

**FITTERS**  
Diversified Berhad  
**FITTERS DIVERSIFIED BERHAD**  
198601000595 (149735-M)  
(Incorporated in Malaysia)

**APPENDIX A**

**PROPOSED NEW CONSTITUTION OF**

**FITTERS DIVERSIFIED BERHAD**

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This is the Appendix A referred to in Agenda 8 of the Notice of 36th Annual General Meeting (“36th AGM”) of FITTERS Diversified Berhad dated 29 July 2022.

Date and time of the 36<sup>th</sup> AGM : Thursday, 22 September 2022 at 10:00 a.m. or at any adjournment thereof

Venue of the 36th AGM : Topas Room, Ground Floor,  
The Saujana Hotel Kuala Lumpur,  
Saujana Resort,  
Jalan Lapangan Terbang SAAS,  
40150 Shah Alam,  
Selangor Darul Ehsan

**THE COMPANIES ACT 2016  
MALAYSIA**

**PUBLIC COMPANY LIMITED BY SHARES**

**CONSTITUTION**

**OF**

**FITTERS DIVERSIFIED BERHAD**

**INTERPRETATION AND DEFINITIONS**

Interpretation Clause 1. In this Constitution the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

Definitions	Words	Meanings
	Act	... The Companies Act 2016 or any statutory modification, amendment or re-enactment thereof for the time being in force or any and every other act for the time being in force.
	Applicable Laws	... All laws, by-laws, regulations, rules, orders and/or official directions for the time being in force affecting the Company and its subsidiaries, including but not limited to the Act, the Listing Requirements and every other law for the time being in force concerning companies and affecting the Company and any other directives or requirements imposed on the Company by the Securities Commission Malaysia and/or other relevant regulatory bodies and/or authorities.
	Authorised Nominee	... A person who is authorised to act as nominee as specified under the Rules.
	Board or Board of Directors	... The board of directors of the Company from time to time.
	Central Depositories Act	... Securities Industry (Central Depositories) Act 1991, or any statutory modification, amendment or re-enactment thereof for the time being in force.
	Central Depository	... Bursa Malaysia Depository Sdn. Bhd. [Registration No. 198701006854 (165570-W)] or such other name by which it may be known from time to time.
	Chairman	... The chairman of the Board of Directors.
	Company	... FITTERS DIVERSIFIED BERHAD [Registration No. 198601000595 (149735-M)] including any change of name from time to time.
	Consolidated Trust Account	... The Federal Consolidated Trust Account maintained pursuant to paragraph 7(c) of the Financial Procedure Act 1957 [Act 61].

Depositor	... A holder of a Securities Account established by the Central Depository.
Deposited Security	... A security in the Company standing to the credit of a Securities Account of a Depositor subject to the provisions of the Central Depositories Act and the Rules and includes a security in a Securities Account that is in suspense.
Directors	... The directors for the time being of the Company.
Exchange/ Stock Exchange/ Bursa Securities	... Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)] or such other name by which it may be known from time to time.
Listing Requirements	... The Main Market or ACE Market Listing Requirements (as the case may be) of the Exchange including any amendments thereto that may be made from time to time.
Market Day	... Any day on which the stock market of the Exchange is open for trading in securities.
Member	... Any person/persons for the time being holding shares in the Company and whose names appear in the Register (except Bursa Malaysia Depository Nominees Sdn. Bhd. in its capacity as bare trustee) including Depositors whose names appear on the Record of Depositors.
Office	... The registered office for the time being of the Company.
Record of Depositors	... A record provided by the Central Depository to the Company or its registrars or its issuing house pursuant to the Rules.
Register	... The register of members to be kept pursuant to the Act.
Registrar	... The Registrar of Companies designated under Section 20A(1) of the Companies Commission of Malaysia Act 2001
Rules	... The Rules of the Central Depository or any amendment thereof for the time being in force.
Seal	... The Common Seal of the Company
Secretary or Secretaries	... Any person or persons appointed to perform the duties of the secretary of the Company and shall include a joint secretary, temporary assistant or deputy secretary.
Securities	... Any securities as defined in Section 2(1) of the Capital Markets and Services Act 2007 or any modification, amendment or re-enactment thereof for the time being in force.
Securities Account	... An account established by the Central Depository for a Depositor for the recording of deposit of securities and for dealing in such securities by the Depositor.
Securities Law	... The Capital Markets and Services Act 2007, or any modification, amendment or re-enactment thereof for the time being in force.

In this Constitution, the following shall be applied unless the context requires otherwise:

- (a) Writing shall include printing, photography, lithography and any other mode or modes of representing or reproducing words in a visible form;
- (b) Words importing the singular number only shall include the plural number and vice versa;
- (c) Words importing persons shall include corporations, companies, partnerships, unincorporated bodies and any other entity;
- (d) Where a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (e) Words importing a gender include all genders;
- (f) A reference to any statute, legislation, regulation, requirement, guideline or provision thereof is a reference to such statute, legislation, regulation, requirement, guideline or provision as amended, modified, re-enacted, supplemented or substituted from time to time;
- (g) Headings are for convenience only and do not affect interpretation;
- (h) Where this Constitution refers to a show of hands, a member may vote in person at a meeting (including by electronic means or any other method which the Board approves); and
- (i) Subject as aforesaid, any words or expressions defined in the Act shall, except where the subject or context forbids, bear the same meanings in this Constitution.

Expressions in Act defined to bear same meaning in Constitution

## **BUSINESS**

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| Public Company       | 2. | The name of the Company is FITTERS DIVERSIFIED BERHAD and was incorporated in Malaysia on 18 January 1986. The registered office of the Company shall be situated in Malaysia.   |
| Liability of Members | 3. | The Company is a company limited by shares and the liability of the Members is limited.  |
| Objects              | 4. | Subject to the provisions of the Act, this Constitution and any other written law, the objects for which the Company is established are:- <ul style="list-style-type: none"><li>(a) To carry on the business of an investment holding company and for that purpose to promote or form or assist in promotion of any company or the subsidiary of the Company or otherwise and to acquire and hold for investment shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any company or private undertaking; and</li><li>(b) To carry on or undertake any business activity, to do any act or enter into any transaction or to do all such other things as are incidental or conducive to the attainment of the above objects.</li></ul> |

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

#### SHARE CAPITAL AND VARIATION OF RIGHTS

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| Class of shares and alteration of share capital | 5. | The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise. The Company shall have the power to increase or reduce the capital, to consolidate or subdivide the shares into shares of larger or smaller amounts and to issue all or any part of the original or any additional capital as fully paid or partly paid shares, and with any special or preferential rights or privileges, or subject to any special terms or conditions and either with or without any special designation, and also from time to time to alter, modify, commute, abrogate or deal with any such privileges, terms, conditions or designations in accordance with the regulations for the time being of the Company.   |
| Allotment of shares                             | 6. | <p>Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares and subject to the provisions of this Constitution, the Act, any Applicable Laws, and to the provisions of any resolution of the Company, the Board may issue, allot or otherwise dispose of such shares to such persons at such price, on such terms and conditions, with such preferred, deferred or other special rights and subject to such restrictions and at such times as the Board may determine but the Board in making any issue of shares shall comply with the following conditions:-</p> <ul style="list-style-type: none"><li>(i) in the case of shares, other than ordinary shares, no special rights shall be attached until the same have been expressed in this Constitution and in the resolution creating the same;</li><li>(ii) no shares shall be issued which shall have the effect of transferring a controlling interest in the Company without the prior approval of the Members in general meetings;</li><li>(iii) no Director shall participate in a scheme that involves a new issuance of shares or other convertible securities to employees unless the Members in a general meeting have approved the specific allotment to be made to such Director;</li><li>(iv) except in the case of an issue of Securities on a pro-rata basis to all Members, placements undertaken in compliance with the Listing Requirements or issuance pursuant to a dividend reinvestment scheme, there shall be no issue of Securities to a Director, major shareholder, chief executive or person connected with any Director, major shareholder or chief executive (hereinafter referred to as the "interested Director", "interested major shareholder", "interested chief executive" or "interested person connected with a Director, major shareholder or chief executive" respectively) unless the Members in general meeting have approved of the specific allotment to be made to such aforesaid interested Director, interested major shareholder, interested chief executive or interested person connected with a Director, major shareholder or chief executive, as the case may be. In this Constitution, "major shareholder", "chief executive" and "person connected with any Director, major shareholder or chief executive" shall have the meaning ascribed thereto in the Listing Requirements; and</li></ul> |

- (v) in the case of shares offered to the public or under a prospectus that is registered under the Capital Markets and Services Act 2007 for subscription, the amount payable on application on each share shall not be less than five per centum (5%) of the offer price of the share.
- Rights of preference shareholders 7. Subject to the Act and the Listing Requirements, any preference shares may with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed and the Company shall not issue preference shares ranking in priority above preference shares already issued, but may issue preference shares ranking equally therewith. Preference shareholders shall have:
- (i) the same rights as ordinary shareholders as regards receiving notices, reports and audited accounts and attending general meetings of the Company; and
- (ii) the right to vote at any meeting convened for the purpose of reducing the capital of the Company or on a proposal to wind up or during the winding up of the Company, or sanctioning a sale of the whole of the Company's undertaking, property or business, or where any resolution to be submitted to the meeting directly affects their rights and privileges, or when the dividend on the preference shares or part of the dividend is in arrears for more than six (6) months.
- Repayment of preference capital 8. Notwithstanding Clause 10, the repayment of preference share capital (other than redeemable preference shares), or any alteration of preference shareholder's rights may be made:
- (i) with the sanction of a special resolution of the preference shareholders concerned; or
- (ii) where the necessary majority for such a special resolution under Clause 8(i) is not obtained at the meeting, consent in writing obtained from the holders of seventy-five per centum (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.
- Variation of class rights 9. Subject to Section 91 of the Act, 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:
- (i) the consent in writing of the holders of not less than seventy-five per centum (75%) of the total voting rights of the shareholders in that class; or
- (ii) 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 of this Constitution relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two (2) persons holding or representing by proxy at least one-third of the number of the 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 and shall be entitled on a poll to one vote for every such share held by him. For adjourned meetings, quorum is one (1) person present holding shares of such class. To every such special resolution, the provisions of Section 292 of the Act shall with such adaptations as are necessary, apply.

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| Ranking of class rights                       | 10. | The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or in all respects <i>pari passu</i> therewith.   |
| Commission on subscription of shares          | 11. | The Company (or the Board on behalf of the Company) may exercise the powers conferred by Section 80 of the Act of applying its shares or capital moneys, either directly or indirectly, in paying commissions to persons subscribing or procuring subscriptions for shares of the Company, or agreeing so to do whether absolutely or conditionally, provided that the rate, percentage or the amount of the commission paid or agreed to be paid and the number of shares which a person has agreed for a commission to subscribe shall be disclosed in the manner required by the Act and the amount of commission paid or agreed to be paid shall not exceed ten per centum (10%) of the price at which the shares in respect whereof the commission is paid are issued or an amount equivalent thereto, whichever is lesser. The Company (or the Board on behalf of the Company) may also on any issue of the shares pay such brokerage as may be lawful. |
| Interest on share capital during construction | 12. | Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a long period, the Company may pay interest or returns on the amount of such share capital as is for the time being paid up subject to the conditions and restrictions mentioned in Section 130 of the Act, and may charge the same to share capital as part of the cost of the works, buildings or plant.  |
| Trust not to be recognised                    | 13. | Except only as otherwise expressly provided by this Constitution or as required by law or as provided under the Central Depositories Act and the Rules, or pursuant to any order by court, no person (other than Bursa Malaysia Depository Nominees Sdn Bhd) shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any unit of share or any other right in respect of any shares except an absolute right to the entirety thereof in the registered holder.   |

#### **ISSUE OF SECURITIES / CERTIFICATES**

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| Issue of new Securities                        | 14. | All new issues of Securities for which listing is sought on the Exchange shall be by way of crediting the Securities Accounts of the allottees or entitled persons held with the Central Depository with such securities, 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 shall notify the Central Depository of the names of the allottees or entitled persons together with all such particulars as may be required by the Central Depository to enable the Central Depository to make the appropriate entries in the Securities Accounts of such allottees or entitled persons. |
| Crediting of Securities Accounts               | 15. | The Company shall not cause or authorise its registrar to cause the Securities Accounts of the allottees to be credited with additional Securities until it has filed with the Exchange a listing application for such new issue of Securities and has been notified by the Exchange that such new Securities have been approved in principle for listing.  |
| Allotment and despatch of notices of allotment | 16. | Subject to the Act, the Central Depositories Act, the Listing Requirements, the Rules and Clause 15, the Company shall issue and allot securities and despatch notices of allotment to the allottees and make an application for quotation of such securities within such period as prescribed under the Listing Requirements.  |

- Certificates
17. (a) Subject to the Act, the Company shall not be required to issue a share certificate unless an application by a shareholder for a certificate relating to the Member's shares in the Company has been received or provided under this Constitution.
- (b) Notwithstanding Clause 17(a) and the Act, the Company may issue jumbo certificates (as defined in the Central Depositories Act) or such other denominations of certificates in favour of the Central Depository or its nominee company, as nominee for the Directors, and no certificate shall be issued in respect of the Deposited Security in favour of the Depositors or their transferees except where the Deposited Security is withdrawn from the Central Depository.
- (c) Every certificate shall be issued under the Share Seal or Seal in such form as the Board shall from time to time prescribe and shall bear the facsimile signature of at least one Director and a second Director or the Secretary or some other person appointed by the Board, and shall in compliance with Section 98 of the Act stating:-
- (i) the name of the Company;
- (ii) the class of shares held by that person; and
- (iii) the number of shares held by that person.
- (d) Subject to the provisions of the Act, the Central Depositories Act and the Rules, if any certificate shall be mutilated, defaced, worn out, destroyed, lost or stolen, it may at the discretion of the Directors be renewed on such evidence being produced and a letter of indemnity (if required) being given by the shareholder, holder of Securities, transferee, person entitled to such mutilated, defaced, worn out, destroyed, lost or stolen certificate or the Central Depository or its nominee company, purchaser member company of the Exchange for or on behalf of its/their clients as the Directors shall require, and in the case of mutilation, defacement or wearing out on surrender of such mutilated, defaced or worn out certificate, and in any case on payment of such sum as the Directors may determine but not exceeding Ringgit Malaysia Fifty (RM50.00) per certificate or such other sum as may from time to time be imposed by the Exchange plus the amount of the proper duty with which each such certificate is chargeable under any law for the time being in force relating to stamps. In the case of the destruction, loss or theft of a certificate a shareholder, holder of Securities or person entitled to whom such renewed certificate is given shall also bear the loss and pay the Company all expenses incidental to the investigations by the Company of the evidence of such destruction loss or theft.

#### **LIEN**

- Company's lien on shares
18. The Company shall have a first and paramount lien on every share (not being a fully paid up share) and any dividend payment on the share for all money due and unpaid in respect of that share and the Company shall be entitled to charge interest thereon, not higher than the overdraft rate charged for the time being by the Company's principal bankers or such other rate as the Directors may determine and the Company shall also have a first and paramount lien on every share (other than a fully paid share) registered in the name of a Member or a deceased Member for such amounts as the Company may be called upon by law to pay and has paid in respect of that share. The Company's lien, if any, on a share and dividends from time to time declared in respect of such share shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid, or if the shares were acquired under an



employee share options scheme, amounts which are owed to the Company for acquiring them. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Constitution.

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| Lien may be enforced by sale of shares | 19. | The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable and until the expiration of fourteen (14) days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy.  |
| Directors may effect transfer          | 20. | To give effect to any such sale, the Directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and he shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale and the remedy of the holder of such share or of any person claiming under or through him in respect of any alleged irregularity or invalidity, shall be against the Company. |
| Application of proceeds of sale        | 21. | The proceeds of the sale after payment of the amount of interest and costs relating to the sale, shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to a similar lien for sums not presently payable which exists over the shares before the sale) be paid to the person entitled to the shares at the date of the sale or his executors, administrators or assignees or as he directs.   |

#### CALLS ON SHARES

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| Directors may make calls | 22. | The Directors may from time to time make calls upon the Members as the Directors may think fit in respect of any money unpaid on their shares and not by the conditions of allotment thereof made payable at fixed times, provided that no calls shall exceed one-fourth (1/4) of the issued price of the share or be payable at less than thirty (30) days from the date fixed for the payment of the last preceding call, and each Member shall (subject to receiving at least fourteen (14) days' notice specifying the date, time and place of payment) pay to the Company, the amount called on his shares. A call may be revoked or postponed as the Directors may determine. |
| Effective date of call   | 23. | A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be required to be paid by instalments. No shareholder shall be entitled to receive any dividend or to exercise any privilege as a Member, until he shall have paid all calls for the time being due and payable on every share held by him, together with interest and expenses (if any).   |
| Interest on unpaid calls | 24. | If a sum called in respect of shares is not paid before or on the day appointed for payment thereof, the person from whom the sum is due, shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding eight per cent (8%) per annum as the Directors may determine, but the Directors shall be at liberty to waive payment of the interest, wholly or in part.  |
| When calls deemed made   | 25. | Any sum which by the terms of issue of a share is payable on allotment or any fixed date, shall for the purposes of this Constitution be deemed to have been duly called for and shall be payable on the date on which by the terms of issue the shares becomes payable, and in case of non-payment, all the relevant provisions of this Constitution as to payment of interest and expenses, forfeiture or otherwise, shall apply as if the sum had become payable by virtue of a call duly made and notified.   |

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| Difference in calls              | 26. | The Directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment of such calls.   |
| Capital paid in advance of calls | 27. | 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 him, and upon all or any part of the money so advanced being received by the Directors the Company may pay interest at such rate not exceeding (unless the Company in general meeting shall otherwise direct) eight per cent (8%) per annum as may be agreed upon between the Directors and the Member paying the sum in advance, from the date of receipt of the advance payment up to the date such payment on the shares is called and becomes payable by Members of the Company. Such capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. Except in liquidation, capital paid in advance of calls shall not, until the same would but for such advance have become payable, be treated as paid up on the shares in respect of which they have been paid. |
| Information on shareholding      | 28. | (a) The Company may by notice in writing, require any Member, within such reasonable time as is specified in the notice:-<br><br>(i) to inform the Company whether he holds any voting shares in the Company as beneficial owner, Authorised Nominee or trustee; and<br><br>(ii) if he holds them as Authorised Nominee or trustee, to indicate so far as he can, the person for whom he holds them by name and other particulars sufficient to enable that person to be identified and the nature of his interest.<br><br>(b) The Company may by notice in writing require a Member to inform it, within such reasonable time as is specified in the notice, whether any of the voting rights carried by any voting shares in the Company held by him, are the subject of any agreement or arrangement under which another person is entitled to control his exercise of those rights and, if so, to give particulars of the agreement or arrangement and the parties to it.                         |

#### **TRANSFER OF SECURITIES**

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| Transfer in writing                                     | 29. | Subject to this Constitution, the Central Depositories Act and the Rules, any Member may transfer all or any of his Securities (except those Deposited Securities which are for the time being designated as securities in suspense) by instrument in writing in the form prescribed and approved by the Stock Exchange. The instrument shall have been executed by or on behalf of the transferor and the transferee and the transferor shall remain the holder of the Securities transferred until the transfer is registered and the name of the transferee is entered in the Record of Depositors. |
| Transfer of Securities                                  | 30. | The transfer of any Deposited Securities shall be made by way of book entry by the Central Depository in accordance with the Rules and, notwithstanding Sections 105, 106 and 110 of the Act, but subject to Section 148(2) of the Act and any exemption that may be made from compliance with Section 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of such listed Securities.  |
| No restriction on the transfer of fully paid Securities | 31. | Subject to the Central Depositories Act and the Rules, there shall be no restriction on the transfer of fully paid Securities except where required by law.  |
| Refusal to register                                     | 32. | (a) The Central Depository may, in its absolute discretion, refuse to register any transfer of Deposited Security that does not comply with the Central Depositories Act and/or the Rules.   |

- Indemnity against wrongful transfer (b) Neither the Company nor the Directors nor any of its officers shall incur any liability in respect of any transfer of Deposited Security apparently made by sufficient parties and registered by the Central Depository, although the same may, by reason of any fraud or other cause not known to the Company or the Directors or other officers be legally inoperative or insufficient to pass the property in the Deposited Security proposed or professed to be transferred, and although transferred, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the shares transferred, or otherwise in defective manner. And in every such case, the person registered as transferee, his executors, administrators and assignees alone shall be entitled to be recognised as the holder of such Deposited Security and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto.
- Suspension of registration 33. Subject to the provisions of the Act, the Central Depositories Act, the Rules and the Listing Requirements, the registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine PROVIDED ALWAYS that such registration shall not be suspended for more than thirty (30) days in any year. At least ten (10) Market Days' notice (or such other period as may from time to time be prescribed by Bursa Securities) prior to such closure shall be published in a daily newspaper circulating in Malaysia and shall also be given to Bursa Securities. The said notice shall state the period and purpose or purposes of such closure. The Company shall give notice in accordance with the requirements of the Rules to the Depository to prepare the appropriate Record of Depositors.
- Closing of Register 34. The Register and/or Record of Depositors may be closed for such periods as the Directors may from time to time determine PROVIDED ALWAYS that it shall not be closed for more than thirty (30) days in any year. Any notice of intention to close the Register and/or Record of Depositors and the reason therefor shall be given to the Stock Exchange, such closure of the Register and/or Register of Depositors shall be at least ten (10) Market Days (or such other period as prescribed by the Exchange from time to time) after the date of notification to the Stock Exchange. The said notice shall state the books closing date and purpose or purposes for which the Register and/or Record of Depositors is being closed. In this respect, the Company shall request the Central Depository, in accordance with the Rules, to prepare the appropriate Record of Depositors.
- Renunciation 35. Subject to the provisions of this Constitution, the Directors may recognise a renunciation of any share by the allottee thereof in favour of some other person.
- DISPOSAL OF SHARES OF MEMBERS WHOSE WHEREABOUTS UNKNOWN**
- Reasonable diligence 36. Subject to the provisions of the Act, the Central Depositories Act and the Rules, whereby the exercise of reasonable diligence the Company is unable to discover the whereabouts of a Member for a period of not less than ten (10) years, the Company may cause an advertisement to be published in a newspaper circulating in the place shown in the Register and the Record of Depositors as the address of the Member stating that the Company after expiration of thirty (30) days from the date of the advertisement intends to transfer the securities to the Minister charged with the responsibility for finance.
- Transfer of shares to Minister charged with responsibility for finance 37. Subject to the provisions of the Act, the Central Depositories Act and the Rules, if after the expiration of thirty (30) days from the date of the advertisement the whereabouts of the Member remains unknown, the Company may transfer the securities held by the Member to the Minister charged with responsibility for finance and for the purpose may execute for and on behalf of such Member a transfer of those securities to the Minister charged with responsibility for finance.

## TRANSMISSION OF SHARES

- Death of Member 38. In the case of the death of a Member:-
- (a) where the deceased was a sole or only surviving holder, the legal personal representatives; and
  - (b) where the deceased was a joint holder, the survivor(s),
- shall be the only person (s) recognised by the Company as having any title to the deceased Member's interest in the Securities but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any Securities which had been jointly held by him with other persons.
- Share of deceased or bankrupt Member 39. Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon such evidence being produced as may from time to time properly be required by the Central Depository and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the Central Depository shall in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that Member before his death or bankruptcy PROVIDED ALWAYS, that subject to the Rules, a transfer of the shares may be carried out by the person becoming so entitled.
- Notice of election 40. If any person so becoming entitled elects to be registered himself, he shall notify the Central Depository in writing in accordance with the Rules. If he elects to have another person registered, he shall testify his election by executing to that person a transfer of the share in accordance with the Rules. All the limitations, restrictions and provisions of this Constitution relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer signed by that Member.
- Person entitled may receive dividends etc 41. Where the registered holder of any share dies or becomes bankrupt, his personal representative or the assignee of his estate, as the case may be, shall, upon the production of such evidence as may from time to time be properly required by the Directors in that behalf, be entitled to the same dividends and other advantages and to the same rights (whether in relation to meetings of the Company or to voting or otherwise) as the registered holder would have been entitled to if he had not died or become bankrupt.
- Transmission of securities 42. Where:-
- (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 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.

## FORFEITURE OF SHARES

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| Notice requiring payment                           | 43. | If any Member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest or compensation which may have accrued.   |
| Particulars of notice                              | 44. | <p>The notice under Clause 43 must state:-</p> <p>(a) a date (not earlier than the expiration of fourteen (14) days from the date of service of the notice) on or before which the payment required by the notice is to be made;</p> <p>(b) the manner by which the said payment is to be made; and</p> <p>(c) in the event of non-payment at or before the date so specified in paragraph (a), the shares in respect of which the call was made is liable to be forfeited.</p>  |
| Forfeiture   | 45. | If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture of shares shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture. A notice of forfeiture shall be sent to the Member within fourteen (14) days of the forfeiture and an entry of such notice having been given and of the forfeiture with the date thereof, shall forthwith be made in the Register or the Record of Depositors as appropriate, opposite to the shares.   |
| Directors may sell shares or cancel forfeiture     | 46. | A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition, the forfeiture may be cancelled on such terms as the Directors think fit. Notice of sale or disposal shall be sent to the holder of the shares sold or disposed of within fourteen (14) days of the date of sale or disposal.  |
| Liability of Member in respect of forfeited shares | 47. | A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all money which, at the date of forfeiture, was payable by him to the Company in respect of the shares (together with interest or compensation at the rate of eight per centum (8%) per annum from the date of forfeiture on the money for the time being unpaid if the Directors think fit to enforce payment of such interest or compensation), but his liability shall cease if and when the Company receives payment in full of all such money in respect of the shares. Notwithstanding, the Directors may waive payment wholly or in part or enforce payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal. |
| Evidence of forfeiture                             | 48. | A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.  |
| Proceeds of sale                                   | 49. | The Company may receive the consideration, if any, given for any forfeited share on any sale or disposition thereof and authorise some person to execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and he shall not be bound to see to the application of the purchase money if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share. Any residue of the proceeds of sale of shares which are forfeited and sold or disposed of, after the   |

satisfaction of the unpaid calls or instalments payable at fixed times and accrued interest and expenses, shall be paid to the person entitled to the shares immediately before the forfeiture thereof or his executors, administrators or assignees or as he directs.

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| Non-payment of any sum pursuant to the issue of a share | 50. | The provisions of this Constitution as 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 time, as if the same had been payable by virtue of a call duly made and notified. |
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#### **CONVERSION OF SHARES INTO STOCK**

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| Conversion by ordinary resolution | 51. | The Company may by ordinary resolution passed at a general meeting of the Company convert any paid-up shares into stock or re-convert any stock into paid up shares of any number.  |
| Transfer of stock                 | 52. | Subject to Clause 51, the holders of the stock may transfer the same or any part thereof in the same manner as the transfer of shares from which the stock arose might, prior to conversion, have been transferred or be transferred as near thereto as circumstances permit; provided always that the Directors may from time to time fix the minimum amount of stock transferable provided that the minimum amount of stock transferable shall not be greater than the issue price of the shares from which the stock arose, and restrict or forbid the transfer of fractions of that minimum.        |
| Rights of stock holders           | 53. | The holders of stock shall, according to the amount of the stock held by them have the same rights, privileges and advantages with regards dividends, participation in assets on a winding up, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, so that none of such right, privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of the stock which would not, if existing in shares, have conferred such right, privilege or advantage. |
| Definition                        | 54. | All such provisions in this Constitution as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" shall include "stock" and "stockholder" respectively.   |

#### **INCREASE OF CAPITAL**

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| Power to increase capital | 55. | The Company may from time to time, whether all the shares for the time being issued shall have been fully called up or not, by ordinary resolution increase its share capital by the issuance of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company by the resolution authorising such increase may direct.  |
| Offer of new shares       | 56. | Subject to any direction to the contrary that may be given by the Company in general meeting, any new shares or other convertible Securities from time to time to be created 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 Securities to which they are entitled. The offer shall be made by notice specifying the number of shares or Securities offered, 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 any intimation from the person to whom the offer is made that he declines to accept the shares or Securities offered, the Directors may dispose of those shares and/or Securities in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares and/or Securities which (by reason of the ratio which the new shares or Securities bear to shares or Securities held by persons entitled to any offer of new shares or Securities) cannot, in the opinion of the Directors be |

conveniently offered under this Constitution. Notwithstanding the above, the Directors shall not be required to offer any new ordinary shares for the time being unissued and not allotted and any new shares or other convertible Securities from time to time to be created to the holders of the existing shares where the said shares or Securities are to be issued as consideration or part consideration for the acquisition of shares or assets by the Company.

Ranking of new shares 57. Except so far as otherwise provided by the conditions of issue, any capital raised by the creation of new shares shall be considered as part of the original share capital of the Company, and shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the original share capital.

#### **ALTERATION OF CAPITAL**

Power to alter capital 58. Subject to the provisions of this Constitution and the Act, the Company may by ordinary resolution:

- (i) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (ii) subdivide its share capital or any part thereof into shares of smaller amounts by subdivision of its existing shares or any of them subject nevertheless to the provisions of the Act;
- (iii) convert and/or re-classify any class of shares into any other class of shares; or
- (iv) 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.

Power to reduce capital 59. The Company may by special resolution, reduce its share capital in any manner permitted or authorised under and in compliance with the Act and the Applicable Laws.

Purchase by the Company of its own shares 60. The Company may, subject to it obtaining such approval from the relevant authorities (if required) and to its compliance with the Act, the Listing Requirements and the Applicable Laws, purchase its own shares. Any shares so purchased by the Company shall be dealt with in accordance with the Act, the Listing Requirements and all Applicable Laws. The provisions of Clause 58 and Clause 59 herein above shall not affect the power of the Company to cancel any shares or reduce its share capital pursuant to any exercise of the Company's powers under this Constitution.

#### **GENERAL MEETINGS**

Annual General Meeting 61. An annual general meeting of the Company shall be held once in every calendar year and in accordance with the requirements of the Act. All general meetings other than the annual general meeting shall be called extraordinary general meetings.

- Meetings of Members 62. The main venue of all meetings of Members and annual general meetings shall be held within Malaysia at such time and place as the Board shall determine. The Chairman shall be present at that main venue of the meeting. The Board may whenever it so decided by resolution convene a meeting of Members other than an annual general meeting. A meeting of Members shall be convened on such requisition or, in default may be convened by such requisitionists as provided by the Act.
- Meetings of Members at two or more venues 63. (a) The meeting of its Members may be held by fully virtual or hybrid at more than one venue using any technology or method that allows the Members of the Company to participate and to exercise their 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.
- (b) For a hybrid general meeting, the main venue of the meeting shall be in Malaysia and subject to Clause 71, the Chairman shall be present at the main venue of the meeting.
- (c) For a fully virtual general meeting, the broadcast venue or the online meeting platform which located in Malaysia shall be recognised as the main venue of the meeting and all the provisions of this Constitution as to meetings of Members shall also apply to such fully virtual general meeting.
- (d) For a fully virtual general meeting, the main venue of the meeting shall be the broadcast venue which shall be located in Malaysia and the Chairman shall be present at the broadcast venue of the meeting; or the Uniform Resource Locator ("URL") address of the online meeting platform or the physical address of the Registrant shall be in Malaysia and the Chairman who is present virtually at the meeting shall be deemed to be present at the main venue of the meeting.
- Notice of meeting 64. Every notice convening meetings shall be in writing and shall be given to the Members either in hard copy, publication on the Company's website or in electronic form, or partly in hard copy and partly in electronic form specify the venue, the date and the time of the meeting and the general nature of the business of the meeting and shall be given to all Members at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business; PROVIDED that a meeting of the Company shall, notwithstanding that it is called by a shorter notice than that specified in this Constitution, be deemed to have been duly called if it is so agreed:-
- (i) in the case of an annual general meeting, by all the Members entitled to attend and vote thereat; and
- (ii) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote thereat, together holding not less than ninety-five per cent (95%) of the issued shares giving that right.
- NOTWITHSTANDING the foregoing at least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any special resolution is proposed or where it is an annual general meeting, of every such general meeting shall also be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper.



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| Record of Depositors                  | 65. | <p>(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 shall be given by the Company.</p> <p>(b) The Company shall also request the Central Depository in accordance with the Rules, to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than three (3) Market Days before the general meeting (hereinafter referred to as "the General Meeting Record of Depositors").</p> <p>(c) Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable), and notwithstanding any provision in the Act, a Depositor shall not be regarded as a Member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.</p> |
| Business at meetings                  | 66. | Subject always to any provisions under the Act, no business shall be transacted at any extraordinary general meeting except business of which notice has been given in the notice convening the meeting and no business shall be transacted at an annual general meeting other than business of which notice has been given aforesaid, with the exception of declaring a dividend, the laying of audited financial statements and the reports of the Directors and auditors, the fixing of the fees and benefits of Directors, the election of Directors in the place of those retiring, and the appointment and fixing of the remuneration of the auditors.   |
| Requirement in notice calling meeting | 67. | In every notice calling a meeting of Members there shall appear with reasonable prominence a statement that a Member entitled to attend and vote, is entitled to appoint proxy in accordance with Clause 80 hereof, to attend, participate, speak and vote instead of the Member.  |
| Omission to give notice               | 68. | The accidental omission to give notice of meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate any resolution passed or the proceedings at any such meeting.  |

#### **PROCEEDINGS AT GENERAL MEETING**

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| No business unless quorum is present | 69. | No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two (2) Members present in person shall be a quorum. For the purposes of this Constitution, "Member" includes a person attending as a proxy or representing a corporation which is a Member.  |
| Adjournment                          | 70. | <p>If within half (1/2) an hour from the time appointed for the meeting a quorum is not present, the meeting:</p> <p>(a) if convened upon the requisition of Members, shall be dissolved; or</p> <p>(b) in any other case it shall stand adjourned to the same day in the next week (or if that day be a public holiday then to the next business day following that public holiday) at the same time and place or to such other day and at such other time and place as the Directors may determine, but if a quorum is not present at any adjourned meeting within fifteen (15) minutes from the time appointed for holding such adjourned meeting, the Member or Members present shall be a quorum.</p> |

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| Chairman                                   | 71. | The Chairman of the Board (if any) shall preside as Chairman at every general meeting. If the Company has no Chairman or if at any general meeting, the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting or if the Chairman of the Board is not willing to act as Chairman for the general meeting, the Directors present shall choose one (1) of their number to act as Chairman or if one (1) Director only is present, he shall preside as Chairman if he is willing to act. If no Director is present, or if each of the Directors present declines to preside as Chairman, the Members present and entitled to vote shall elect one (1) of their number to be the Chairman. The election of the Chairman shall be by a show of hands. However, a proxy shall not be eligible for election as chairman of the meeting.  |
| Adjournment with consent of meeting        | 72. | The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.  |
| Polls                                      | 73. | <p>A resolution put to vote at any meeting of Members (other than the election of the Chairman of the meeting or the adjournment of the meeting which may be voted by way of show of hands) shall be determined by poll. A poll shall be taken in such manner and either forthwith or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was taken. The Company shall appoint at least one (1) scrutineer for the purposes of a poll in accordance with the Listing Requirements, Applicable Laws, and may, in addition to the power of adjourning meetings contained in this Constitution, adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll.</p> <p>The poll may be conducted manually using voting slips or electronically using various forms of electronic voting devices. Such votes shall be counted by the poll administrator and verified by the scrutineer(s), as may be appointed for the purpose of determining the outcome of the resolution(s) to be decided by poll.</p> |
| Chairman's casting vote                    | 74. | In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.  |
| Voting right                               | 75. | Subject to this Constitution and to any rights or restrictions for the time being attached to any class of shares at meetings of Members or classes of Members, each Member entitled to vote may vote in person or by proxy or by attorney or by duly authorised representative and on a show of hands, every person who is a Member or holder of preference shares or proxy or attorney or representative of a Member or holder of preference shares shall have one (1) vote, and on a poll, every Member present in person or by proxy or attorney or representative shall have one (1) vote for each share he holds.   |
| Shares of different monetary denominations | 76. | Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such a manner that a unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such right is exercisable.   |

Vote of Member of unsound mind and person entitled to transfer	77.	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. Any person entitled under the transmission provisions of this Constitution to transfer any shares may vote at any general meeting in respect thereof in the same manner as if he was the registered holder of such shares, provided that forty-eight (48) hours at least before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.
Voting Rights of Members	78.	A Member or his proxy or attorney or representative shall be entitled to be present, participate, speak and to vote at any general meeting or demand a poll or be reckoned in a quorum in respect of any share or shares upon which all calls due to the Company have been paid.
Time for objection	79.	No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purpose. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.
Appointment of proxy	80.	<p>(a) The instrument appointing a proxy or attorney shall be in writing signed by the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or signed by an officer or attorney so authorised. A proxy may, but need not, be a Member. A Member may appoint any person to be his proxy. A Member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting. Where a Member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. The Directors may but shall not be bound to require evidence of the authority of any such attorney or officer.</p> <p>(b) A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak and vote (whether by a show of hands or poll) at the meeting.</p> <p>(c) Where a Member is an Authorised Nominee, it may appoint one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.</p> <p>(d) Where a Member is an exempt authorised nominee which holds shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.</p> <p>(e) An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.</p>
Proxy Form	81.	An instrument appointing a proxy may be in the common form or in any other form which the Directors may from time to time prescribe or approve and need not be witnessed.

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| Instrument appointing proxy to be left at Company's Office | 82. | The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the Office or at such other place within Malaysia or by way of electronic means or in such other manner as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting as the case may be, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for taking the poll, which the person named in the instrument proposes to vote and in default, the instrument appointing a proxy shall not be treated as valid. In the event the Member(s) duly executes the proxy form but does not name any proxy, such Member(s) shall be deemed to have appointed the Chairman of the meeting as his/her/their proxy, PROVIDED ALWAYS that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the Member. |
| Power of attorney  | 83. | Every power, right or privilege herein given in these presents to any Member 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 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 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.  |
| Validity of vote given under proxy                         | 84. | A vote given in accordance with the terms of an instrument appointing a proxy shall be valid, notwithstanding the previous death or insanity of the principal, or insolvency or liquidation in the case of a body corporate, or revocation of the proxy or of the authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, insolvency or liquidation in the case of a body corporate, revocation or transfer shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used. A Member shall not be precluded from attending and voting in person at any general meeting after lodging the instrument appointing a proxy but however such attendance shall automatically revoke the proxy's authority.  |
| Corporate Representative                                   | 85. | A corporation may by resolution of its Directors or other governing body, if it is a Member, authorise such person as it thinks fit to act as its representative either at a particular meeting or at all meetings of the Company or of any class of Members and a person so authorised shall be in accordance with his authority and until his authority is revoked by the corporation, be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual Member.  |

#### **DIRECTORS: APPOINTMENT, REMOVAL, ETC**

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| Number of Directors     | 86. | Until otherwise determined in general meeting and subject to the Act, the number of Directors, all of whom shall be natural persons who are at least eighteen (18) years of age, shall not be less than two (2).   |
| Retirement of Directors | 87. | At the first annual general meeting of the Company, all the Directors shall retire from office, and an election of Directors shall take place each year at the annual general meeting in every subsequent year where one-third (1/3) of the Directors for the time being or, if their number is not three or a multiple of three, then the number nearest to one-third shall retire from office and be eligible for re-election PROVIDED ALWAYS that all Directors shall retire from office at least once every three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires. |

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| Selection of Directors to retire             | 88. | Subject to Clause 93, the Directors to retire in every year shall be those who have been the longest in office since their last election or appointment but, as between persons who become or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election.  |
| Notice of intention to appoint Director      | 89. | 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 of Directors shall be served on the registered holders of shares at least seven (7) days prior to the meeting at which the election is to take place. |
| Motion for appointment of Directors          | 90. | At any general meeting at which more than one (1) Director is to be elected, each candidate shall be the subject of a separate motion and vote unless a motion for the appointment of two (2) or more persons as Directors by a single resolution shall have first been agreed to by the meeting without any vote being given against it.  |
| Increase or reduction of number of Directors | 91. | The Company may from time to time by ordinary resolution passed at a general meeting, increase or reduce the minimum number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.  |
| Removal of Directors                         | 92. | The Company may by ordinary resolution of which special notice is given, remove any Director before the expiration of his period of office. The Company may by ordinary resolution appoint another person in place of a Director so removed from office and any person so appointed shall be subject to retirement by rotation at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.  |
| Power to fill vacancy or to add Directors    | 93. | The Directors shall have power at any time and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. 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 number of Directors to retire by rotation at such meeting.  |
| Directors' qualification                     | 94. | The shareholding qualification for Directors may be fixed by the Company in general meeting and until so fixed, no shareholding qualification for Directors shall be required. All Directors shall notwithstanding that he is not a Member, be entitled to receive notice of and to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares of the Company.  |

#### **REMUNERATION OF DIRECTORS**

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| Directors' remuneration | 95. | The fees of the Directors and any benefits payable to the Directors shall from time to time be determined by way of an ordinary resolution of the Company in general meeting and such fees shall be divided among the Directors in such proportions and manner as the Directors may determine and in default of agreement equally, except that if a Director has held office for part only of the period in respect of which such fees are payable, such a Director shall be entitled only to that proportion of the fees as is related to the period during which he has held office PROVIDED ALWAYS that:- |
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- (i) salaries, benefits and other emoluments payable to executive Director(s) pursuant to an employment contract or a contract of service need not be determined by the Company in general meeting but such salaries may not include a commission on or percentage of turnover;
- (ii) fees payable to non-executive Directors shall be a fixed sum and not by way of a commission on or percentage of profits or turnover; and
- (iii) any fee paid to an alternate Director shall be agreed upon between himself and the Director nominating him and shall be paid out of the remuneration of the latter.
- Reimbursement of 96. (a) The Directors shall be entitled to be reimbursed for all travelling or expenses as may be incurred in attending meetings of the Directors or of any committee of the Directors or general meetings or otherwise howsoever in or about the business of the Company in the course of the performance of their duties as Directors. In addition to the foregoing, a Director shall be entitled to such reasonable fixed allowance as may be determined by the Directors in respect of any attendance at any meeting and/or the performance of any duty or other things required of him as a Director.
- expenses
- (b) If any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of Directors, the Company may remunerate the Director so doing either by a fixed sum or otherwise (other than by a sum to include a commission on or percentage of turnover) as may be determined by the Board provided that in the case of non-executive Directors, the said remuneration shall not include a commission on or percentage of profits or turnover. In the case of an executive Director, such fee may be either in addition to or in substitution for any director's fees payable to him from time to time.

#### **DISQUALIFICATION OF DIRECTORS**

- When office 97. The office of a Director shall, ipso facto, become vacant if the Director:-
- of Director
- deemed vacant
- (i) becomes disqualified from being a Director under Sections 198 or 199 of the Act;
- (ii) is absent from more than fifty percent (50%) of the total Board meetings held during a financial year, unless an exemption or waiver is obtained from the Exchange;
- (iii) is prohibited from being a Director or by any order made under, any provisions of the Act or the Listing Requirements;
- (iv) 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;
- (v) resigns from his office by notice in writing to the Company and deposited at the Office subject to Sections 196(3) and 209 of the Act;
- (vi) is removed from his office of Director by resolution of the Company in general meeting of which special notice has been given;
- (vii) dies;

- (viii) has retired in accordance with this Act or the Constitution of the Company but is not re-elected; and
- (ix) has been convicted by a court of law of offence under the Securities Law.

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

#### **POWERS AND DUTIES OF DIRECTORS**

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| Business of Company to be managed by Directors | 98.  | The business and affairs of the Company shall be managed by, or under the direction, or supervision of, the Directors who (in addition to the powers and authorities by this Constitution or otherwise conferred upon them) may pay all expenses incurred in promoting and registering the Company, and exercise all such powers of the Company as are not by this Constitution required to be exercised by the Company in general meeting, subject nevertheless, to any of this Constitution, to the provisions of the Act, and to such resolutions, not being inconsistent with this Constitution or the provisions of the Act as may be prescribed by the Company in general meeting but no resolution made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if such resolution had not been made.   |
| Limitation on Directors' powers                | 99.  | <p>The Directors shall not without the prior approval of the Company in general meeting:-</p> <ul style="list-style-type: none"><li>(i) enter or carry into effect any arrangement or transaction for the acquisition of an undertaking or property of a substantial value, or the disposal of a substantial portion of the Company's undertaking or property (a substantial portion of the Company's undertaking or property includes the whole or substantially the whole of the rights, including developmental rights, benefits or control in the undertaking or property);</li><li>(ii) exercise any power of the Company to issue shares unless otherwise permitted under the Act;</li><li>(iii) subject to Sections 228 and 229 of the Act, enter or carry into effect any arrangement or transaction with a Director or a substantial shareholder of the Company or its holding company, or its subsidiary or with a person connected with such a Director or substantial shareholder, to acquire from or dispose to such a Director or substantial shareholder or person connected with such a Director or substantial shareholder, any shares or non-cash assets of the requisite value; and</li><li>(iv) subject to Section 218 of the Act, to gain directly or indirectly, a benefit for himself or any other person, or cause detriment to the Company.</li></ul> |
| Directors' borrowing powers                    | 100. | <ul style="list-style-type: none"><li>(a) The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or any related company (as defined under Section 7 of the Act) as may be thought fit subject always to the Act and/or the Listing Requirements.</li><li>(b) The Directors shall not borrow any money or mortgage or charge any of the Company's or the 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.</li></ul>  |

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| Power to maintain pension fund | 101. | The Directors may establish or arrange any contributory or non-contributory pension or superannuation scheme for the benefit of, or pay a gratuity, pension or emolument to any person who is or has been employed by or in the service of the Company or any subsidiary of the Company, or to any person who is or has been a Director or other officer of and holds or has held salaried employment in the Company or any such subsidiary, and the widow, family or dependents of any such person. The Directors may also subscribe to any association or fund which they consider to be for the benefit of the Company or any such subsidiary or any such persons as aforesaid and make payments for or towards any hospital or scholastic expenses and any Director holding such salaried employment shall be entitled to retain any benefit received by him hereunder subject only, where the Act requires, to proper disclosure to the Members and the approval of the Company in general meeting. |
| Power to use official seal     | 102. | The Directors may exercise all the powers of the Company conferred by the Act in relation to any official seal for use outside Malaysia and in relation to branch registers of the Company.  |
| Appointment of attorneys       | 103. | The Directors may from time to time by power of attorney under the Seal, appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney/attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.   |
| Signing of cheques etc.        | 104. | All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be in such manner as the Directors may from time to time by resolution determine.  |
| Discharge of duties            | 105. | A Director shall at all times act honestly and use reasonable diligence in the discharge of the duties of his office and shall not make use of any information acquired by virtue of his position to gain directly or indirectly an improper advantage for himself or for any other person or to cause detriment to the Company.   |
| Notice of disclosures          | 106. | Every Director shall give notice to the Company of such events and matters relating to himself as may be necessary or expedient to enable the Company and its officers to comply with the requirements of the Act.   |
| Director may hold other office | 107. | Subject always to the Act and the Listing Requirements, a Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.     |



Director may act in his professional capacity 108. 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 and provided further that such shall be at normal commercial terms.

#### PROCEEDINGS OF DIRECTORS

Third Schedule excluded 109. The provisions of the Third Schedule of the Act shall not apply to the Company except where the same is repeated or contained in this Constitution.

Meeting of Directors 110. (a) The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Any Director may at any time and the Secretary shall on the requisition of any of the Directors, summon a meeting of the Directors.

(b) The meeting of the Directors may be held by fully virtual or hybrid at more than one venue using any technology or method. A member of the Board or any invitees may participate in the meeting by means of a telephone conference, or any other audio, or audio visual, or communication means which allows all persons participating in the meeting to hear and speak with each other and such Director or person shall be regarded for all purposes as personally attended such a meeting and such Director shall be counted in a quorum and be entitled to vote on the resolutions tabled at the meeting.

Notice of Directors' Meeting 111. Unless otherwise determined by the Directors from time to time, notice of all Directors' meetings shall be given and circulated to all Directors and their alternates by facsimile, electronic mail or such other communication modes / equipment, unless such requirement is waived by a majority of them. Except in the case of an emergency, reasonable notice of every Director's meeting shall be given in writing. The majority of the Directors may waive notice of any meeting and any such waiver may be retroactive.

Quorum of meetings of Directors 112. The quorum necessary for the transaction of business of the Directors shall be a minimum of two (2) and a meeting of the Director for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under this Constitution vested in or exercisable by the Directors generally. For the purpose of determining whether the quorum for the transaction of the business of the Directors exists:-

(i) in the case of a resolution agreed by Directors in telephonic communications, all such Directors shall be counted in the quorum; and

(ii) in the case of a meeting of Directors, in addition to the Directors present at the meeting, any Director in telephonic communication with such meeting shall be counted in the quorum.

Chairman of Directors 113. The Directors may from time to time elect and remove a Chairman and deputy chairman of the Board of Directors ("Deputy Chairman") and determine the period for which they are respectively to hold office. The Chairman so elected, or in his absence, the Deputy Chairman, shall preside at all Meetings of the Directors but if no such Chairman or Deputy Chairman be elected, or if at any meeting the Chairman or the Deputy Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Directors present may choose one of their members to be Chairman of the meeting.

Votes by majority and Chairman to have casting vote	114.	Subject to this Constitution, any question arising at any meeting of Directors shall be decided by a majority of votes of the Directors present and a determination by a majority of Directors shall for all purposes be deemed a determination of the Directors. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote except where at the meeting only two (2) Directors form a quorum and only such a quorum is present at the meeting or only two (2) Directors are competent to vote on the question at issue.
Directors may act notwithstanding vacancy	115.	The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the minimum number fixed by or pursuant to this Constitution as the necessary quorum of Directors, the continuing Director or Directors except in an emergency, may act for the purpose of increasing the number of Directors to that minimum number or of summoning a general meeting of the Company but for no other purpose.
Disclosure of interest	116.	Every Director shall comply with the provisions of Sections 219 and 221 of the Act in connection with the disclosure of his shareholding and interests in the Company and his interest in any contract or proposed contract with the Company and in connection with the disclosure, every Director shall state the fact and the nature, character and extent of any office or possession of any property whereby whether directly or indirectly, duties or interests might be created in conflict with his duty or interest as a Director of the Company. A general notice in writing, which complies with Section 221(4) of the Act or its equivalent, given to the Board by any Director shall be deemed to be sufficient declaration of interest in relation to the subject matter of the notice.
Restriction on voting	117.	Subject to the Act, a Director shall not participate in any discussion or vote in respect of any contract or proposed contract or arrangement in which he has directly or indirectly an interest and if he shall do so his vote shall not be counted. A Director shall, notwithstanding his interest, be counted in the quorum for any meeting where a decision is to be taken upon any contract or proposed contract or arrangement in which he is in any way interested.
Power to vote	118.	A Director may vote in respect of:-  (i) any arrangement for giving the Director himself or any other Directors any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company;  (ii) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself or any other Director has assumed responsibility in whole or in part, under a guarantee or indemnity or by the deposit of a security;  (iii) any contract by a Director to subscribe for or underwrite shares or debentures of the Company; or  (iv) any contract or arrangement with any other company in which he is interested only as an officer of the Company or as a holder of shares or other securities in that company.
Directors may become directors of other corporation	119.	A Director may be or become a director or other officer of or otherwise interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise or any corporation which is directly and indirectly interested in the Company as shareholder or otherwise and no such Director shall be accountable to the Company for any remuneration or other benefit received by him as a director or officer of, or from his interest in, such corporation unless the Company otherwise directs at the time of his appointment. The Directors may exercise the voting power conferred by the shares or other interest in any such other corporation held or owned by the Company, or

exercisable by them as directors of such other corporation, in such manner and in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of the directors or other officers of such corporation), and any Director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be or is about to be appointed a director or other officer of such corporation and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

#### **ALTERNATE DIRECTOR**

- Alternate Directors
120. (a) A Director may appoint any other person approved by a majority of the Board of Directors to act as his alternate provided that any fee paid by the Company to the alternate shall be deducted from that Director's remuneration. The alternate Director shall not be required to hold any shares in the Company but shall be entitled to receive notices of all meetings and to attend, speak and vote, and be counted for the quorum, and generally to exercise all powers, rights, duties and authorities of the Director appointing him, at any such meeting at which the Director appointing him is not present. For the avoidance of doubt, an alternate Director may not vote nor attend any meeting at which the Director appointing him is present. Any appointment so made may be revoked at any time by the appointor or by a majority of the Directors, and any appointment or revocation under this Constitution shall be effected by notice in writing to be delivered to the Secretary of the Company. An alternate Director shall ipso facto cease to be an alternate Director if his appointor for any reason ceases to be a Director.
- (b) No Director may act as an alternate Director, and a person may not act as an alternate Director for more than one (1) Director.
- (c) If any Director retires by rotation and is re-elected by the meeting or is, pursuant to this Constitution, deemed to be re-elected at the meeting at which such retirement took effect, any appointment made by him of an alternate Director which was in force immediately prior to the appointor's retirement shall continue to operate after such re-election as if the appointor had not so retired.
- (d) Every person acting as an alternate Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults and he shall not be deemed to be the agent of or for the Director appointing him.

#### **CHIEF EXECUTIVE, EXECUTIVE DIRECTOR AND/OR MANAGING DIRECTOR**

- Appointment
121. (a) The Board of Directors shall appoint a chief executive (who may or may not be a member of their body) for such period and upon such terms as it thinks fit, and the Directors may from time to time (subject to the provisions of any contract between him and the Company) remove or dismiss him from office and appoint another in his place.
- (b) The Board may from time to time appoint an executive Director or managing Director or any person holding an equivalent position from among their numbers for such period and upon such terms as it thinks fit. All such persons appointed shall be subject to the control of the Board.

The appointment of any Director to an executive position under this Constitution shall be subject to the same provisions as to resignation and removal as the other Directors and if he ceases to hold the office of Director for any cause shall ipso factor and immediately cease to be an executive Director or managing Director.

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| Remuneration of chief executive, executive Director, managing Director     | 122. | The remuneration of the chief executive, executive Director, managing Director or any person holding an equivalent position, shall, from time to time 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 such remuneration shall not include a commission on or percentage of turnover but it may be a term of their appointment that they shall receive pension, gratuity or other benefits upon their retirement.  |
| Special position to chief executive, executive Director, managing Director | 123. | The chief executive, executive Director, managing Director or any person holding an equivalent position shall act per delegation of the Board of Directors on all matters related to the administration of the Company and shall conduct the business of the Company according to the regulations, policies and decisions of the Board. For that purpose the Directors shall entrust to and confer upon the chief executive, executive Director, managing Director or any person holding an equivalent position for the time being the powers they may think fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient and, from time to time may revoke, withdraw, alter or vary any such powers but subject thereto such chief executive or any person holding an equivalent position shall be subject to the control of the Board. |

#### **COMMITTEES OF DIRECTORS**

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| Power of Directors to appoint committees | 124. | The Directors may establish any committees (including, without limitation, a management committee), local boards or agencies comprising two (2) or more persons for managing any other affairs of the Company either in Malaysia or elsewhere, and may lay down, vary or annul such rules and regulations as they may think fit for the conduct of the business thereof, and may appoint any person or persons to be the member or members of any such committee or local board or agency and may fix their remuneration and may delegate to any such committee or local board or agency any of the powers, authorities and discretion vested in the Directors, with power to sub-delegate, and may authorise the member or members of any such committee or local board or agency or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no persons dealing in good faith and without notice of any such annulment or variation shall be affected thereby. The regulations herein contained for the proceedings of Directors shall so far as not altered by any regulations made by the Directors apply also to the meetings and proceedings of any committee. |
| Meeting of Committees                    | 125. | <p>(a) Notwithstanding any provisions to the contrary contained in this Constitution, 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 of such committee present and in the case of any equality of votes, the Chairman shall have a second or casting vote.</p> <p>(b) Unless otherwise determined by the Directors from time to time, notice of all committee's meetings shall be given and circulated to all committee members by facsimile, electronic mail or such other communication modes / equipment, unless such requirement is waived by a majority of them. Except in the case of an emergency, reasonable notice of every committee's meeting shall be given in writing. The majority of the committee members may waive notice of any meeting and any such waiver may be retroactive.</p>   |

- (c) In the event issues requiring the committee's decision arise between meetings, such issues may be resolved through circular resolutions of the committee. Such circular resolution in writing signed by a majority of the committee members shall be deemed valid and effectual if it is signed or approved by letter, facsimile or any electronic means by members of the committee pursuant to this Constitution. All such resolutions shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by her/him in the Company's minute book. Any such resolution may consist of several documents in like form (prepared and circulated by facsimile or electronic mail or other communication modes / equipment), each signed by one (1) or more committee member. An approval by letter or other written means of a proposed resolution in writing (which has been prepared and circulated as aforesaid) signed by a committee member and sent by him by facsimile or electronic mail or other communication modes / equipment shall be deemed to be a document signed by him for the purposes of the foregoing provisions.

- Participation at Committee Meeting by way of telephone and video conference 126. Notwithstanding any provisions to the contrary contained in this Constitution, the committee meeting may be held by fully virtual or hybrid at more than one venue using any technology or method. A committee member or any invitees may participate in the meeting by means of a telephone conference, or any other audio, or audio visual, or communication means which allows all persons participating in the meeting to hear and speak with each other and such committee member or person shall be regarded for all purposes as personally attended such a meeting and such committee member shall be counted in a quorum and be entitled to vote on the resolutions tabled at the committee meeting.

#### **VALIDATION OF ACTS OF DIRECTORS**

- Directors' acts to be valid 127. All acts done bona fide by any meeting of the Directors or a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they, or any of them were disqualified, or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or member of such committee as aforesaid and had been entitled to vote.

#### **DIRECTORS' WRITTEN RESOLUTIONS**

- Directors' written resolution 128. A resolution in writing signed by a majority of the Directors for the time being entitled to receive notice of a meeting of the Directors shall be valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted provided that where a Director is not so present but has an alternate who is so present, then such resolution must also be signed by such alternate. All such resolutions shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by her/him in the Company's minute book. Any such resolution may consist of several documents in like form (prepared and circulated by facsimile or electronic mail or other communication modes / equipment), each signed by one (1) or more Director or their alternates. An approval by letter or other written means of a proposed resolution in writing (which has been prepared and circulated as aforesaid) signed by a Director and sent by him by facsimile, telex or telegram or electronic mail or other communication modes / equipment shall be deemed to be a document signed by him for the purposes of the foregoing provisions.

### **AUTHENTICATION OF DOCUMENTS**

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| Authentication of documents   | 129. | Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the Constitution of the Company and any resolution passed by the Company or the Directors and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and, where any books, records, documents or accounts are kept elsewhere than in the Office, the local manager or other officer of the Company having custody thereof shall be deemed to be a person appointed by the Directors as aforesaid. |
| Conclusive evidence of resolutions and extract of minutes of meetings | 130. | A document purporting to be a copy of a resolution of the Directors or any extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of Clause 129, shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors.  |

### **MINUTES AND REGISTERS**

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| Minutes to be entered                              | 131. | <p>The Directors shall cause minutes to be duly entered in books provided for the purpose:-</p> <ul style="list-style-type: none"><li>(i) of all appointments of Directors and Secretary in accordance to the Act;</li><li>(ii) of the names of all the Directors present at each meeting of the Directors and of any committee of Directors and of the Company in general meeting;</li><li>(iii) of all resolutions and proceedings of general meetings and of meetings of the Directors and committee of Directors; and</li><li>(iv) of all orders made by the Directors and any committee of Directors.</li></ul> <p>Such minutes shall be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting and if so signed, shall be accepted as prima facie evidence without further proof of the facts stated therein.</p> |
| Particulars of Directors, managers and Secretaries | 132. | The Company shall in accordance with Section 57 of the Act, keep at the Office a register containing such particulars with respect to the Directors, managers and Secretaries of the Company as are required by the Act and shall notify the Registrar of any change in such register within fourteen (14) days from the change.  |
| Minutes kept at Office                             | 133. | The books containing the minutes of proceedings of any general meeting shall be kept by the Company at the Office or the principal place of business in Malaysia of the Company and shall be open to the inspection of any Member without charge.   |
| Registers to be kept                               | 134. | <p>The Company shall also keep at the Office or such other place provided notice has been given to the Registrar, the following registers:</p> <ul style="list-style-type: none"><li>(i) a register of substantial shareholders and of information received in pursuance of the requirements under the Act; and</li><li>(ii) a register of the particulars of each of the Directors' shareholdings and interests as required under the Act.</li></ul>   |

### SECRETARY

- Secretary
135. (a) The Secretary or Secretaries shall in accordance with the Act be appointed by the Director(s) for such term and at such remuneration and upon such conditions as they think fit.
- (b) The Secretary or Secretaries may resign by giving notice in writing to the Board in accordance to Section 237 of the Act ("Notice"), left at the Office and copies sent to the Directors for the time being at their last known addresses and shall cease to be the Secretary or Secretaries of the Company, on the expiry of thirty (30) days from the date of the Notice lodged with the Board or on the expiry of thirty (30) days from the date of notification to the Registrar.

### SEAL

- Authority for use of Seal
136. (a) The Company may have a Seal. The Directors shall provide for the safe custody of the Seal which shall only be used pursuant to a resolution of the Directors or a committee of the Directors authorising the use of the Seal. The Directors may from time to time (subject to the provisions of Clause 17 in relation to certificates) make such regulations as they think fit determining the persons and the number of such persons in whose presence the Seal shall be affixed and, until otherwise so determined, the Seal shall be affixed in the presence of at least one (1) Director and counter-signed by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose who shall sign every instrument to which the Seal is affixed and the Directors may by resolution determine either generally or in any particular case that the signatures of any Director, the Secretary or such other persons appointed as aforesaid may be affixed or reproduced by facsimile, autographic or other mechanical means provided that the use of such is restricted to a certificate, instrument of transfer or other documents of title in respect of any share, stock, debenture or marketable security created or issued by the Company to be given under the Seal of the Company. The Company may exercise the powers of Sections 61 to 67 of the Act, and such powers are accordingly hereby vested in the Directors.
- Official seal for share certificate, etc.
- (b) The Company may also have a share seal pursuant to Section 63 of the Act.

### ACCOUNTS AND FINANCIAL STATEMENTS

- Keeping and inspection of books of account
137. The Directors shall cause proper accounting and other records to be kept whether in a legible or non-legible form and shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounting and other records of the Company or any of them, shall be opened to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting. Subject always to the Act, the books of account or records of operations shall be kept at the Office or at such other place as the Directors think fit and shall always be open to inspection by the Directors.

- Preparation, circulation and publication of audited financial statements and reports of directors and auditors thereon
138. (a) The Directors shall cause to be prepared and circulated to every Member and laid before the Company in its annual general meeting, the audited financial statements and the reports of directors and auditors thereon in accordance to the Act. The interval between the close of a financial year of the Company and the issue of such reports shall not exceed four (4) months or such other period as may be allowed by the Act and/or the provisions in the Listing Requirements.
- (b) A copy of each the audited financial statements and reports of directors and auditors thereon in printed form or in CD-ROM or in such other form of electronic media or means or any combination thereof or publication on the Company's website as permitted under the Act and the Listing Requirements, shall not be less than twenty-one (21) days before the date of the meeting (or such shorter period as may be agreed by all Members entitled to attend and vote at the meeting), be sent or circulated to every Member of the Company, and to every holder of debentures of the Company, the auditors of the Company and every person who is entitled to receive notices of general meeting under the provision of the Act or of 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 to the several persons entitled thereto in consequence of the death or bankruptcy of the holder or otherwise) and which does not appear on the Record of Depositors or the Register as the case may be, 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
139. Auditors shall be appointed in accordance with the provisions of the Act and their duties shall be regulated in accordance with the Act.

#### **DIVIDENDS AND RESERVES**

- Distribution of dividends
140. Subject to the provisions of the Act, the Company in general meeting may declare dividend, but no dividend shall exceed the amount recommended by the Directors and 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 dividend shall be payable otherwise than out of profits of the Company available if the Company is solvent or shall bear interest against the Company.
- Application of profits
141. The Directors may, if they think fit from time to time, pay to the Members such dividends as appear to the Directors to be justified by the profits of the Company. If at any time the share capital of the Company is divided into different classes, the Directors may pay such dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights, as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Directors act bona fide, they shall not incur any responsibility to the holders of shares conferring any preferential rights for any damage that they may suffer by reason of the payment of dividend on any shares having deferred or non-preferential rights. The Directors may also pay half-yearly or at other suitable intervals to be settled by them, any dividend which may be payable at a fixed rate if they are of the opinion that the profits justify the payment.
- Directors may form reserve fund and invest
142. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending any such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares in the Company) as the Directors



may from time to time think fit. The Directors may also without placing the same to reserve, carry forward any profits which they may think prudent not to divide.

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| Payment of dividends  | 143. | Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of call shall be treated for the purposes of this Constitution as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date, that share shall rank for dividend accordingly.  |
| Deduction of dividends  | 144. | The Directors may deduct from any dividend payable to any Member, all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company held by him.   |
| Dividends due may be retained until registration                | 145. | The Directors may retain the dividends payable upon shares in respect of which any person is under the provision as to the transmission of shares hereinbefore contained entitled to become a Member, or which any person is under those provisions entitled to transfer, until such person shall become a Member in respect of such shares or shall transfer the same.   |
| Unclaimed dividends   | 146. | Subject always to the laws relating to unclaimed monies, the Company shall enter in its register of unclaimed monies, any dividend unclaimed or unaccepted for twelve (12) months after any dividend payment date and the Company shall cause a copy of all such entries in the register to be advertised in the Gazette annually during the month of March and all such entries shall include unclaimed dividends held up to the end of February of that year. All unclaimed or unaccepted dividends which shall remain unpaid by the Company within twelve (12) months from the date of such advertisement shall be paid within fourteen (14) days after expiration of such period of twelve (12) months by the Company to the Consolidated Trust Account and upon such payment, all liability of the Company with respect to such dividends shall thereupon cease. During the period of twelve (12) months from the date of the aforesaid advertisement, all dividends remaining unclaimed may be invested or otherwise made use of by the Directors for the benefit of the Company. |
| Dividend in respect of deceased, bankruptcy or insolvent Member | 147. | In consequence of the death, bankruptcy or insolvency, the authorised persons or legal personal representative of the deceased Member or executors or administrators of the Member whose names registered in the Record of Depositors, may give effectual receipts for all dividends and payments on account of dividends in respect of such Securities.  |
| Payment of Dividends in specie                                  | 148. | The Company, upon the recommendation of the Directors in authorising a distribution of dividends, may direct payment of such dividends wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other company or in any one (1) or more of such ways; and the Directors shall give effect to such resolution, and where any difficulty arises in regard to payment of such distribution, the Directors may settle the same as they think expedient, and fix the value for the distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Member upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors.  |
| Mode of dividend payment  | 149. | Subject to the provisions of the Act, the Central Depositories Act, the Rules, the Listing Requirements and/or regulatory authorities, any dividend, interest or other sum payable in cash by the Company in respect of a share may be paid by directly crediting the Members' dividend entitlements into their bank accounts by way of electronic bank transfer, cheque or warrant sent by post addressed to the holder at his registered address as it appears in the Register or the Record of Depositors or addressed to such person and at such address as the holder may in writing   |

direct. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be a good and full discharge to the Company of the dividend to which it relates, notwithstanding that in the case of payment by cheque or warrant, it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged, the instruction for the electronic transfer or remittance has been forged, or of any discrepancy in the details of bank account given by the Member. Every such 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 and the Company shall have no responsibility for any sums lost or delayed in the course of any such dividend or other sum paid by any bank or other funds transfer system or such other means and to or through such person as the holder may in writing direct.

#### **CAPITALISATION OF PROFITS**

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| Capitalisation of profits by bonus issue etc.  | 150. | The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of the financial statements or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed, credited as fully paid up to and amongst such Members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution.  |
| Director's duties and powers in capitalisation | 151. | Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of 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 Accounts 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 entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such Members. |

#### **LANGUAGE**

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| Translation | 152. | Where any accounts, minute books or other records required to be kept by the Act are not kept in the Bahasa Malaysia or English language, the Directors shall cause a true translation of such accounts, minute books and other records to be made from time to time at intervals of not more than seven (7) days and shall cause such translation to be kept with the original accounts, minute books and other records for so long as the original accounts, minute books and other records are required by the Act to be kept. |
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## NOTICES AND/OR DOCUMENTS

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| Service of notices and/or documents | 153. | <p>(a) Notice of all meetings of the Members shall be given by the Company to the Members in the manner set out in Clause 64.</p> <p>(b) Any notice and/or documents may be served by the Company or the Secretary to the Members either in hard copy or electronic means or partly in hard copy and partly in electronic means, where a notice and/or documents served in hard copy, can either be served personally or through the post in a prepaid letter addressed to the Member at his last known registered address; or where it is served by way of electronic means (including using any other electronic platform maintained by the Company or third parties that can host the information in a secure manner or access by the Members) be transmitted to the last known electronic mail address of the Member; or publishing the notice and/or documents on the Company's website, provided that a notification of the publication of the notice and/or documents on the website via hard copy or electronic mail or short messaging service has been given in accordance with the Act, stating that:</p> <ul style="list-style-type: none"><li>• the place, date and time of the meeting; and</li><li>• whether the meeting is an annual general meeting.</li></ul>  |
| Last known address for service      | (c)  | <p>A Member's address, electronic mail address and any other contact details provided to Bursa Depository shall be deemed as the last known address, electronic mail address and contact details respectively for the purposes of communication including but not limited to service of notices and/or documents to the Member.</p>  |
| When service deemed effected        | 154. | <p>(a) Any notice and/or documents shall be deemed to have been served by the Company to a Member:-</p> <p>(i) If served by post, shall be deemed to be served on the day the prepaid letter, envelope or wrapper containing such notice or document is posted.</p> <p>(ii) If served by way of electronic means, shall be deemed to have been served on the day it had been transmitted to the last known electronic mail address of the Member; unless the sender receives an automated delivery failure notice after the communication has been transmitted.</p> <p>(iii) If posted on the Company's website, on the date the notice and/or documents is first made available on the Company's website, and it shall be made available throughout the period beginning from the date of the notification referred to in above until the conclusion of the meeting.</p> <p>In the event that service of a notice and/or document via electronic mail is unsuccessful, the Company must within two (2) market days from discovery of delivery failure, make alternative arrangements for service by serving the notice and/or document in hard copy or any other electronic means.</p> <p>(b) A notice, document and/or information served by means of publication in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper or in writing to the Exchange shall be deemed to have been given or received by the intended recipient when it was first published in such daily newspaper or the Exchange's website.</p> <p>(c) The accidental omission to give any notice of any meeting to or the non-receipt of any such notice by any of the Members shall not invalidate the proceedings at any general meeting or any resolution passed thereat.</p> |

- Notice and/or documents in case of death or bankruptcy
155. A notice and/or documents required to be sent to Members may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a Member by sending it through representatives of the deceased or assignee of the bankrupt or by any like description, at his last known address, in any manner in which the same might have been served if the death or bankruptcy has not occurred. Every person who by operation of law, transfer, transmission or other means whatsoever shall become entitled to any share, shall be bound by every notice and/or document in respect of such share which, prior to his name and/or address being entered in the Register or Record of Depositors, as the case may be, as the registered holder of such share, shall have been duly given to the person from whom he derives the title to such share.
- Who may receive notice of general meeting
156. (a) Notice of every general meeting shall be given in a manner hereinbefore specified to:-
- (i) every Member;
  - (ii) every person entitled to a share in consequence of the death or bankruptcy of a Member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting;
  - (iii) the auditors for the time being of the Company;
  - (iv) the Directors of the Company; and
  - (v) the Stock Exchange.
- (b) All notices and/or documents served for and on behalf of the Company or the Directors shall only be effectual if it bears the name of a Director or the Secretary or a duly authorised officer of the Company and which are issued by order of the Board pursuant to a resolution duly passed by the Board. The signature to any notice to be given by the Company may be written or printed.

#### **WINDING UP**

- Distribution of assets in specie
157. If the Company is wound up and the liquidator may, upon the payment or satisfaction of all liabilities of the Company including preferential payments under the Act, with the sanction of a special resolution of the Company, divide amongst the Members in specie or in kind the whole or any part of the assets of the Company (whether they consist of property of the same kind or not) and may for that purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how the division shall be carried out as between the Members or different classes of Members. The liquidators may, with the like sanction, vest the whole or any part of any such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, think fit, but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability.
- Sharing of loss and excess
158. 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:-
- (i) 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

- (ii) if in a winding-up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding-up, the excess shall be distributed among the Members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding-up, on the shares held by them respectively.
- Liquidator's fees in voluntary liquidation 159. (a) On the voluntary liquidation of the Company, the liquidator shall be entitled to receive salary or remuneration as prescribed under the rules made by the Rules Committee under Section 616 of the Act.
- (b) No commission or fee shall be paid to a liquidator unless it has been approved by the Members. The amount of such payment shall be notified to all Members at least seven (7) days prior to the meeting at which the commission or fee to be considered.

#### **SECURITY CLAUSE**

- Secrecy 160. Save as may be provided by the Act, no Member shall be entitled to enter into or upon or inspect any premises or property of the Company nor to require discovery of any information respecting any detail of the Company's trading, manufacturing or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors, it would be inexpedient in the interest of the Members of the Company to communicate to the public.

#### **INDEMNITY**

- Indemnity and insurance for the Company's officer and auditor 161. Subject to the Applicable Laws, every Director, Auditors, Secretary and other officers (as defined in the Act) for the time being of the Company shall 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 upon obtaining approval from the Directors, effect insurance for such persons against such liability.

#### **ALTERATIONS**

- Company may alter or amend constitution 162. Subject to this Constitution, no amendment whether by way of rescission, alteration or addition shall be made to this Constitution unless the same has been passed by a special resolution.

#### **COMPLIANCE WITH APPLICABLE LAW**

- Compliance with statutes, regulations and rules 163. The Company shall comply with the provisions of the Act, relevant governing statutes, regulations and rules as may be amended, modified or varied from time to time, or any other directive or requirement imposed by the Exchange, the Central Depository and other appropriate authorities, to the extent required by law, notwithstanding any provisions in this Constitution to the contrary.

#### **EFFECT OF THE LISTING REQUIREMENTS**

- Effect of the Listing Requirements 164. (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 this Constitution relating to those Listing Requirements in respect of which compliance or observance has been waived by the Exchange. This Clause shall only apply so long as any of the Securities of the Company are listed on the Exchange.