in extent than the nature and extent so specified in the general notice at the time any contract is so made. Such notice shall be of no effect unless the notice is given at a meeting of the Directors or the Director takes reasonable steps to ensure that the notice is brought up and read at the next meeting of the Directors after it is given. Disclosure of interest

#### **MANAGING DIRECTOR / EXECUTIVE DIRECTOR**

124. The Directors may from time to time appoint any one or more of their body to be Managing Director/Deputy Managing Director and/or Executive Director for such period and upon such terms as they think fit and subject to the terms of any agreement entered into, in any particular case, may vest in such Managing Director, Deputy Managing Director or Executive Director as may be appointed by them such of the powers hereby vested in the Directors generally upon such terms and conditions and with such restrictions as they think fit and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers as they think fit provided that no Managing Director or Deputy Managing Director may be appointed for a fixed term exceeding three (3) years. The Managing Director or Deputy Managing Director shall be subject to the control of the Board. Appointment of Managing Director
125. The remuneration of a Managing Director, a Deputy Managing Director and an Executive Director given due to his office as executive or management position, if any, shall be fixed by the Directors and may be by way of salary or commission or participation in profits or otherwise or by any or all of these modes, but shall not be a commission on or percentage of turnover but it may be a term of their appointment that they shall receive pension, gratuity or other benefits upon their retirement. The remuneration of a Director(s) appointed to an executive position under Clause 126 shall be determined by the Board and can either be in addition to or in lieu of his/their fee as a Director. Remuneration of Managing Director

126. The Managing Director or Deputy Managing Director, shall subject to provisions of the contract, if any, between him and the Company, be subject to the same provisions as to retirement by rotation in accordance with this Constitution, resignation and removal as the other Directors of the Company and, if he ceases to hold the office of Director for any cause, he shall ipso facto and immediately cease to be Managing Director or Deputy Managing Director, as the case may be.

Resignation and removal of Managing Director

### POWERS AND DUTIES OF DIRECTORS

127. The business of the Company shall be managed by, or under the direction of the Directors who may pay all such expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by law or by this Constitution required to be exercised or done by the Company in general meeting, but the exercise of all such powers shall be subject to and in accordance with the provisions of any law and of this Constitution and shall also be subject to and in accordance with any regulations or provisions made by the Company in general meeting, provided that no regulation so passed shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.
128. The Directors may from time to time by power of attorney under Seal or such other manner authorised by the Act, appoint any corporation, firm or person or body of persons whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (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 powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretion vested in him.
129. Subject to the provisions of the Act, the Directors shall not acquire an undertaking or property of a substantial value or dispose of the whole or substantially the whole of the undertaking of the Company unless approval of the Members at a general meeting has been obtained.
130. 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.
131. The Directors may from time to time provide for the management and transaction of the affairs of the Company in any specified locality in any part of the world in such manner as they think fit.

Business of Company to be managed by Directors

Power to appoint attorneys

Acquisition and disposal of undertaking or property

Power to have a Seal for use abroad

Management in specified locality

### DISQUALIFICATION OF DIRECTORS

132. The office of a Director shall be vacated if the person holding that office:-
- (a) becomes bankrupt and a receiving order in bankruptcy is made against him during his term of office or he makes any arrangement or composition with his creditors;
  - (b) resigns his office by giving a written notice to the Company at the Office;
  - (c) has retired in accordance with the Act or this Constitution but is not re-elected;
  - (d) is removed from office in accordance with the Act or this Constitution;

Office of Directors how vacated

- (e) becomes disqualified from being a director under the Act and the Listing Requirements;
- (f) 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;
- (g) dies; and
- (h) is absent from more than 50% of the total Board meetings held during a financial year.

133. Any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless prior to the doing of such act, written notice has been served upon the Directors or an entry has been made in the Directors' minutes book stating that such Director has ceased to be a Director of the Company.

Acts done in good faith by Director whose office is vacated

### ROTATION OF DIRECTORS

134. An election of Directors shall take place each year. At the Annual General Meeting of the Company where one-third of the Directors for the time being or if the number is not three (3) or a multiple of three (3) then the number nearest one-third shall retire from office provided always that all Directors including a Managing Director or Deputy Managing Director shall retire from office once at least in each three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.

Rotation and retirement of Directors

135. The Directors to retire in every year shall subject nevertheless as hereinafter provided, be the Directors who have been longest in office since their last election but as between those who became Directors on the same day, the Directors to retire shall (unless they otherwise agree among themselves) be determined by lot. The length of time a Director has been in office shall be computed from his last election or appointment when he has previously vacated office.

Which Directors to retire

136. The Company at the meeting at which a Director retires may fill the vacated office by electing a person thereto and in default thereof, the retiring Director shall, if offering himself for re-election and not being disqualified under the Act from holding office as a Director, be deemed to have been re-elected unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the meeting and lost. A retiring Director shall be deemed to have offered himself for re-election unless he has given notice in writing to the Company that he is unwilling to be re-elected.

Filling of vacancy

137. No person, not being a retiring Director, shall be eligible for election to the office of Director at any general meeting unless a Member intending to propose him for election has, at least eleven (11) clear days before the meeting, left at the Office a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such Member to propose him for election, provided that in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary, and notice of each and every candidature for election to the Board shall be served on the registered holders of shares at least seven (7) days before the meeting at which the election is to take place. The cost of serving the notice as aforesaid on the registered holders of shares where the nomination is made by a Member, shall be borne by the Member making the nomination.

Notice of intention to appoint Directors

138. The Company may from time to time in general meeting increase or reduce the number of Directors, and determine in what rotation such increased or reduced number is to retire from office.

Number of Directors may be increased or reduced

139. The Company may by Ordinary Resolution at a meeting of which special notice has been given in accordance with Section 206 of the Act, remove any Director before the expiration of the Director's tenure of office notwithstanding any provision of this Constitution or of any agreement between the Company and such Director but without prejudice to any claim he may have for damages for breach of any such contract, and may, if thought fit, by Ordinary Resolution of which special notice has been given, appoint any other person as a Director in his place. The person so appointed shall be treated, for the purpose of determining the time at which he or any other Director is to retire, as if he had become a Director on the day on which the person in whose place he is appointed was last appointed a Director. In default of such appointment the vacancy so arising may be filled by the Directors as a casual vacancy.
- Removal of Director

### PROCEEDINGS OF DIRECTORS

140. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meeting as they think fit and determine the quorum necessary for the transaction of business. Meeting of the Directors may be held in or outside Malaysia. Until otherwise determined, two (2) Directors for the time being shall form a quorum and a meeting of the Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under this Constitution for the time being vested in or exercisable by the Directors generally.
- Directors' meetings and quorum
141. On the request of a Director, the Secretary shall at any time summon a meeting of the Directors by notice served upon every Director who is in Malaysia. Notice of every meeting of Directors shall be given in writing and shall be served on each Director entitled to receive the notice either personally or by other forms of electronic communications or sending it by post to him at his registered address for the service of such notice.
- Notice calling meeting of Directors
142. The Directors may from time to time elect and remove a chairman and a deputy chairman from amongst themselves and they shall determine the period for which they are to hold office but if no chairman or deputy chairman is elected or if at any meeting of Directors the chairman or the deputy chairman (if any) is not present within fifteen (15) minutes after the time appointed for holding the same, the Directors present shall choose one (1) of their number to be chairman of such meeting.
- Chairman and deputy chairman of Directors
143. Subject to the provisions of this Constitution, question arising at any meeting shall be decided by a majority of votes of the Directors present, each Director having one (1) vote. In case of an equality of votes, the chairman shall have a second or casting vote provided always that the chairman of a meeting at which only two (2) Directors are present or at which only two (2) Directors are competent to vote on the questions at issue shall not have a second or casting vote.
- Chairman has casting vote
144. A member of the Board, or a committee of the Directors, may participate in a meeting of the Board or the committee of the Directors by means of a conference telephone, electronic or any communication facilities which allows all persons participating in the meeting to hear each other. A participant shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly notwithstanding the fact that he is not physically present at the venue where the meeting is to be held. The meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.
- Meetings by means of conference telephone, electronic or any communication facilities
145. The remaining Directors may continue to act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of meetings of Directors, the remaining Director(s) may, except in an emergency, act only for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Company but for no other purpose.
- Remaining Directors may act notwithstanding vacancy

## COMMITTEES OF DIRECTORS

146. The Directors may establish any committees, local boards or agencies for managing any of the affairs of the Company, either in Malaysia or elsewhere, and may lay down, vary or annul such rules and regulations as they may think fit for the conduct of the business thereof, and may appoint any person or persons to be the member or members of any such committee or local board or agency and may fix their remuneration and may delegate to any such committee or local board or agency any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the member or members of any such committee or local board or agency or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no persons dealing in good faith and without notice of any such annulment or variation shall be affected thereby. Committees
147. Subject to any rules and regulations made under the provision of this Clause, a committee may meet and adjourn as it thinks proper and questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote except where only two members of the committee are competent to vote on the question at issue or are the quorum present at the meeting. Meetings of committees
148. A committee may elect a Chairman of its meeting; if no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting. Chairman of committee

## VALIDATION OF ACTS OF DIRECTORS

149. All acts done at any meeting of the Directors, or of a committee of Directors, or by any person acting as a Director, shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors or person acting as aforesaid, or that they or any of them were disqualified, or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director. Validity of acts of Directors and committee

## DIRECTORS' CIRCULAR RESOLUTION

150. A resolution in writing signed or approved by a majority of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted. All such resolutions shall be described as "Directors' Circular Resolutions" and may consist of several documents in like form each signed by one or more Directors or their alternates and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the minutes book of board proceedings. A Directors' Circular Resolution shall be inoperative if it shall purport to authorise or to do any act which a meeting of Directors has decided shall not be authorised or done, until confirmed by a meeting of the Directors. The expressions of "in writing" or "signed" include approval by legible confirmed transmission by facsimile or other forms of electronic communications. Resolution in writing binding
151. The meetings and proceedings of any such committee of Directors, if consisting of two (2) or more members shall be governed by the provisions of this Constitution for regulating the meetings and proceedings of the Directors so far as the same are applicable and are not superseded by any regulations made by the Directors under this Constitution. Meeting and proceedings of a committee

152. In the case of a committee of Directors consisting of three (3) or more members, questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of any equality of votes the chairman of such meeting shall have a second or casting vote and in the case of a committee of Directors consisting of two (2) members only the decision be arrived at in such manner as shall be determined by regulations by the Directors.

Decision by a committee

### BORROWING POWERS

153. The Directors may from time to time at their discretion raise or borrow for the purpose of the Company such sums of moneys as they think proper. The Directors shall not borrow any money or mortgage or charge any of the Company's or its subsidiaries' undertaking, property or any uncalled capital, or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.
154. The Directors may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of bonds, perpetual or redeemable, debentures or debenture stock or any mortgage, charge or other security on the undertaking or the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.
155. The Company may in general meeting grant a right for the holders of bonds, debentures, debenture stock or securities to exchange the same for the shares in the Company authorised to be issued.
156. Subject as aforesaid, the Directors may secure or provide for the payment of any moneys to be borrowed or raised by mortgage of or charge upon all or any part of the undertaking or property of the Company, both present and future, and any capital remaining unpaid upon shares of the Company, whether called up or not or by any other security, and the Directors may confer upon any mortgagees or persons in whom any debentures, debenture stock or security is vested, such rights and powers as they think necessary or expedient; and they may vest any property of the Company in trustees for the purpose of securing any money so borrowed or so raised, and confer upon the trustees or any receiver to be appointed by them or by any debenture holder, such rights and powers as the Directors may think necessary or expedient in relation to the undertaking or property of the Company, or the management, or the realisation thereof, of the making, receiving or enforcing of calls upon the Members in respect of unpaid capital and otherwise, and may make and issue debentures to trustees for the purpose of further security, and any such trustees may be remunerated.
157. The Directors may give security for the payment of any moneys payable by the Company in like manner as for the payment of money borrowed or raised, but in such case the amount shall be reckoned as part of the money borrowed.
158. Debentures, debenture stock or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.
159. Any debentures, debenture stock, bonds or other securities may be issued with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at general meetings of the Company, appointment of Directors and otherwise.
160. The Directors shall cause proper register to be kept in accordance with the provisions of the Act of all charges specifically affecting the property of the Company and all floating charges on the undertaking or any property of the Company and shall duly comply with the requirements of the Act in regard to the registration of charges therein specified and otherwise.

Power to borrow

Conditions on which money may be borrowed

Exchange for shares

Nature of security

Security for payments due

Securities may be assignable free from equities

Securities may be issued with special privileges

Register of charges to be kept

161. If the Directors or any of them, or any other persons shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.
- Power of Directors to indemnify out of Company asset

#### MINUTES

162. The Directors shall cause minutes to be duly entered in books provided for the purposes:-
- Minutes
- (a) of all appointments of officers made by the Directors;
  - (b) of all the names of the Directors present at each meeting of the Directors and of any committee of Directors;
  - (c) of all resolutions and proceedings of all meetings of the Company and of any class of Members, of the Directors and of any committee of Directors; and
  - (d) of all orders made by the Directors and committee of Directors.
163. The record of proceedings of a meeting of the Directors or of any committee, or a meeting of Members, purporting to be signed by the chairperson of that meeting or by the chairperson of the next meeting is sufficient evidence of the proceedings at the meeting.
- Signature on record of proceedings

#### COMMON SEAL AND SHARE SEAL

164. (a) Subject to the Act and the Listing Requirements, the Directors may adopt a Common Seal and/or a Share Seal for use by the Company, and if so adopted, the name of the Company and its registration number shall be engraved in legible romanised characters on the seal. The Company's existing Common Seal and Share Seal adopted and in force and operative prior to the commencement of the Act and the adoption of this Constitution shall have effect as if made and adopted under this Constitution and the Act.
- Seal
- (b) The Directors shall provide for the safe custody of the Common Seal and Share Seal of the Company which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors on that behalf, and every instrument to which the Common Seal and Share Seal of the Company shall be affixed shall be signed by at least two authorised officers, one of whom shall be a Director and another counter-signatory shall be either the Secretary or a second Director or by some other person appointed by the Directors for the purpose, save and except that the Directors may by resolution determine, either generally or in any particular case, that any such signature may be affixed by some mechanical means to be specified in such resolution, provided that the use of such means is by such resolution restricted to a certificate or other document of title in respect of any share, stock, debenture or other marketable security created or issued by the Company to be given under the Common Seal or Share Seal of the Company. A document may also be executed in accordance with Section 66(2) of the Act and such execution shall have the same effect as if the document is executed under the Common Seal or Share Seal of the Company.
- Custody and use of Seal

#### SECRETARY

165. (a) The Secretary or Secretaries shall, in accordance with the Act, be appointed by the Directors for such term, at such remuneration, and upon such conditions as the Directors think fit and any Secretary or Secretaries so appointed may be removed by them. The Directors may from time to time by resolution appoint a
- Appointment of Secretary('ies')



temporary substitute for the Secretary or Secretaries who shall be deemed to be the Secretary during the term of his appointment.

- (b) The Secretary may resign from his office in accordance with the Act and any resignation shall be effective within thirty (30) days of the notice of resignation. The Board shall appoint another person as Secretary within thirty (30) days of receipt of the outgoing Secretary's notice of resignation in compliance with the Act.

Resignation of  
Secretary

#### AUTHENTICATION OF DOCUMENTS

166. Any Director or the Secretary of the Company or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the Constitution of the Company including (without limitation):

Power to authenticate

- (a) any documents affecting the Constitution;
- (b) any minutes of or resolutions passed by the Company, the Directors, any committee of Directors or any local board; and
- (c) any books, records, documents and accounts relating to the Company's business,
- and to certify copies of or extracts from them as true copies or extracts.

167. Any authentication or certification of such Constitution, minutes, resolutions, extracts from the minutes or resolutions, books, records, documents, accounts or any other documents affecting the Constitution of the Company in accordance with the provisions of this Clause shall be conclusive evidence to the extent of the authentication or certification in favour of all persons dealing with the Company in reliance on it.

Conclusive evidence

#### DIVIDENDS AND RESERVE FUND

168. The Directors may subject to the Act, from time to time declare dividends, if the Company is solvent, but no such dividend shall be payable except out of profits of the Company, provided that the Directors may, if they think fit, from time to time pay to the Members such interim dividends as appear to them to be justified by the profits of the Company. No higher dividend shall be paid than is recommended by the Directors. The Directors may only authorise the payment of any dividends (including interim dividends) if they are satisfied that the Company will in accordance with the Act, be solvent immediately after the payment of dividends is made.

Dividends

169. Subject to the provisions contained and to the rights of Members whose shares have been issued with special rights as to dividend, every dividend shall be paid to the Members in proportion to the amounts paid up on their shares. For the purposes of this Clause, no amount paid on a share in advance of calls shall be treated as paid up on such share. Where capital is paid up during a period in respect of which a dividend is declared such capital shall entitle the holder, unless otherwise provided as to the term of the issue, only to an apportioned amount of such dividend as from the date or dates of payment of such capital.

Dividends in  
proportion to amounts  
paid up

170. The Directors may, before recommending 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 the purchase of the Company's own shares, or for the gradual liquidation of any debt or liability of the Company, or shall, with the sanction of the Company in general meeting be, as to the whole or in part, applicable for equalising dividends, or for distribution by way of bonus among the Members and Directors of the Company for the time being on such terms and in such manner as the Company in general meeting shall from time to time determine, and pending such application, the Directors may employ the sums from time to time so set apart as aforesaid in the business of the Company, or invest the same in such securities as they may select with full power to employ the assets constituting

Creation of reserve  
fund and distribution  
of bonus

the reserve fund in the business of the Company and without being bound to keep them separate from the other assets. The Directors may also from time to time carry forward such sums as may be deemed expedient in the interests of the Company.

171. Any general meeting declaring a dividend may resolve that such dividend be paid wholly or in part by the distribution of specific assets, including treasury shares (as defined in the Act) in the Company, and/or paid up shares, stock, debentures or debenture stock of any other company, or in any one or more of such ways. Dividends paid by distribution in specie
172. The Directors may retain any dividends on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists as hereinbefore provided by this Constitution. Debts may be deducted from dividends
173. The Directors may retain the dividends payable on shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a Member or which any person under those provisions is entitled to transfer until such person shall become a Member in respect of such shares or shall duly transfer the same. No such dividend shall bear interest as against the Company. Retention of dividend
174. When a share is issued after the commencement of any financial year it shall, unless otherwise provided by the terms of issue, rank pari passu with previously issued shares as regards any dividend subsequently declared in respect of such year. Ranking for dividend
175. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer, provided that any dividend declared on Deposited Securities shall accrue to the Depositors whose names appear on the Record of Depositors issued to the Company or its share registrar pursuant to the Rules. Right to dividend in respect of a transferred share
176. All dividends unclaimed for one (1) year after being payable may be dealt with in accordance with the provisions of the Unclaimed Moneys Act, 1965. Unclaimed dividends
177. Every dividend shall belong and be paid (subject to the Company's lien) to those Members who shall be on the Register of Members and/or the Records of Depositors at the date fixed for the payment of such dividend, notwithstanding any subsequent transfer or transmission of shares. Register
178. The Directors may deduct from the dividends payable to any Member all such sums as may be due from him to the Company on account of calls or otherwise. Deduction
179. Unless otherwise directed by the Company in general meeting, any dividend, interest or other money payable in cash in respect of shares or Securities may be paid by banker's draft, money order, cheque or warrant sent through the post of the registered address of the Member or person entitled who is named in the Register of Members or as the Member or person entitled in writing may direct or by way of telegraphic transfer or electronic transfer or remittance to such account as designated by such Member or the person entitled. Every such banker's draft, money order, cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be made payable to the order of the person to whom it is sent. No unpaid dividend or unpaid interest shall bear interest as against the Company. Payment by banker's draft, money order, cheque, telegraphic transfer or electronic transfer and unpaid dividend to bear no interest
180. The banker's draft, money order, cheque or warrant, telegraphic transfer, electronic transfer or remittance shall operate as a good and full discharge to the Company in respect of the payment represented thereby, notwithstanding that in the case of payment by banker's draft, money order, cheque or warrant, it may be subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such banker's draft, money order, cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be sent at the risk of the person entitled to the money thereby represented. Company not responsible for loss in post or telegraphic transfer or electronic transfer

## CAPITALISATION OF PROFITS AND RESERVES

181. Subject to the Act and the Listing Requirements, the Company may, upon the recommendation of the Directors, by Ordinary Resolution resolve that it is desirable to capitalise any sum for the time being standing to the credit of any of the Company's reserve accounts or any sum standing to the credit of the profit and loss account or otherwise available for distribution, provided that such sum be not required for paying the dividends on any shares carrying a fixed cumulative preferential dividend and accordingly that the Directors be authorised and directed to appropriate the sum resolved to be capitalised for distribution amongst the Members holding shares in the Company in the proportions in which such sum would have been divisible amongst them had the same been applied or been applicable in paying dividends and to apply such sum on their behalf either in or towards paying up the amounts (if any) for the time being unpaid on any shares held by such Members respectively, or in paying up in full unissued shares or debentures of the Company to be allotted and distributed and credited as fully paid up to and amongst such Members in the proportion aforesaid or partly in one way and partly in the other.
182. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the sum resolved to be capitalised thereby and all allotments and issues of fully paid shares or debentures (if any) and generally shall do all acts and things required to give effect thereto with full power to the Directors to make such provision by way of crediting the Securities Account of the allottees with such shares or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions and also to authorise any person to enter on behalf of all the Members interested into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions of the sum resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares and any agreement made under such authority shall be effective and binding on all such Members.

Power to capitalise profits

Implementation of resolution to capitalise profits

## ACCOUNTS

183. The Directors and managers of the Company shall cause to be kept such accounting and other records as are necessary to comply with the provisions of the Act and shall cause those records to be kept in such manner as to enable them to be conveniently and properly audited.
184. Subject to the provision of Section 245 of the Act, the accounting and other records shall be kept at the Office or at such other place or places as the Directors think fit. No Member (other than a Director) shall have any right of inspecting such accounting and other records of the Company except as is conferred by law or authorised by the Directors or by an Ordinary Resolution of the Company.
185. In accordance with the provisions of the Act and the Listing Requirements, the Directors shall cause to be prepared and to be laid before the Company in general meeting such financial statements and Directors' report. The interval between the close of the financial year of the Company and the issue of the audited financial statements together with the Directors' and Auditors' Reports shall not exceed four (4) months or such time frame as may from time to time be determined under the Act or the Listing Requirements.
186. A copy of every audited financial statements which is to be laid before a general meeting of the Company (including every document required by the Act or the Listing Requirements to be annexed thereto) together with a copy of the Auditors' Report relating thereto and of the Directors' Report, in printed form or in CD-ROM form or in

Directors to keep proper accounts

Location and inspection

Presentation of financial statements

Copies of financial statements

such form of electronic means or any combination thereof, shall at least twenty-one (21) days before the date of the meeting be sent to every Member and every holder of debentures (if any) of the Company, every auditor of the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or this Constitution; provided that this Clause shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or the person entitled thereto in consequence of the death or bankruptcy of the holder or otherwise but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.

#### AUDITORS

187. Auditors shall be appointed and their duties regulated in accordance with the Act. Appointment of auditors
188. Subject to the provisions of the Act all acts done by any person acting as an auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment. Validity of acts of auditors in spite of some formal defect

#### NOTICES

189. Subject to the Act and any regulations made thereunder and the Listing Requirements, a notice or documents (including Annual Report) which is required or permitted to be given, sent or served under the Act or under this Constitution by the Company or the Secretary, may be given, sent or served in the following manner:- Service of notices
- (a) if in hard copy or in the form of electronic media (including compact disc read-only memory or digital video disc read-only memory), by serving such notice or documents either personally, or through the post in prepaid letter or through airmail for such address outside Malaysia:-
- (i) to the Member at his last known address provided to the Company;
  - (ii) to Director at the address as appearing in the Register of Directors; and
  - (iii) to the auditor at the last known address provided to the Company.
- (b) if in electronic mail or other electronic means:-
- (i) by serving such notice or documents to the last known Electronic Address as provided by the Member, the Directors and auditor to the Company for such purpose, or through any other electronic means or form of electronic transmission; or
  - (ii) by publication of the notice or documents on the Company's website, provided that a notification in writing to the Members, Directors and auditor of such publication and the designated website address where such notice or documents may be downloaded via hard copy or electronic email or short messaging service has been given in accordance with the Act and Listing Requirements; or
  - (iii) by using any other electronic platform maintained by the Company or third parties that can host the information in a secure manner for access by Members provided that a notification of the publication or availability of the notice or document on the electronic platform via hard copy or electronic mail or short messaging service has been given to them accordingly;

provided always that if the notices or documents are sent by electronic means, any Member may request for a hardcopy of the notices or documents at the Office.

- (c) Any notice or document shall be made available on the website throughout the period beginning from the date of the notification referred to in Clause 77 until the conclusion of the meeting.
- (d) Where it relates to documents required to be completed by members/ securities holders for a rights issue or offer for sale, the Company must send these documents through electronic mail, in hard copy or in any other manner as the Exchange may prescribe from time to time.

190. A Member's address, Electronic Address and any other contact details provided to Depository shall be deemed as the last known address, Electronic 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 for service
191. A person entitled to a share in consequence of the death or bankruptcy of a Member or otherwise upon supplying to the Company and the Depository such evidence as the Directors may reasonably require and as the Depository may require to show his title to the share, and upon supplying also an address for the service of notice, shall be entitled to have served upon him at such address any notice or document to which the Member but for his death or bankruptcy or otherwise would be entitled and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share. Save as aforesaid any notice or document delivered or sent by post to or left at the registered address of any Member in pursuance of this Constitution shall (notwithstanding that such Member be then dead or bankrupt or otherwise not entitled to such share and whether or not the Company have notice of the same) be deemed to have been duly served in respect of any share registered in the name of such Member. Service of notices after death etc. of a Member
192. Any notice or document shall be deemed to have been served by the Company:- When service effected
- (a) where the notice or document is sent in hard copy by post and whether by airmail or not, on the day following that on which the envelope or wrapper containing the same is posted, and in proving such service by post it shall be sufficient to prove that the letter or wrapper containing the same was properly addressed and put into the post office as prepaid letter or wrapper.
  - (b) where the notice or document is sent by electronic means:-
    - (i) via electronic form, at the time of transmission to a Member's Electronic Address pursuant to Clause 189(b)(i), provided that the Company has record of electronic communication being sent and that no written notification of delivery failure received by the Company; or
    - (ii) via publication on the Company's website, on the date the notice or document is first made available on the Company's website provided that the notification on the publication of notice or document on the website has been given pursuant to Clause 189(b)(ii); or
    - (iii) via electronic platform maintained by the Company or third parties, 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 pursuant to Clause 189(b)(iii).

In the event that service of a notice or document pursuant to Clause 189(b) is unsuccessful, the Company must, as soon as practicable from discovery of delivery failure, make alternative arrangements for service by serving the notice or document in hard copy in accordance with Clause 189(a).

193. Notice of every general meeting shall be given in manner hereinbefore authorised to:-

Notice of General Meeting

- (a) every Member at his registered address as appearing in the Record of Depositors;
- (b) the Directors;
- (c) the auditor for the time being of the Company;
- (d) every person entitled to a share in consequence of the death or bankruptcy or otherwise of a Member who but for the same would be entitled to receive notice of the meeting; and
- (e) the Exchange.

Save as otherwise provided in this Constitution or in the Act, no other person shall be entitled to receive notice of general meetings.

#### WINDING UP

194. If the Company is wound up (whether the liquidation is voluntary, under supervision, or by the Court) the liquidator may, with the authority of a Special Resolution, divide amongst the Members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of the same kind or shall consist of properties of different kinds and may for such purpose set such value as he deems fair upon any one or more class or classes of property to be divided as aforesaid and may determine how much division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like authority, vest the whole or any part of the assets in trustees upon such trusts for the benefit of Members as the liquidator with the like authority thinks fit and the liquidation of the Company may be closed and the Company dissolved but so that no Member shall be compelled to accept any shares or other securities in respect of which there is a liability.

Distribution of assets in specie

195. Save that this Constitution shall be without prejudice to the rights of holders of shares issued upon special terms and conditions the following provisions shall apply:-

Distribution of assets

- (a) If the Company shall be wound up and the assets available for distribution among the Members as such shall be insufficient to repay the whole of the paid up capital such assets shall be distributed so that as nearly as may be the losses shall be borne by the Members in proportion to the capital paid up or which ought to have been paid up at the commencement of the winding up, on the shares held by them respectively; and
- (b) If in the winding up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed among the Members in proportion to the capital paid up, at the commencement of the winding up, on the shares held by them respectively.

#### SECRECY CLAUSE

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

Secrecy clause

### INDEMNIFICATION

197. Subject to the provisions of the Act and any other applicable laws, every Director, auditor, Secretary or other officers (as defined in the Act) for the time being shall be entitled to be indemnified out of the assets of the Company against any liability incurred or sustained by him in or about the execution of his duties of his office or otherwise in relation thereto, and the Company may effect insurance for such persons against such liability.

Indemnity and insurance of the Company's officers and auditor

### BILLS, NOTES, CHEQUES AND RECEIPTS

198. All cheques, promissory notes, draft, bills of exchange and other negotiable instrument and all receipts after money paid to the Company shall be signed, drawn, accepted, ordered or otherwise executed, as the case may be, in such manner as the Directors from time to time determine.

### ALTERATION OF CONSTITUTION

199. Subject to the Act and the Listing Requirements, the Company may by Special Resolution alter or amend any of these Clauses of the Constitution.

### EFFECT OF THE LISTING REQUIREMENTS

200. (a) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done.
- (b) Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done.
- (c) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
- (d) If the Listing Requirements require this Constitution to contain a provision and it does not contain such a provision, this Constitution is deemed to contain that provision.
- (e) If the Listing Requirements require this Constitution not to contain a provision and it contains such a provision, this Constitution is deemed not to contain that provision.
- (f) If any provision of this Constitution is or becomes inconsistent with the Listing Requirements, this Constitution is deemed not to contain that provision to the extent of the inconsistency.
- (g) Notwithstanding anything contained in this Constitution, nothing herein contained shall prevent the Directors from applying to the Exchange for a waiver from compliance or observance of any of the Listing Requirements. In the event the compliance or observance of such Listing Requirements are waived by the Exchange, the Company shall not be required to comply with any of the Clauses relating to those Listing Requirements in respect of which compliance or observance has been waived by the Exchange.