

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

1. If you are in doubt as to the course of action to be taken, you should consult your Stockbroker, Bank Manager, Solicitor, Accountant or other Professional Adviser immediately.
2. Bursa Malaysia Securities Berhad takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



**ADVANCED PACKAGING  
TECHNOLOGY (M) BHD.**

(82982-K)

**先進包裝工業(馬)有限公司**

(Incorporated in Malaysia)

## **CIRCULAR TO SHAREHOLDERS**

### **IN RELATION TO THE**

### **PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

The above Proposal will be tabled as Special Business at the Thirty-Seventh Annual General Meeting ("37th AGM") of Advanced Packaging Technology (M) Bhd to be held at Bangi Resort Hotel, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor Darul Ehsan on Thursday, 30 May 2019 at 12.30 p.m. The Notice of the 37th AGM together with the Form of Proxy are enclosed in the 2018 Annual Report of the Company which is despatched together with this Circular.

The Form of Proxy should be lodged at Ground Floor, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, not less than Forty-Eighth (48) hours before the time stipulated for holding the Meeting or at any adjournment thereof. The lodgment of the Form of Proxy will not preclude you from attending and voting in person at the Meeting should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy : Tuesday, 28 May 2019 at 12.30 p.m.

Date and time of 37th AGM : Thursday, 30 May 2019 at 12.30 p.m.

# DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

“37th AGM”	Thirty-Seventh Annual General Meeting
“the Act”	The Companies Act, 2016 as amended from time to time and any re-enactment thereof
“APT” or “the Company”	Advanced Packaging Technology (M) Bhd (82982-K)
“Board” or “Directors”	The Board of Directors of APT
“Bursa Securities”	Bursa Malaysia Securities Berhad
“Constitution”	The Constitution of the Company
“Listing Requirements”	Main Market Listing Requirements of Bursa Securities
“M&A”	The existing Memorandum and Articles of Association of the Company
“Proposal Adoption” or “the Proposal”	Proposed adoption of new Constitution of the Company
“Shareholders”	Shareholders of APT
“2018 Annual Report”	Annual Report of APT issued for the financial year ended 31 December 2018



Registered Office:

Level 8 Symphony House  
Block D13, Pusat Dagangan Dana 1  
Jalan PJU 1A/46  
47301 Petaling Jaya  
Selangor Darul Ehsan

Date: 26 April 2019

Directors:

<b>Datuk Ismail bin Haji Ahmad</b>	(Chairman, Independent Non-Executive Director)
<b>Mr Tjin Kiat @ Tan Cheng Keat</b>	(Managing Director)
<b>Mr Yeo Tek Ling</b>	(Finance Director)
<b>Dato' Haji Ghazali B. Mat Ariff</b>	(Senior Independent Non-Executive Director)
<b>Mr Mah Siew Seng</b>	(Independent Non-Executive Director)
<b>Mr Ng Choo Tim</b>	(Independent Non-Executive Director)
<b>Mr Law Mong Yong</b>	(Non-Independent Non-Executive Director)
<b>Mr Chee Chin Hung</b>	(Non-Independent Non-Executive Director)

To: **The Shareholders of APT**

Dear Sir/Madam,

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## **PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

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### **1. INTRODUCTION**

On 18 April 2019, the Board announced to Bursa Securities that APT proposed to seek Shareholders' approval for the adoption of new Constitution to substitute the Company's existing M&A in its entirety.

The purpose of this Circular is to provide you with information on the Proposed Adoption, and to seek your approval for the special resolution to be tabled under special businesses at the forthcoming 37th AGM of the Company. The Notice of the 37th AGM is enclosed together with the 2018 Annual Report.

### **2. DETAILS OF THE PROPOSED ADOPTION**

The Board proposed to adopt new Constitution taking into account the changes to the Act and in line with the Listing Requirements. The proposed new Constitution is set out in Appendix III of this Circular.

### **3. RATIONALE FOR THE PROPOSED ADOPTION**

The Proposed Adoption is primarily for the purpose of streamlining the Company's M&A to be in line with the Act, the Listing Requirements, the prevailing statutory and regulatory requirements as well as to update the existing M&A of the Company, where relevant, to render consistency throughout in order to facilitate and further enhance administrative efficiency.

### **4. EFFECTS OF THE PROPOSAL**

The Proposal will not have any effect on the share capital of the Company and shall not have any material effect on the substantial shareholdings, net assets, dividend policy and earnings per share capital of the Company.

### **5. APPROVAL REQUIRED**

The Proposed Adoption is subject to the approval of the Shareholders at the 37th AGM.

**6. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS ON THE PROPOSED ADOPTION**

None of the Directors and/or major shareholders of the Company and/or persons connected to them have any interest, direct or indirect, in the Proposed Adoption.

**7. DIRECTORS' RECOMMENDATION**

The Board having considered the all aspects for the Proposed Adoption, is of the opinion that the Proposed Adoption is in the best interest of the Company and recommend that you vote in favour of the Special Resolution No. 1 on the Proposed Adoption to be tabled at the forthcoming 37th AGM of the Company. The text of the said Special Resolution 1 is set out in Appendix II of this Circular.

**8. SPECIAL BUSINESS OF THE 37TH AGM**

The 37th AGM of the Company will be held at Bangi Resort Hotel, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor Darul Ehsan on Thursday, 30 May 2019 at 12.30 p.m. for the purpose of considering and, if thought fit, passing the Special Resolution so as to give effect to the Proposed Adoption under the special business in the agenda for the 37th AGM.

If you are unable to attend and vote in person at the 37th AGM, you are requested to complete and return the enclosed Form of Proxy in accordance with the instructions therein as soon as possible and in any event so as to arrive at Ground Floor, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, not less than 48 hours before the time fixed for the 37th AGM. The completion and returning of the Form of Proxy does not preclude you from attending and voting in person at the 37th AGM should you subsequently wish to do so.

**9. FURTHER INFORMATION**

Shareholders are requested to refer to the attached appendices in this Circular for further information.

Yours faithfully  
**for and on behalf of the Board**  
**ADVANCED PACKAGING TECHNOLOGY (M) BHD**

**TJIN KIAT @ TAN CHENG KEAT**  
**MANAGING DIRECTOR**

# APPENDIX I

## FURTHER INFORMATION

### 1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Directors of the Company and they collectively and individually accept full responsibility for the accuracy of the information given and contained in this Circular and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in this Circular misleading.

### 2. MATERIAL LITIGATION

The Company had not been or is not engaged in any material litigation, claims or arbitrations either as plaintiff or defendant as at the date of this Circular, and the Directors are not aware of any proceedings, pending or threatened, against the Company or of any facts likely to give rise to any proceedings which might materially affect the position or business of the Company.

### 3. MATERIAL CONTRACTS

There are no material contracts, not being contracts entered into in the ordinary course of business, which have been entered into by APT during the two (2) years immediately preceding the date of this Circular.

### 4. DOCUMENTS FOR INSPECTION

The following documents are available for inspection at the Registered Office of the Company during normal office hours on any business day falling from the date of this Circular and up to the time set for convening the 37th AGM:

- (a) Existing M&A of APT; and
- (b) Statutory Financial Statements of APT for the past two years ended 31 December 2017 and 31 December 2018.

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# APPENDIX II

## SPECIAL RESOLUTION 1 - PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY

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### PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY

“THAT approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in Appendix III to the Circular to Shareholders dated 26 April 2019 accompanying the Company’s Annual Report 2018 for the financial year ended 31 December 2018 be and is hereby adopted as the Constitution of the Company **AND THAT** the Directors of the Company be and are hereby authorised to assent to any modification, variation and/or amendment as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing.”

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# APPENDIX III

## THE COMPANIES ACT 2016

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### PUBLIC COMPANY LIMITED BY SHARES

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## CONSTITUTION OF ADVANCED PACKAGING TECHNOLOGY (M) BHD

### GENERAL

1. The name of the Company is Advanced Packaging Technology (M) Bhd.
2. The Company is a public company limited by shares.
3. The registered office of the Company shall be situated in Malaysia.
4. The liability of the members is limited.
5. The provisions set out in the Companies Act 2016 which may be modified or substituted by the provisions of these Clauses shall not apply to the Company except in so far as the same are repeated or contained in this Constitution.

### OBJECTS

6. Section 21 of the Companies Act 2016 shall apply to the Company and the Company shall be capable of exercising all the functions of a body corporate and have the full capacity to carry on or undertake any business or activity that the Board considers to be advantageous to the Company and that are not prohibited under any law for the time being in force in Malaysia which shall include, but not limited to the following object clauses:-
  - (1) To establish, maintain, conduct and acquire or dispose of either as principal or agents, trading posts of all kinds and description throughout the world and in connection therewith to do all such acts and things and to acquire and /or dispose of such real and/or personal property as is usual or customary with a general trading post business.
  - (2) To carry on the business of manufacturers, wholesalers, suppliers and dealers in all kinds of packaging and packaging materials, bags, cartons and boxes.
  - (3) To manufacture, distribute, export, import, sell or otherwise deal in polyethylene fibre sheets, bags canvas, straws, tapes, threads, mats and all other kinds of products, goods, articles or things made of polyethylene fibre or filaments, plastics, cloth, paper, cellulose, polypropylene or other synthetic-base fibres, materials, fabrics, textiles or chemicals or a mixture or blending of such fibres or materials or otherwise.



- (4) To manufacture all kinds of laminated products or articles, laminated aluminum foils and sheets, plastic sheets, cloth, paper, tapes, insulated building paper or sheets, asbestos and all other similar products and by-products made of laminated materials, synthetic materials of plastics or other kinds of raw materials of every kind and description and to sell, export, import or otherwise deal in all such products, articles or things.
- (5) To manufacture, make, prepare for market, sell, export or otherwise deal in paperboard boxes, containers, cartons, receptacles, paper food containers, cups, plates, bags, napkins and tapes, drinking straws, wallpapers, labels, sweet wrappers, bases for floor coverings, pegboards, softboards, filter paper, envelopes, playing cards and all other products, goods or articles made of or involving the use of paperboard, paper pulp, padi straws and husks, sugar cane bagasse, fibres, plastic, tar, wax or other synthetic or similar materials or a combination of them.
- (6) To manufacture, assemble, import, export, barter, contract, buy, sell, deal in and to engage in, conduct and carry on the business of importing, exporting, bartering, trading, contracting, buying, selling and dealing in goods, wares and merchandise of every class and description, raw, manufactured or produced in any place throughout the world.
- (7) To carry on the business as agents, processors, importers, exporters, distributors, purchasers and sellers of and dealers in all sorts of data-processing, equipments, computers of all kinds, supplies, accessories and software packages.
- (8) To carry on the business of manufacturers, dealers, agents, storers, importers, exporters, distributors, in tape-recorders, sound equipment, radio, Mono and Stereograms, phonograms, transistors, television, cameras and cinecameras and cinematographics equipment, visual-aid equipment, telegraphic, telephonic and other communication equipment, washing machine, cookers, fans, refrigerators and other domestic appliance, electrical/computerized or electronic goods and spare parts of all kinds and description whether operated manually, electronically or by gas, fuel turbine or motor.
- (9) To carry on all or any of the branches of the business of general merchants, agents, brokers, factors, capitalist, insurers, concessionaires, shippers, importers and exporters general store keepers, tea dealers, wholesale and retail traders, ship chandlers, aircraft owners, ship builders or air charterers, ship and shipping or transport agents, carriers by land and air, commission agents, manufacturers, manufacturers' representatives and distributors, estate and property agents, warehousemen, lightermen, stevedores, contractors, builders, guarantors, wharf and dock owners or lessees owners or lessees of railways airfields and tramways.
- (10) To carry on the business of loggers and sawmillers and the preparation of logs and timber for market.
- (11) To carry on all or any of the businesses of manufacturers, contractors, installers, maintainers, repairers of and dealers on electrical and electronic appliances and apparatus of every description, and in all types of industrial, commercial and residential air conditioning systems, radio, television and electrical equipment, goods and stores of all kinds.
- (12) To receive deposits and to advance deposit or lend money securities and properties to or with such persons and such terms as may seem expedient.
- (13) To carry on the business of manufacturers and dealers in either wholesale or retail in goods, materials, substances and articles made or manufactured or moulded of wood, metal, textiles, fibres whether natural or artificial stone or of any plastic or other manufactured or natural substance or material or of any combination thereof.
- (14) To develop and turn any land acquired by the Company or in which the Company is interested and in particular by laying out, sub-dividing and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement and any advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.

- (15) To purchase or otherwise acquire for investment or resale and to traffic in lands, houses, plantations and other property of any tenure and any interest therein and any movable property of any description or any interest therein and to create, sell and deal in freehold and leasehold ground tents, and in make advances upon the security of land or house or other property or any interest thereon and generally in deal in, traffic by way of sale, lease, exchange or otherwise with land and house property and any other property whether real or personal and whether for valuable consideration or not.
- (16) To carry on the business of general and commission agents, factors, brokers, manufacturer's representatives, importers, exporters, investors, contractors, housing estate developer, manufacturer and general merchant.
- (17) To cultivate, grow, cure, treat, submit to any process, prepare for market (whether on account of the Company or not) manufacture, buy, sell and deal in rubber, palm oil, tea, coffee, tobacco, coconuts, sugar, cocoa, spices, cinchona, rice, cereals, cotton, flax, grain, coconut fibre, fruit, copra, silk, pepper, guano, and bone or other artificial manure, and agricultural and other products of all sorts and seed and good or other requisites, and any goods, produces, ware, merchandise, articles and things of any kind whatsoever and generally to carry on the business of planters and growers of and dealers in produce of every kinds.
- (18) To purchase or otherwise acquire mining lands, and to sell, dispose of, and deal with mines and mining rights and property supposed to contain minerals, oils or precious stones of all kinds and undertakings connected therewith, and to work, exercise, develop and turn to account mines and mining rights and any undertakings connected therewith and to buy, sell, refine, manipulate, and to deal in oils, precious stones, metals, ore or minerals of all kinds.
- (19) To carry on the business of haberdashers, hosiers, manufacturers, importers, exporters, wholesale and retail dealers of and in textile fabrics of all kinds, milliners, watch makers, dressmakers tailors, hatters, clothiers, gloves, boot and shoe makers, importers, exporters, wholesale and dealers of and in leather goods, household furniture, ironmongery, turnery and other household fittings and utensils.
- (20) To carry out in Malaysia and elsewhere the business of running motor lorries, trucks, omnibuses, taxis and motor cars of all kinds and all or any other public or private conveyances on such lines and routes as the Company may think fit to transport goods and passengers and generally to carry on the business of common carriers.
- (21) To carry on the business as tourist agents, travel agents, general sales agents, contractors, forwarding and handling agents, to facilitate travelling, to arrange and operate tours, to provide for tourists and travelers, and to promote the provision of conveniences of all kinds in the way of through tickets, circular tickets, sleeping cars or berths, reserved places, hotel and lodging accommodation, guides, safe deposits, enquiry bureau, libraries, reading rooms, baggage transport and otherwise.
- (22) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with its business and calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (23) To acquire and undertake the whole or any part of the business, property and liabilities of any person or Company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purpose of the Company.
- (24) To apply for, or otherwise acquire any patents, patent rights, copyrights, trademarks, formulas, licences, concessions and the like conferring any exclusive or non-exclusive or limited rights to use, or any secret or other information as to, any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, or grant licenses in respect of, or otherwise turn to account, the property, rights, or information so required.
- (25) To take, or otherwise acquire, and hold, shares, debentures, or other securities of any other Company.

- (26) To purchase the Company's own shares at any given point in time through Bursa Malaysia Securities Berhad on which the shares of the Company are quoted in accordance with the provisions of the Companies Act, 2016, the rules, regulations and orders made pursuant thereto on the requirements of Bursa Malaysia Securities Berhad and any other relevant authorities and to deal with the acquired shares in a manner as from time to time be permitted or allowed by law.
- (27) To purchase, take on lease or in exchange, hire and otherwise acquire any movable or immovable property and any rights or privileges which Company may think necessary and convenient for the purposes of its business and in particulars of land, buildings, easements, machinery, plant and stock in trade.
- (28) To construct, improve, maintain, develop, work, manage, carry out, or control any buildings, works, factories, mills, roads, tramways, railways, branches or sidings, bridges, reservoirs, water-courses, wharves, warehouses, electric works, shops, stores and other works and conveniences which may seem calculated directly or indirectly to advance the Company's interests, and to contribute to, subsidise or otherwise assist or take part in the construction, improvement, maintenance, developments, working management, carrying out, or control thereof.
- (29) To issue and allot fully or partly paid shares in the capital of the Company in payment or part payment of any movable or immovable, property purchased or otherwise acquired by the Company or any services rendered to the Company.
- (30) To amalgamate or enter into partnership or into arrangement for sharing of profits, union of interest, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or Company carrying on or engaged in or about to carry on or engaged in any business or transaction which the Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (31) To enter into any arrangement with any Government or authority supreme, municipal local or otherwise that may seem conducive to the Company's objects, or any of them, and to obtain from any Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (32) To invest any deal with the money of the Company not immediately required in such manner as may from time to time be thought fit.
- (33) To lend and advance money or give credit to any person or company, to guarantee and give guaranties or indemnities for the payment of money or the performance of contracts or obligations by any persons or company, to secure or undertake in any way the repayment of moneys lent or advanced to or the liabilities incurred by any person or company; and otherwise to assist any person or company.
- (34) To take or hold mortgages, liens, and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Company's property of whatsoever kind sold by the Company or any money due to the Company from purchasers and others.
- (35) To borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment of performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures perpetual or otherwise, charged upon all or any of the Company's property (both present and future) including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (36) To remunerate any person or company for services rendered, or to be rendered, or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or any debentures, or other securities of the Company, or in the organisations, formation, or promotion of the Company or the conduct of its business.

- (37) To draw, make accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, and other negotiable or transferable instruments.
- (38) To sell or dispose of the undertaking of the Company or any part thereof for such consideration of the Company may think fit, and in particular for share, debenture, or securities of any other company having object altogether or in par similar to those of the Company.
- (39) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Company.
- (40) To apply for, secure, acquire by grant, legislative, enactment, assignment, transfer, purchase, or otherwise, and to exercise, carry out, and enjoy any charter, licence, power, authority franchise, concession, right or privileges, which the Government or authority or any corporation or other public body may be empowered to grant, and to pay for, aid in and contribute towards carrying the same into effect and to appropriate any of the Company's shares, debentures, or other securities and assets to defray necessary costs, and expenses thereof.
- (41) To carry on business of manufacturers, importers and exporters of timber, forest products composites and plastics, and to buy and sell by wholesale or retail, and generally to deal in all such materials.
- (42) To apply for, promote, and obtain any statute, order, regulation, or other authorisation or enactment which may seem calculated directly or indirectly to benefit the Company and to oppose any bills, proceedings, or applications which may seem calculated directly or indirectly to prejudice the Company's interest.
- (43) To appropriate any part or parts of the property of the Company for the purposes of, and to build and let or sell, shops, offices and other place of business.
- (44) To adopt such means of making known and advertising the business and products of the Company as may seem expedient.
- (45) To establish and support or aid in the establishment and support of association, institutions, funds, trusts, and conveniences calculated to benefit employees, or directors or past employees or directors of the Company or of its predecessors in business, or the dependents or connections of any such persons, and to grant pensions and allowances, and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general, useful object.
- (46) To promote any other company or companies for the purpose of acquiring or taking over all or any of the property, rights, and liabilities of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (47) To distribute any of the property of the Company among the members in kind or otherwise but so that no distribution amounting to a reduction of capital shall be made without the sanction required by law.
- (48) To make donations for patriotic or for charitable purposes.
- (49) To transact any lawful business in aid of Malaysia in the prosecution of any war or hostilities in which Malaysia is engaged.
- (50) To carry out all or any of the objects of the Company and do all or any of the above things in any part of the world and either as principal, agent, contractor or trusting or otherwise, and by or through trustees or agents or otherwise and either alone or in conjunction with others.
- (51) To do all such other things as are incidental or conclusive to the attainment of the objects and the existing of the powers of the Company.

And it is hereby declared that the intention is that the objects specified in each paragraph of this clause shall (except where otherwise expressed in such paragraph) be independent main objects, and shall be construed in the most liberal way and shall be in no way limited or restricted by reference to or inference from the terms of the first or any other paragraph or the name of the Company and that the word "Company" in this clause (except where used in reference to this Company) shall be deemed to include any partnership or other body of person, whether incorporated or unincorporated, and whether domiciled in Malaysia or elsewhere.

#### **POWERS**

7. Subject to Applicable Laws, the Company shall be capable of exercising all the functions of a body corporate and have full rights, powers and privileges to attain or pursue the aforesaid objects.

#### **INTERPRETATION**

8. In this Constitution, if not consistent with the subject or context, 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:-

<b>WORDS</b>	<b>MEANINGS</b>
Act	The Companies Act 2016 and any statutory modification, amendment or re-enactment thereof and any other legislation for the time being in force made thereunder and any written law for the time being in force concerning companies and affecting the Company.
Alternate Director	A substitute Director nominated in writing to the Company and duly registered with the Registrar of Companies.
Applicable Laws	All laws, bye-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 Securities Laws, 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 and/or other relevant regulatory bodies and/or authorities.
Auditors	The auditors for the time being of the Company.
Beneficial owner	The ultimate owner of the shares and does not include a nominee of any description.
Board or Board of Directors	The board of directors for the time being of the Company.
Bursa Depository	Bursa Malaysia Depository Sdn. Bhd. (Company No. 165570-W) and its successors-in-title.
Central Depositories Act	Securities Industry (Central Depositories) Act 1991 and any statutory modification, amendment or re-enactment thereof for the time being in force.
Clause	Clauses of this Constitution as originally framed or as altered from time to time by Special Resolution.
CMSA	Capital Markets and Services Act 2007, and any statutory modification, amendment or re-enactment thereof for the time being in force.
Constitution	This Constitution as originally framed or as altered from time to time by Special Resolution.

<b>WORDS</b>	<b>MEANINGS</b>
Company	ADVANCED PACKAGING TECHNOLOGY (M) BHD (Company No. 82982-K).
Deposited Security	A security in the Company standing to the credit of a Securities Account of a Depositor and includes securities in the Securities Account that is in suspense subject to the provisions of the Central Depositories Act and the Rules.
Depositor	A holder of a Securities Account.
Directors	The Directors for the time being of the Company, and, unless otherwise stated, includes their duly appointed Alternate Directors.
Document	Any document required to be sent under the Listing Requirements to securities holder.
Electronic address	Any address or number used for the purpose of sending or receiving documents or information by electronic means.
Electronic communication	A document or information is sent or supplied by electronic communication if it is sent initially, and received at its destination by means of electronic equipment for the processing (which expression includes digital compression) or storage of data, and entirely transmitted, conveyed and received by wire, by radio, by optical means or by other electromagnetic means.
Electronic form	Document or information sent or supplied in electronic form are those sent by "electronic communication" or by any other means while in an electronic form whereby a recipient of such document or information would be able to retain a copy.
Exchange	Bursa Malaysia Securities Berhad (Company No. 635998-W) or such other name as it may assume from time to time.
Exempt Authorised Nominee	An authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.
Independent Directors	Has the meaning ascribed to it under the Listing Requirements.
Listing Requirements	Main Market Listing Requirements of the Exchange including any amendments to the Listing Requirements that may be made from time to time and such practice notes or circulars as may be issued by the Exchange from time to time.
Market Day	A day on which the stock market of the Exchange is open for trading in securities.
Major Shareholder	Major shareholder as defined in the Listing Requirements or any modification, amendment or re-enactment thereof for the time being in force.
Member	Any person for the time being holding shares in the Company and whose name appears in the Register of Members and depositors whose names appears on the Record of Depositors.
Month	Calendar month.
Office	The registered office for the time being of the Company.
Prescribed Securities	A security which has been prescribed by the Exchange to be deposited with the Central Depository under Section 14 of the Central Depositories Act.

**WORDS****MEANINGS**

Record of Depositors	A record provided by Bursa Depository to the Company or its Registrar under Chapter 24.0 of the Rules.
Register	The Register of Members to be kept pursuant to the Act and unless otherwise expressed to the contrary, includes the Record of Depositors.
Registrar	Such person, firm or company which for the time being maintains in Malaysia, the register of securities holders.
Ringgit or "RM"	The Malaysian currency.
Rules	Rules of Bursa Depository including any amendments that may be made from time to time.
Seal	The Common Seal of the Company or in appropriate case the official seal.
Secretary	Any person appointed to perform the duties of secretary of the Company including any person appointed temporarily.
Securities Account	An account established by Bursa Depository for a Depositor for the recording of deposit or withdrawal of securities and for dealing in such securities by the Depositor as permitted under the Central Depositories Act and/or the Rules.
Securities	As defined in Section 2(1) of the CMSA.
"Share" or "share"	As regards the Company means and includes a preferred or deferred as well as an ordinary share and also stock and any security which carries any power of voting with respect to the management of the Company.
Special Resolution	Has the meaning assigned thereto by Section 292 of the Act.

Writing shall include printing and lithography and any other mode or modes of representing or reproducing words, symbols or other information which may be displayed in a visible form, whether in a physical document or in an electronic communication or form or otherwise howsoever.

Words importing the singular number only shall include the plural number and vice versa and the masculine shall include the feminine and neuter genders and vice versa.

Words importing persons shall include corporations and companies.

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

The headings and marginal notes in the Constitution are not legally part of this Constitution and do not affect their meaning. They are only intended to be a general guide and are not precise.

**SHARE CAPITAL AND VARIATION OF RIGHTS**

9. Without prejudice to any special rights previously conferred on the holders of any existing shares but subject to the Act and this Constitution, shares in the Company may be issued by the Directors and any such shares may be issued with such preferred, differed or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Directors, subject to any ordinary resolution of the Company may determine.

Power to issue Shares with special rights.

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| 10. | <p>(1) Subject to the Act, any preference shares may with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company are liable to be redeemed. The Company shall not, unless with the consent of the existing preference shareholders at a class meeting, issue preference shares ranking in priority above preference shares already issued, but may issue preference shares ranking equally therewith.</p> <p>(2) Preference shareholders shall have the same rights as ordinary shareholders as regards receiving notices, reports and audited accounts and attending general meetings of the Company.</p> <p>Preference shareholders shall also have the right to vote at any general meeting convened in each of the following circumstances:-</p> <p>(a) when the dividend or part of the dividend on the share is in arrears for more than 6 months;</p> <p>(b) on a proposal to reduce the Company's share capital;</p> <p>(c) on a proposal for the disposal of the whole of the Company's property, business and undertaking;</p> <p>(d) on a proposal that affects rights attached to the preference share;</p> <p>(e) on a proposal to wind up the Company; and</p> <p>(f) during the winding up of the Company.</p> <p>The holder of a preference share shall be entitled to a return of capital in preference to holders of ordinary shares when the Company is wound up.</p>   | <p>Issue of redeemable preference shares</p> <p>Rights of preference shareholders</p> |
| 11. | <p>(1) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may whether or not the Company is being wound up, be varied with the consent in writing of holders of three-fourth of the issued shares of that class, or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting provisions of this Constitution relating to general meeting shall mutatis mutandis apply, but so that the necessary quorum shall be two (2) persons at least holding or representing by proxy one-third (1/3) of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll. To every such special resolution the provision of Section 292 of the Act shall, with such adaptations as are necessary, apply.</p> <p>(2) The payment of preference share capital other than redeemable preference shares, or any alteration of preference shareholder rights shall only be made pursuant to a Special Resolution of the preference shareholders concerned PROVIDED ALWAYS that where the necessary majority for such shares a Special Resolution is not obtained at the meeting, consent in writing if obtained from the holders of three-fourths of the preference shares concerned within two (2) months of the meeting shall be as valid and effectual as a Special Resolution carried at the meeting.</p> | <p>Modification of class rights</p> <p>Repayment of preference capital</p>            |
| 12. | <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, Applicable Laws, any other requirements of the Securities Commission, and any resolution of the Company, shares in the Company may be issued by the Directors, who may allot, or otherwise dispose of such shares to such persons, on such terms and conditions, with such preferred, deferred or other special rights, and subject to such restrictions and at such times as the Directors may determine but the Directors in making any issue of shares shall comply with the following conditions:-</p> <p>(a) no shares shall be issued at a discount;</p> <p>(b) in the case of shares offered to the public for subscription the amount payable on application on each share shall not be less than five per centum (5%) of the nominal amount of the shares;</p>   | <p>Allotment of shares</p>  |



- (c) 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;
- (d) no issue of shares shall be made which will have the effect of transferring a controlling interest in the Company to any person, Company or syndicate without prior approval of the Members of the Company in general meeting; and
- (e) Every issue of shares or options to employees and/or Directors of the Company shall be approved by the Members in general meeting and no Director shall participate in such issues of shares or option unless the Members in general meeting have approved of the specific allotment to be made to such Director.
13. (1) The Company must not allot or issue securities or cause or authorise its Registrars to cause the Securities Accounts of the allottees to be credited with securities until after it has filed with the Exchange an application for listing for such additional securities and been notified by the Exchange that they have been authorised for listing. Issue of securities
- (2) The Company must ensure that all new issues of securities for which listing is sought on the Exchange are made in accordance with the Central Depositories Act, the Listing Requirements and the Rules, and shall be by way of crediting the Securities Accounts of the allottees with such securities save and except where it is specifically exempted from compliance with Section 38 of the Central Depositories Act, in which event it shall so similarly be exempted from compliance with this requirement. For this purpose, the Company must notify Bursa Depository of the names of the allottees and all such particulars required by Bursa Depository, to enable Bursa Depository to make the appropriate entries in the Securities Accounts of such allottees.
- (3) Subject to the provisions of the Act, the Central Depositories Act, the Listing Requirements and the Rules, the Company shall allot or issue securities and despatch notices of allotment to all allottees within such period as prescribed by the Exchange and make application for the quotation of such securities within the stipulated time frame as may be prescribed by the Exchange and deliver to the Central Depository the appropriate certificate, if any, in such denomination as may be specified by the Central Depository registered in the name of Central Depository or its nominee company.
14. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or in all respects pari passu therewith. Ranking of class rights
15. The Company may exercise the powers of paying commissions conferred by the Act, provided that the rate percent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the commission shall not exceed the rate of ten per cent (10%) of the price at which the shares in respect whereof the same is paid are issued or an amount equal to ten per cent (10%) of that price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully paid shares or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful. Commission on subscription of shares
16. Where any shares are issued for the purpose of raising money to defray the expenses of 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 for the period and subject to the conditions and restrictions mentioned in Section 130 of the Act and may charge the same to capital as part of the cost of construction of the works or buildings or the provision of the plant. Interest on share capital during construction
17. Except as required by law or this Constitution, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or unit of share or any other right (except only by this Constitution or by law otherwise provided or pursuant to any Order of Court or the Rules) in respect of any share except in an absolute right to the entirety thereof in the registered holder. Trusts not to be recognised

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| 18. | No part of the funds of the Company shall directly or indirectly be employed in the purchase of, or on loans upon the security of the Company's Shares but nothing in this Constitution shall prohibit transactions mentioned in Section 125 of the Act. | Prohibition of use of Company's funds |
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**CERTIFICATES**

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| 19. | The Company must ensure that all new issues of securities for which listing is sought are made by way of crediting the securities accounts of the allottees with such securities save and except where it is specifically exempted from compliance with Section 38 of the Central Depositories Act, in which event shall so similarly be exempted from compliance with the Exchange Requirement. For this purpose, the Company must notify the Central Depository of the names of the allottees and all such particulars required by the Central Depository, to enable the Central Depository to make the appropriate entries in the securities accounts of such allottees. | Certificates |
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**LIEN**

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| 20. | The Company shall have a first and paramount lien on every share (not being a fully paid share) for all money (whether presently payable or not) called or payable at a fixed time in respect of that share, including all unpaid instalments and interest thereon and the Company shall also have a first and paramount lien on all shares (other than fully paid shares) registered in the name of a Member for all money (whether presently payable or not) payable by him or his estate to the Company, but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Constitution. The Company's lien, if any, on a share and dividends from time to time declared in respect of such shares, shall be restricted to unpaid calls and instalments upon the specific shares in respect of which money are due and unpaid, and to such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of the Member or deceased Member. | Company's lien on shares               |
| 21. | The Company may sell in such manner as the Directors think fit any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen (14) days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the Share or the person entitled thereto by reason of his death or bankruptcy.   | Lien may be enforced by sale of shares |
| 22. | 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 person claiming under or through him in respect of any alleged irregularity or invalidity shall be against the Company.   | Directors may effect transfer          |
| 23. | The proceeds of the sale after payment of the amount of all costs of such sale and of any attempted 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.  | Application of proceeds of sale        |

**CALL ON SHARES**

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| 24. | The Board may from time to time make calls upon the Members as the Board may think fit in respect of any amount unpaid on their shares and not by the conditions of allotment thereof made payable at fixed times. Provided that no call shall be payable at less than one (1) month from the date fixed for the payment of the last proceeding call, and each Member shall (subject to receiving at least fourteen (14) days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine. | The Board may make calls |
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| 25. | 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 Members 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 by him together with interest and expenses (if any).   | When call deemed made        |
| 26. | If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment, at such rate not exceeding eight per cent (8%) per annum as the Board may determine, but the Board shall be at liberty to waive payment of the interest wholly or in part.   | Interest on unpaid calls     |
| 27. | Any sum which, by the terms of issue of a share, becomes payable on allotment or at any fixed date shall, for the purposes of this Constitution, be deemed to be a call duly made and payable on the date on which by the terms of issue the share becomes payable, and in the case of non-payment, all the relevant provisions of this Constitution as to payment of interest and expenses, forfeiture or otherwise shall apply as if the sum had become payable by virtue of a call duly made and notified.  | Sums payable on allotment    |
| 28. | The Board 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.  | Difference in calls          |
| 29. | The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the money uncalled and unpaid upon any shares held by him, and upon all or any part of the money so advanced may (until the same would, but for the advance, become payable) pay interest at such rate not exceeding (unless the company in general meeting shall otherwise direct) five per centum (5%) as may be agreed upon between the Directors and the Member paying the sum in advance. Such capital paid on shares in advance of calls shall not whilst carrying interest, confer a right to participate in profit. Except in liquidation, sums paid in advance of calls shall not, until the same would but for such advance have become payable, be treated as paid up on the shares in respect of which they have been paid. | Calls may be paid in advance |

#### INFORMATION ON SHAREHOLDING

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| 30. | No shareholder shall be entitled to receive any dividend or to exercise any privilege as a member until he shall have paid all calls for the time being due and payable on every share owned by him, together with interest and expenses (if any).   | Member not entitled to privileges of membership until all calls paid |
| 31. | The Company may by notice in writing require any Member within such reasonable time as is specified in the notice:   | Company may require information of a Member                          |
|     | (a) (i) to inform the Company whether he holds any voting shares in the Company as beneficial owner or Authorised Nominee or trustee; and  |  |
|     | (ii) if he holds them as Authorised Nominee or trustee, to indicate so far as he can the persons for whom he holds them by name and by other particulars sufficient to enable those persons to be identified and the nature of their interest.   |  |
|     | (b) Where the Company is informed in pursuance of a notice given to any person under Clause 31(1) or under this Clause 31(2) that any other person has an interest in any of the voting shares in the Company, the Company may by notice in writing require that the other person within such reasonable time as is specified in the notice:   | Company may require any information of beneficial interest           |
|     | (a) to inform the Company whether he holds that interest as beneficial owner or Authorised Nominee or trustee; and   |  |
|     | (b) If he holds it as Authorised Nominee or trustee, to indicate so far as he can, the person for whom he holds it by name and by other particulars sufficient to enable them to be identified and the nature of their interest.   |  |
|     | (c) The Company may by notice in writing require a Member to inform the Company, within such reasonable time as is specified in the notice, whether any of the voting rights carried by any voting shares in the Company held by him are the subject of an agreement or arrangement under which another person is entitled to control his exercise of those rights and, if so, to give particulars of the agreement or arrangement and the parties to such agreement or arrangement. | Member to inform Company   |

## TRANSFER OF SHARES

32. Subject to the restrictions imposed by this Constitution, the Listing Requirements and the provisions of any written law and all rules and regulations made thereunder including the Central Depositories Act and the Rules (with respect to the transfer of Deposited Security), Shares shall be transferable, but every transfer must be in writing and in such form prescribed and approved by the Exchange, or such form as may from time to time be prescribed under the Act or approved by the Exchange or such authorities of the stock exchange on which the Company's Shares are listed. Transfer of shares
33. All transfer of Deposited Security shall be effected in accordance with the Rules. The instrument shall be executed by or on behalf of the transferor and transferee; the transferor shall be deemed to remain the holder of the Share until the name of the transferee is entered in the Register in respect thereof. Registration of transfer
34. The transfer of any securities or class of securities of the Company which have been deposited with Bursa Depository, shall be by way of book entry by Bursa Depository in accordance with the Rules and, notwithstanding Sections 105, 106 or 110 of the Act, but subject to subsection 148(2) of the Act and any exemption that may be made from compliance with subsection 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of such securities. Procedure for transfer
35. (1) The Directors may decline to register any transfer of shares not being fully paid shares. There shall be no restriction on the transfer of fully paid up securities except where required by the law. Any refusal shall be notified to the transferor and the transferee in accordance with the provisions of the Central Depositories Act and the Rules. The Depository may refuse to register any transfer of deposited security that does not comply with the Central Depositories Act and the Rules. Refusal to register transfer
- (2) 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. Renunciation
36. The registration of transfers may be suspended at such times and for such periods as the Director may from time to time determine not exceeding in the whole thirty (30) days in any year. At least ten (10) market days' notice, or such other period as may from time to time be determine by the Exchange, of intention to close the Register shall be given to the Exchange. The said notice shall state the period and purpose or purposes for which the Register is being closed. At least three (3) market days' prior notice shall be given to the Depository to enable the Depository to prepare the appropriate Record of Depositors. Closure of Register or Records of Depositors

## TRANSMISSION OF SHARES

37. Subject to the provisions of the Act, the Central Depositories Act and the Rules, in case of the death of a Member, the legal personal representatives of the deceased shall be the only persons recognised by law as having any title to his interest in the Shares, but nothing herein contained shall release the estate of a deceased Member from any liability in respect of any Share which had been held by him. Death of a Member
38. (1) Any person becoming entitled to a Share in consequence of the death or bankruptcy of a Member shall, on such evidence being produced as may from time to time properly be required by Bursa Depository and subject to the Rules and as hereinafter provided, elect either to have himself registered as a Member in respect of the Share or to have some person nominated by him registered as the transferee thereof but Bursa Depository shall, in either case, have the same right to decline or suspend registration as they would have in the case of transfer of the Share by that Member before his death or bankruptcy. Provided Always that where the Share is a Deposited Security, subject to the Central Depositories Act, the Rules and the provisions of any written law, a transfer or withdrawal of the Share may be carried out by the person becoming so entitled. Share of deceased or bankrupt Member and as hereinafter provided

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| (2) | If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to Bursa Depository a notice in writing signed by him stating that he so elects. Provided that where the security is a Deposited Security and the person becoming entitled elects to have the security transferred to him, the aforesaid notice must be served by him on Bursa Depository. If he shall elect to have another person registered, he shall testify his election by executing to that person a transfer of the security. All the limitations, restrictions and provisions of Bursa Depository relating to the right of transfer and the registration of transfer of securities 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 executed by that member. | Notice to elect oneself or another to be registered        |
| 39. | A person becoming entitled to a Share by reason of the death or bankruptcy of the Member shall be entitled to receive, and may give a discharge for, any dividends or other moneys payable in respect of the Share, but he shall not be entitled in respect of it to receive notice of or to attend or vote at meetings of the Company or, save as aforesaid, to exercise any of the rights or privileges as a Member unless and until his name is registered as a Member in respect of the Share. If the person becoming entitled elects to have the shares transferred to him, the aforesaid notice shall be given to the Central Depository and subject to the Rules, a transfer of the shares may be carried out by the person becoming so entitled.   | Person entitled to receive and give discharge for dividend |
| 40. | Where  | Transmission of securities from Foreign Register           |
| (a) | the securities of the Company are listed on another stock exchange; and  |  |
| (b) | the Company is exempted from compliance with Section 14 of the Securities Industry (Central Depositories) Act 1991 or Section 29 of the Securities Industry (Central Depositories) (Amendment) (No.2) Act 1998, as the case may be, under the Rules in respect of such securities, and subject to compliance with and there being no contravention of any applicable laws, regulations and/or directives, 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 Company and vice-versa provided that there shall be no change in the ownership of such securities to be credited directly into the securities account of such securities holder.  |  |

#### **FORFEITURE OF SHARES**

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| 41. | If a Member fails to pay the whole or any part of 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 remain unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.   | Notice to pay call            |
| 42. | The notice shall name a further day (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, and shall state that in the event of non-payment on or before the time and place appointed the shares in respect of which the call was made is liable to be forfeited.  | Length of notice              |
| 43. | If the requirements of any such notice as aforesaid are not complied with, the shares in respect of which the notice has been given, may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture. A note of forfeiture shall be sent to the Member within fourteen (14) days of the forfeiture.  | Failure to comply with notice |
| 44. | When any Share has been forfeited in accordance with this Constitution, notice of the forfeiture shall forthwith be given to the holder of the Share or to the person entitled to the Share by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the Register opposite to the Share; but the provisions of this Clause are directory only, and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid. | Notice of forfeiture          |

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| 45. | Notwithstanding any such forfeiture as aforesaid the Directors may, at any time before the forfeited Share has been otherwise disposed of, annul the forfeiture upon the payment of all calls and interest due thereon and all expenses incurred in respect of the Share and upon such further terms (if any) as they shall deem fit.  | Annulment of forfeiture                         |
| 46. | All the forfeited shares shall become the property of the Company and may be re-allotted, sold or otherwise disposed of on such terms and in such manner as the Board think fit, and at any time before a sale or disposition, the forfeiture may be cancelled on such terms as the Board think fit.   | Forfeited shares may be sold or cancelled       |
| 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 monies 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 cent (8%) per annum or such other rate as may be allowed under the Applicable Laws and determine by the Board to be calculated from the date of forfeiture on the money for the time being unpaid if the Board thinks fit to enforce payment of such interest), but his liability shall cease if and when the Company receives payment in full of all such money in respect of the shares.   | Liability of member in respect forfeited shares |
| 48. | The forfeiture of a Share shall involve the extinction at the time of forfeiture of all interests in and all claims and demands against the Company in respect of the Share, and all other rights and liabilities incidental to the Share as between the Member whose Share is forfeited and the Company, except only such of those rights and liabilities as are by this Constitution expressly saved, or as are by the Act given or imposed in the case of past members.   | Result of forfeiture                            |
| 49. | 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.   | Evidence of forfeiture by the Company           |
| 50. | The Company may receive the consideration, if any, given for a forfeited share on any sale or disposition thereof and may authorized 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. Subject to any lien for sums not presently payable, if any, any residue of the proceeds of sale of shares which are forfeited and sold or disposed of, after the satisfaction of the unpaid calls or 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 assigns or as he directs. | Procedure for sale of forfeited shares          |

#### **CONVERSION OF SHARE INTO STOCK**

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| 51. | This provision of this Constitution as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue a share, becomes payable at a fixed time, as if the same had been payable by virtue of a call duly made and notified.  | Forfeiture arising from non-payment of issue of Share |
| 52. | A Company may by ordinary resolution passed at a general meeting convert any paid-up shares into stock and reconvert any stock into paid-up shares of any denomination.  | Conversion to be at general meeting                   |
| 53. | The holders of the stock may transfer the same, or any part thereof in the same manner and subject to the same Clauses as and subject to which, the shares from which the stock arose might prior to conversion have been transferred, or as near thereto as circumstances permit; but the Directors may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum.  | Holders of stock may transfer their interest          |
| 54. | The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, return of capital, voting at meetings of the Company and other matters as if they held the Shares from which the stock arose, but no such right, privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by any such amount of stock which would not, if existing in shares, have conferred that privilege or advantage. | Participation in dividends and profits                |

55. All such provision of this Constitution as are applicable to paid-up shares shall apply to stock, and the word "share" and "shareholder" therein shall include "stock" and "stockholder". Definition

#### **INCREASE OF CAPITAL**

56. The Company may from time to time, whether all the shares for the time being authorised shall have been issued or all the shares for the time being issued shall have been fully called up or not, by ordinary resolution increase its share capital by the creation and issue of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company by the resolution authorising such increase directs. Power to increase capital
57. Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible securities from time to time to be created shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, 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 the intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares or securities which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution. Offer of unissued original shares
58. Notwithstanding Clause 57 above, but subject always to the Act, the Company may apply to the Exchange upon which the Company is listed for waiver of convening an extraordinary general meeting to obtain shareholders' approval for further issues of shares (other than bonus or right issues) where in accordance with the provisions of Section 76 of the Act, there is still in effect, a resolution approving the issuance of shares by the Company and the aggregate of the shares issued in any one financial year (other than by way of bonus or rights issues) does not exceed ten per cent (10%) of the issued shares capital of the Company. Waiver of convening Extraordinary General Meeting
59. 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, transaction, forfeiture and otherwise as the original share capital. How far new shares to rank with original shares

#### **ALTERATION OF CAPITAL**

60. The Company may from time to time by Ordinary Resolution:- Power to alter capital
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) Divide its share capital or any part thereof into shares of smaller amount than is fixed by the Constitution by subdivision of its existing shares or any of them subject nevertheless to the provisions of the Act and so that as between the resulting shares, one or more of such shares may, by the resolution by which such subdivision is affected, be given any preference or advantage as regards dividend, return of capital, voting or otherwise over the others or any other of such shares; and
- (c) Cancel shares which at the date of 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 diminished the amount of the shares so cancelled.
61. The Company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner and with, and subject to, any authorisation, and consent required by law. Power to reduce capital

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| 62. | The Company may, subject to its obtaining such approval from the relevant authorities (if required) and to its compliance with all Applicable Laws, purchase its own shares. Any shares so purchased by the Company shall be dealt with in accordance with the Applicable Laws. The provisions of Clause 60 and 61 hereof shall not affect the power of the Company to cancel any shares or reduce its share capital pursuant to any exercise of the Company's powers under this Clause. | Purchase of own shares |
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**GENERAL MEETINGS**

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| 63. | An annual general meeting of the Company shall be held in accordance with the Act. All general meetings other than the annual general meeting shall be called extraordinary general meetings. Every notice of an annual general meeting shall specify the meeting as such and every meeting convened for passing a Special Resolution shall state the intention to propose such resolution as a Special Resolution.   | Annual General Meeting                   |
| 64. | The main venue of all meetings of members and annual general meetings shall be within Malaysia at such time and place as the Board shall determine. The chairperson shall be present at that main venue of the meeting. The Board may whenever it so decide by resolution convene a meeting of Members other than annual general meeting.   | Meeting of Members                       |
| 65. | In addition, a meeting of Members other than an annual general meeting shall be convened on such requisition as referred to in Section 311 of the Act or if the Company makes default in convening a meeting in compliance with a requisition received pursuant to Section 311 of the Act, a meeting may be convened by the requisitionists themselves in the manner provided in Section 313 of the Act. Any meeting convened by requisitionist shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Board.   | Requisition of meetings                  |
| 66. | The meeting of Members may be held at more than one (1) venue using any technology or method that enables the Members to participate and to exercise the Members' rights to speak and vote at the meeting.  | Meeting of members at two or more venues |
| 67. | <p>(1) The notices convening meetings of Members shall specify the place, date and time of the meeting, and the general nature of business of the meeting. Notice shall be given to all Members, Directors and Auditors of the Company 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. At least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any special resolution is proposed or where it is the annual general meeting, of every such meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed.</p> <p>(2) Subject to the Act, Listing Requirements, laws, rules or regulations, notice of a meeting of members shall be in writing and shall be given to the members either:-</p> <p style="margin-left: 20px;">(a) in hard copy;</p> <p style="margin-left: 20px;">(b) in electronic form; or</p> <p style="margin-left: 20px;">(c) partly in hard copy and partly in electronic form.</p> <p>(3) A notice:-</p> <p style="margin-left: 20px;">(a) given in hard copy shall be sent to any member either personally by post to the address supplied by the member to the Company for such purpose; or</p> <p style="margin-left: 20px;">(b) given in electronic form shall be transmitted to the electronic address provided by the member to the Company for such purpose or by publishing on the Company's website.</p> <p>(4) A notice of a meeting of members shall not be validly given by the Company by means of a website unless a notification to that effect is given in accordance with Section 320 of the Act.</p> | Notice of meeting                        |



- (5) The Company shall notify a member of the publication of the notice on the website and such notifications shall be given in hard copy or electronic form stating:-
- (a) that it concerns a meeting of members;
  - (b) the place, date and time of the meeting; and
  - (c) whether the meeting is an annual general meeting.
- (6) The notice shall be made available on the website throughout the period beginning from the date of the notification referred to paragraph (5) of this Clause until the conclusion of the meeting.
68. A meeting shall notwithstanding that it is called by notice shorter than that required by Clause 67 be deemed to be duly called if it so agreed: Shorter notice
- (a) in the case of an annual general meeting, by all the Members, where applicable, entitled to attend and vote thereat; or
  - (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote thereat, being a majority which together holds not less than ninety five (95) per cent in the number of shares giving the right to attend and vote at the meeting, excluding any shares in the Company held as treasury shares.
69. Subject always to the provisions of the Act, no business shall be transacted at a meeting of Members except business of which notice has been given in the notice convening the meeting. An annual general meeting shall be held to transact the business in accordance with the Act, which include the laying of audited financial statements and the reports of the Directors and Auditors, the election of Directors in place of those retiring, the appointment and the fixing of the Directors' fees, and the appointment and fixing of the remuneration of the Auditors in accordance with the Act. The notice convening a meeting to consider a Special or Ordinary Resolution shall specify the intention to propose the resolution as a Special or Ordinary Resolution, as the case may be. Business at meetings
70. In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him, and that a proxy need not also be a Member. Requirement in notice calling meeting
71. The accidental omission to give notice of any meeting as aforesaid or the non-receipt of such notice by any person entitled to receive such notice shall not invalidate any resolutions passed or the proceedings of at any such meeting. Omission to give notice
72. (1) The Company shall request Bursa Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company. Record of Depositors
- (2) The Company shall also request Bursa Depository in accordance with the Rules, to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than three (3) market days before the general meeting (hereinafter as the "General Meeting Record of Depositors").
- (3) Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable), a depositor shall not be regarded as a member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.

#### **PROCEEDINGS AT GENERAL MEETINGS**

73. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise provided, two (2) members present in person or represented by proxy shall be a quorum. For the purposes of constituting a quorum:- Quorum at general meeting
- (a) one or more representatives appointed by a corporation shall be counted as one member; or
  - (b) one or more proxies appointed by a person shall be counted as one member.

74. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week (or if that day be a public holiday, then to the next business day following that public holiday) at the same time and place, or to such other day, time or place as the Directors may determine but if a quorum is not present at such adjourned meeting, within half an hour from the time appointed for the adjourned meeting, the meeting shall be dissolved. If a quorum not present meeting adjourned
75. The Chairman of the Board of Directors shall preside as Chairman at every meeting, or in his absence the Deputy Chairman of the Board of Directors shall so preside as Deputy Chairman. If there is no such Chairman or Deputy Chairman, or if at any meeting neither Chairman or Deputy Chairman is present within fifteen (15) minutes after the time appointed for holding the meeting, or if neither of them is willing to act as Chairman, the Directors present shall choose one (1) of the Directors to be the Chairman of the meeting, or if one (1) Director only is present he shall preside as Chairman if willing to act. If no Director is present, or if each of the Directors present decline to take the Chair, the persons present and entitled to vote shall elect one (1) among themselves to be Chairman of the meeting. 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. Chairman of general meeting
76. The Chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. Adjournment with consent of meeting
77. Subject to the Listing Requirements, any resolution set out in the notice of any general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting shall be voted by poll. Notwithstanding the above, poll may be demanded in writing:- How resolution is to be decided at general meeting
- (a) by the Chairman of the meeting;
  - (b) by at least three (3) Members present in person or by proxy or by attorney or in the case of a corporation by a representative;
  - (c) by any Member or Members present in person or by proxy or by attorney or in the case of a corporation by a representative and representing not less than one-tenth (1/10) of the total voting rights of all the Members having the right to vote at the meeting, excluding any voting rights attached to shares in the Company held as treasury shares; or
  - (d) by a Member or Members present in person or by proxy or by attorney or in the case of a corporation by a representative holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid-up equal to not less than one-tenth (1/10) of the total sum paid-up on all the shares conferring that right, excluding any voting rights attached to shares in the Company held as treasury shares.

Unless a poll is so demanded, a declaration by the Chairman of the meeting that a resolution has been carried or has not been carried by a particular majority or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

78. A resolution put to vote at any meeting of Members shall be determined by poll. A poll shall be taken in such manner and either forthwith or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken, but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken immediately. The Company shall appoint at least one (1) scrutineer for the purposes of a poll in accordance with the Applicable Laws, and may, in addition to the powers of adjourning meetings contained in Clause 76, adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll. Poll may be taken forthwith or after an interval of an adjournment

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 by the Company for the purpose of determining the outcome of the resolution(s) to be decided on poll.

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| 79. | 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.  | Chairman's casting vote   |
| 80. | Without prejudice to any other power which the Chairman may have under the provisions of this Constitution or at common law and subject to the Act and the Listing Requirements, the Chairman shall have full discretion on the general conduct of meeting, procedures to be adopted at the meeting to ensure proper and orderly conduct of the business of all general meetings and the Chairman's decision on matters of procedure or arising accidentally from the business of such meetings shall be final, as shall be his determination as to whether any matter is of such a nature. This may include, demanding that debate or discussion on any business, question, motion or resolution being ended or that the business, question, motion or resolution be put to a vote of the shareholders or so that the meeting reflects the wishes of the majority. The Chairman may also at his discretion and in accordance with applicable laws, decides whether to admit new business at a meeting of shareholders. | Chairman to promote orderly conduct of the business of all general meetings |

#### VOTES OF MEMBERS

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| 81. | Subject to Clause 79 and any rights or restrictions for the time being attached to any class of shares at meeting 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 resolution to be decided on a show of hand, a holder of ordinary shares or preference shares who is personally present in person or by proxy or by attorney or by duly authorised representative, and entitled to vote shall be entitled to one (1) vote and the person so appointed shall be entitled to exercise the same rights as members to speak at the General Meeting, and on a poll, every Member present in person or by proxy or attorney or representative shall have one vote for each share he holds. | Voting rights                               |
| 82. | 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.  | Shares of different monetary denominations  |
| 83. | A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the Mental Health Act 2001 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.  | Vote of Member of unsound mind              |
| 84. | No Member shall be entitled to be present or to vote on any question either personally or otherwise as a proxy, or attorney at any general meeting or upon a poll or be reckoned in the quorum in respect of any shares upon which calls are due and unpaid.  | Member barred from voting while call unpaid |
| 85. | No objections shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objections made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.  | Objection on qualification of voter         |
| 86. | (1) A member of the Company entitled to attend and vote at a meeting of the Company, or at a meeting of any class of members of the Company, shall be entitled to appoint more than one (1) proxy to attend and vote in his stead at the meeting, and that a proxy may but need not be a member. There shall be no restriction as to the qualification of the proxy. Where a member appoints more than one (1) proxy, he shall specify the proportion of his holdings to be represented by each proxy, failing which the appointment shall be invalid. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.   | Appointment of proxies                      |
|     | (2) Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.   |   |

- (3) Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
87. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a Member of the Company. If the proxy is not a member of the Company, he shall be any person and there shall be no restriction as to the qualification of the proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join demanding a poll. A Member may appoint more than one (1) proxy to attend at the same meeting. Where a Member appoint more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. Instrument appointing proxy to be in writing
88. The instrument appointing a proxy shall be in writing in the common form or in such other form as the Directors may approve subject to the requirements of the Act, the Exchange and any other relevant authorities. Form of proxy
89. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority shall be deposited at the Office or at such other place within Malaysia or in such other manner as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid or in such other period(s) as may be provided or permitted under the Applicable Laws and stipulated in the form of proxy or in the notice of meetings. Delivery of instrument appointing proxies
90. (1) Subject to the Act and the Listing Requirements, the Directors or any agent of the Company so authorised by the Directors, may accept the appointment of proxy received by electronic communication on such terms and subject to such conditions as they consider fit. The appointment of proxy by electronic communication shall be in accordance with this Constitution. Appointment of proxy via electronic communication
- (2) For the purpose of this Clause, the Directors may require such reasonable evidence they consider necessary to determine:-
- (a) the identity of the member and the proxy; and
- (b) where the proxy is appointed by a person acting on behalf of the member, the authority of that person to make the appointment.
- (3) Without prejudice to this Clause, the appointment of proxy by electronic communication must be received at the electronic address specified by the Company in any of the following sources and shall be subject to any terms, conditions or limitations specified therein:-
- (a) Notice calling the meeting;
- (b) Instrument of proxy sent out by the Company in relation to the meeting; or
- (c) Website maintained by or on behalf of the Company.
- (4) An appointment of proxy by electronic communication must be received at the electronic address specified by the Company pursuant to this Clause not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- (5) An appointment of proxy by electronic communication which is not made in accordance with this Clause shall be invalid.

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| 91. | A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the death or unsoundness of mind of the principal or revocation of the instrument of proxy or of the authority under which the instrument of proxy was executed, or the transfer of the Share in respect of which the instrument is given, if no intimation in writing of such death, unsoundness of mind, revocation, or transfer as aforesaid has been received by the Company at the Office and/or such other place as may be specified in the notice convening the meeting before the commencement of the meeting or adjourned meeting (or in the case of a poll, before the time appointed for the taking of the poll) at which the instrument is used. | Validity of vote given under proxy |
| 92. | Subject to the provisions of Section 333 of the Act, any corporation which is a Member, may by resolution of its directors or other governing body, authorises such person(s) as it thinks fit to act as its representative(s) at all meetings of Members and a person so authorised shall 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.   | Corporate representative           |

### DIRECTORS

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| 93. | Unless otherwise determined by general meeting the number of directors shall not be less than two (2) nor more than fifteen (15) but in the event of any casual vacancy occurring and reducing the number of Directors below the aforesaid minimum the continuing Director or Directors may except in an emergency, act only for the purpose of increasing the number of Directors to such minimum number or to summon a general meeting of the Company.  | Number of Directors                       |
| 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 be entitled to receive notice of and to attend all general meetings of the Company.   | Shareholding qualification                |
| 95. | Unless otherwise determined by the Company in general meeting and subject to the Listing Requirements, at least two (2) Directors or one-third (1/3) of the Board, whichever is higher, shall be Independent Directors. If the number of Directors is not three (3) or multiple of three (3), then the number nearest one-third (1/3) shall be used for the purpose of determining the requisite number of Independent Directors.   | Independent Directors                     |
| 96. | An election of directors shall take place each year. At the first annual general meeting of the Company all the Directors shall retire from office, and at the annual general meeting in every subsequent year one third (1/3) of the Directors for the time being, or if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election. PROVIDED ALWAYS that all Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires. | Retirement of Directors                   |
| 97. | The Directors to retire in each year shall be those who has been longest in office since their last election, but as between persons who became Directors on the same day who retire shall (unless they otherwise agree among themselves) be determine by lot.  | Selection of Directors to retire          |
| 98. | The Company at the Meeting at which a Director so retires may fill the vacated office by electing a person thereto. Unless at that meeting it is expressly resolved not to fill the vacated office or a resolution of the re-election of the Director retiring at that meeting is put to the meeting and lost or some other person is elected a Director in place of the retiring Director, the retiring Director shall, if offering himself for re-election and not being disqualified under the Act from holding office as a Director, be deemed to have been re-elected unless he has given notice in writing to the Company that he is unwilling to be re-elected.        | Retiring Director deemed to be re-elected |

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| 99.  | No person not being a retiring director shall be eligible for election to the office of directors at any general meeting unless some Member intending to propose him has, at least eleven (11) clear days' before the meeting, left at the Office of the Company a notice in writing duly signed by the nominee, giving his consent for the nomination and signifying his candidature for the office, or the intention of such Member to propose him, PROVIDED THAT, in the case of a person recommended by the Directors for election, nine (9) clear days' notice shall be necessary, and notice of each and every candidature for election to the Board of Directors shall be served on the registered of holders of shares at least seven (7) days prior to the meeting at which the election is to take place. The cost of serving the notice to propose the election of a Director where the nomination is made by a member or members shall be borne by the member or members making the nomination. | Notice of intention to appoint Director      |
| 100. | 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 election 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.  | Motion for election of Directors             |
| 101. | The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of Directors and may also determine in what rotation the increased or reduced number is to retire from the office.   | Increase or reduction of number of Directors |
| 102. | The Directors shall have power at any time, and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with this Constitution. Any Directors so appointed shall hold office only until the next annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.  | Directors may fill casual vacancy            |

#### **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

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| 103. | Subject to the provisions of Sections 206 and 322 of the Act, the Company may by ordinary resolution of which special notice has been given, remove any Director before the expiration of his period of office notwithstanding any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.                  | Removal of Directors                            |
| 104. | The Company may by ordinary resolution appoint another person in place of a Director removed from office. A person appointed in place of a Director so removed 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 elected as a Director. In default of such appointment, the vacancy so arising may be filled by the Directors as a casual vacancy. | Appointment of Director in place of one removed |
| 105. | The office of a Director shall become vacant if he or she:-   | When office of Director deemed vacated          |
|      | (a) becomes disqualified from being a Director under Sections 198 or 199 of the Act;  |   |
|      | (b) ceases to be or is prohibited from being a Director by virtue of the Act or the Securities Laws or the Listing Requirements;  |   |
|      | (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder during his term of office;   |   |
|      | (d) is absent from more than fifty per centum (50%) of the total Board meetings held during a financial year unless an exemption or waiver is obtained from the Exchange;   |   |
|      | (e) resign from his office by notice in writing to the Company and deposited at the Office of the Company;  |   |
|      | (f) is removed from his office as Director in accordance with the Act;  |   |
|      | (g) dies; or  |   |
|      | (h) has retired in accordance with the Act or under this Constitution but is not re-elected.  |   |

## REMUNERATION OF DIRECTORS

106. The fees and any benefits payable to the Directors of the Company and its subsidiaries including any compensation for loss of employment of Director or former Director shall from time to time be determined by an ordinary resolution of the Company in general meeting and such remuneration shall be divided among the Directors in such proportions and manner as the Directors may determine PROVIDED ALWAYS that:-
- Remuneration of Directors
- (a) fee payable to Non-Executive Directors shall be a fixed sum, and not by a commission on or percentage of profits or turnover and which shall not exceed the amount approved by the shareholders in general meeting;
  - (b) remuneration and other emoluments (including bonus, benefits or any other emoluments) payable to Executive Directors who hold an executive office in the Company pursuant to a contract of service need not be determined by the Company in general meeting but such salaries and emoluments may not include a commission on or percentage of turnover. Nothing herein shall prejudice the powers of the Directors to appoint any of their members to be the employee or agent of the Company at such remuneration and upon such terms as they think fit provided that such remuneration shall not include commission on or percentage of turnover;
  - (c) fees of Directors and any benefits payable to Directors shall be subject to annual shareholders' approval at a general meeting;
  - (d) any fee paid to an alternate Director shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter; and
  - (e) the fees and / or benefits payable to non-executive Directors who is also Director of the subsidiaries includes fees, meeting allowances, travelling allowances, benefits, gratuity and compensation for loss of employment of Director or former Director of the Company provided by the Company and subsidiaries, but does not include insurance premium or any issue of securities.
107. (1) The Directors shall be paid all their travelling, hotel and other expenses properly and necessarily expended by them in and about the business of the Company including their travelling and other expenses incurred in attending meetings of directors or any committee of Directors or general meetings of the Company.
- Reimbursement of expenses to Directors
- (2) If any Directors 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 Directors 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 of Directors and such remuneration may be either in addition to or in substitution for his or their share in the remuneration from time to time provided for the Directors.

## POWERS AND DUTIES OF DIRECTORS

108. The business and affairs of the Company shall be managed by Directors or under the direction of the Board who may pay all expenses incurred in promoting and registering the Company. The Board has all the powers necessary for managing and for directing and supervising the management of the business and affairs of the Company and exercise all such powers of the Company as are not by this Constitution or by the Act required to be exercised by the Company in general meeting, subject nevertheless, to any of this Constitution, to the provisions of the Act, and to such regulations, not being inconsistent with this Constitution or the provisions of the Act as may be prescribed by the Company in general meeting but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.
- Business of Company to be managed by the Board

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| 109. | The Directors shall not without the prior approval of the Company in general meeting:-  | Powers of Directors   |
|      | <ul style="list-style-type: none"> <li>(a) exercise any power of the Company to issue shares unless otherwise permitted under the Act;</li> <li>(b) arrange or enter or carry into effect any proposal or execute any transaction for the acquisition of an undertaking or property of a substantial value, or the disposal of a substantial portion of or controlling interest in the Company's undertaking or property (includes the whole or substantially the whole of the rights, including developmental rights and benefits);</li> <li>(c) subject to Sections 228(2) 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 Director or substantial shareholder or person connected with such a Director any shares or non-cash assets of the requisite value as stated in the Act; or</li> <li>(d) issue any securities on such terms and subject to such conditions which confer a right to subscribe for new shares of the Company.</li> </ul>  |   |
| 110. | Every Director shall declare his interest in the Company and his interest in any contract or proposed contract with the Company as may be required by law. Subject to Section 222 of 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.  | Disclosure of interest and restriction on discussion and voting |
| 111. | Subject to Clause 110 hereof, a Director may vote in respect of :-  | Power to vote   |
|      | <ul style="list-style-type: none"> <li>(a) any arrangement for giving the Director himself or any other Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; or</li> <li>(b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself or any other Director has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security;</li> <li>(c) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any of its subsidiaries for subscription or purchase in which offer he is or is to be interested as a participant in the underwriting or sub-underwriting thereof;</li> <li>(d) any proposal concerning any other company in which he is interested directly or indirectly and whether as an officer or Member or otherwise howsoever, but is not the holder of or beneficially interested in one per centum (1%) or more of the issued shares of any class of such company (or of any third company through which his interest is derived) or of the voting rights available to members of the relevant company (any such interested being deemed for the purpose of this Clause to be a material interest in all circumstances);</li> <li>(e) any proposal concerning the adoption, modification or operation of a superannuation fund or retirement benefits scheme under which he may benefit and which has been approved by or is subject to and conditional upon approval by the relevant authorities for taxation purposes.</li> </ul> |   |



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| 112. | (1) The Directors may establish or arrange any contributory or non-contributory pension super-annuation scheme for the benefit of, or pay a gratuity, pension or emoluments to any persons 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 hospitals or scholastic expenses, and make payments for or towards any hospital or any Director holding such salaried employment shall be entitled to retain any benefit received by him hereunder subject only, where the Act requires, to proper disclosure to the Members and the approval of the Company in general meeting. | Power to maintain Pension Fund   |
|      | (2) In this Clause, the expression "Director" shall mean and include any Director who has for a continuous period for not less than five (5) years been engaged substantially full time in the business of the Company or any associated company in any executive office or any office of profit or partly in one or partly in another; and the expression "associated company" shall include any company which is the holding of the Company or the subsidiary of the Company or of any such holding company or which in the opinion of the Directors can properly be regarded as being connected with the Company or with any such Company as aforesaid.  |  |
| 113. | A Director shall at all times exercise his powers for a proper purpose, in good faith and in the best interest of the Company and shall act honestly and use reasonable care, skill and 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.  | Directors to act honestly and use reasonable care, skill and diligence |
| 114. | Every Director shall give notice to the Company of such events and matters relating to him as may be necessary or expedient to enable the Company and its officers to comply with the requirements of the Act.  | General duty to make disclosure  |
| 115. | The Directors may exercise all the powers of the Company in relation to any Seal for use outside Malaysia and in relation to branch registers.  | Power to use Official Seal   |
| 116. | 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 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.  | Power to appoint Attorneys   |
| 117. | All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors from time to time by resolution determine.  | Signing of cheques etc.  |
| 118. | Unless prohibited by the rules and/or requirements of the Exchange, any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he was not a director, provided that nothing herein contained shall authorise a Director or his firm to act as Auditor of the Company and provided further that such professional services shall be provided at normal commercial terms.   | Director may act in his professional capacity                          |
| 119. | A Director of the Company may be or become a Director or other officer of or otherwise be interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise or any corporation, which is directly or indirectly interested in the Company as 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.  | Directors may become directors of other corporation                    |

## BORROWING POWERS

120. (1) The Directors may exercise all the powers of the Company to borrow any sum or sums of money from any person, bank firm or Company (expressly including any person holding the office of Director) and to mortgage or charge its undertaking, property and uncalled capital, and 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 of any related corporation subject to the law including but not limited to the provisions of the Act and the Listing Requirements, as they may think fit. The Directors may guarantee the whole or any part of the loans or debts raised or incurred by or on behalf of the Company or any interest payable thereon with power to the Directors to indemnify the guarantors from or against liability under their guarantee by means of a mortgage or hypothecation of or charge upon any property and asset of the Company or otherwise. The Directors may exercise all the powers of the Company to guarantee and give guarantees or indemnities for the payment of money, the performance of contracts or obligations, or for the benefit or interest of the Company or of any subsidiary corporation.
- (2) The Directors shall not borrow any money or mortgage or charge any of the Company's or its subsidiaries' undertaking, property, or any uncalled capital, or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.

Borrowing powers of Directors

## PROCEEDINGS OF DIRECTORS

121. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. A Director may at any time and the Secretary shall on the requisition of any of the Director summon a meeting of the Directors. A meeting of the Board of Directors or a Committee appointed by the Board of Directors may be held by means of a video conference or telephone conference or other telecommunication facilities which permits all persons participating in the meeting to communicate with each other. A person so participating shall be deemed to be present in person at such meeting and unless otherwise provided in this Constitution, shall be counted in a quorum and be entitled to vote and the meeting shall be deemed to have been held in Malaysia.
122. It shall not be necessary to give any Director or alternate director, who has not got an address in Malaysia and Singapore registered with the Company, notice of a meeting of the Directors. Unless otherwise determined by the Directors from time to time notice of all Directors' meetings shall be given to all Directors and their alternates, who have a registered address in Malaysia and Singapore. Except in the case of an emergency, reasonable notice of every Directors' meeting shall be given in writing. The notice of each Directors' meeting shall be deemed to be duly served if a properly stamped letter containing the notice is posted or the notice is sent by hand, telefax, electronic mail or other electronic communications to the Directors.
123. The quorum necessary for the transaction of the business of the Directors shall be two (2) and a meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under this Constitution vested in or exercisable by the Directors generally.
124. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office and unless otherwise determined the Chairman shall be elected, or if at any meeting of the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Directors present may choose one of their Member to be Chairman of the meeting.
125. Subject to this Constitution, any question arising at any meeting of Directors shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a determination of the Directors.
- In case of an equality of votes the Chairman of the meeting shall have a second or casting vote except where the quorum is made up of only two (2) Directors or where only two (2) Director are competent to vote on the question at issue.
126. 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 no other purpose.

Meetings of Directors

Notice of Directors' meeting

Quorum of meeting of Directors

Chairman of Directors' meeting

Chairman to have casting vote

Number of Directors below minimum

### **ALTERNATE DIRECTOR**

127. (1) Any Director may at any time by way of a notice to the Company and deposited at the Office, appoint any person to act as his Alternate Director provided that:-
- (a) such person must not already be an existing Director of the Company;
- (b) such person must not act as alternate for more than one (1) Director of the Company;
- (c) such person must be appointed by a majority of the other Directors; and
- (d) any fee paid by the Company to the alternate director shall be deducted from the appointing Director's remuneration.
- and at his discretion by way of a notice to the Company to remove such Alternate Director from office.
- (2) An Alternate Director shall ipso facto cease to be an alternate Director:-
- (a) on the happening of any event which if he were a Director would render him legally disqualified from acting as a Director; or
- (b) if he has a receiving order made against him or compounds with his creditors generally; or
- (c) if he becomes of unsound mind or bankrupt during his term of office.
- (3) An Alternate Director shall ipso facto cease to be an alternate director if his appointor for any reason ceases to be a Director.
- (4) An Alternate Director shall be entitled to receive notices of meetings of the Directors and to attend, speak and vote as a Director at any such meeting at which his appointor is not personally present; and generally in the absence of his appointor from Malaysia, to perform all the functions of his appointor as a Director.
- (5) A Director shall not be liable for the acts and defaults of any Alternate Director appointed by him.
- (6) An Alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Directors attended by him at which he is entitled to vote.
- (7) Subject to the provisions of the Listing Requirements, an Alternate Director shall not be appointed as a member of the Audit Committee of the Company.
- (8) An Alternate Director may be repaid by the Company such expenses as might properly be repaid to him if he were a Director and he shall be entitled to receive from the Company such proportion (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but save as aforesaid, he shall not in respect of such appointment be entitled to receive any remuneration from the Company.

Provision for appointing and removing Alternate Directors

### **MANAGING DIRECTORS**

128. The Board may, from time to time appoint any one (1) or more of their body to be the Managing Director or Managing Directors for such period not exceeding three (3) years and upon such terms as they think fit, and may vest in such Managing Director or Managing Directors the powers hereby vested in the Directors generally as they may think fit, but subject thereto such Managing Director or Managing Directors shall be subject to the control of the Board.

Appointment of Managing Director

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| 129. | The remuneration of a Managing Director or Managing Directors shall, subject to Clause 106, be fixed by the Directors and may be by way of salary or commission or participation in profits or otherwise or by any or all of these modes but shall not include a commission on or percentage of turnover.  | Remuneration of Managing Director |
| 130. | A Managing Director shall, while he continues to hold that office, be subject to retirement by rotation, and he shall be reckoned as a Director for the purpose of determining the rotation or in fixing the number of Directors to retire, and subject to provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he ceases to hold the office of Director for any cause shall ipso facto and immediately cease to be a Managing Director. | Retirement of Managing Director   |

#### **COMMITTEES OF DIRECTORS**

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| 131. | The Directors may establish any committees, local boards or agencies comprising one (1) or more persons for managing any of the affairs of the Company, either in Malaysia or elsewhere, and may lay down, vary or annul such rules and regulations as they may think fit for the conduct of the business thereof, and may appoint any person or persons to be the member or members of any such committee or local board or agency and may fix their remuneration and may delegate to any such committee or local board or agency any of the powers, authorities and discretions vested in the Directors, the 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. Where two (2) persons form a quorum, the Chairman of the meeting of any such committee or local board or agency at which only such quorum is present, or at which only two (2) persons are competent to vote in the question at issue, shall not have a casting vote. | Power of Directors to appoint Committees        |
| 132. | A Committee may elect a Chairman of its meetings, if no such Chairman is elected, or if at any meeting the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the members present may choose one (1) of their number to be Chairman of the meeting except where at the meeting only two (2) Directors form the quorum or are competent to vote on the question at issue.  | Chairman of Committee                           |
| 133. | Subject to any rules and regulations made pursuant to Clause 131, a Committee may meet and adjourn as it thinks proper and questions arising at any meeting shall be determined by a majority of votes of the members present, (if more than one) and in the case of an equality of votes the Chairman shall have a second or casting vote.  | Determination of votes at meetings of committee |

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

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| 134. | All act done by any meeting of the Directors or 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 aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director, or member of such committee as aforesaid. | Validity of acts of Directors |
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#### **CIRCULAR RESOLUTIONS**

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| 135. | A resolution in writing signed or approved by letter, telegram, telex, telefax or other forms of electronic communication by a majority of all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted; provided that where a Director has an alternate, then such resolutions may also be signed by such alternate. All such resolutions shall be described as "Directors' Circular Resolution" and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's Minutes Book. Any such resolution may consist of several documents in like form, each signed by one or more Directors or their alternates. | Circular Resolutions |
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### AUTHENTICATION OF DOCUMENTS

136. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents effecting the constitution of the Company and any resolution passed by the Company or the Directors or 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, i.e. local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid. Authentication of Documents
137. A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of Clause 136 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. Conclusive evidence of resolutions and extract of minutes of meetings

### MINUTES AND REGISTER

138. The Directors shall cause minutes to be duly entered in books provided for the purpose:- Minutes of meetings and resolutions
- (a) of all appointments of officers;
  - (b) of the names of all the Directors present at each meeting of the Directors and of any Committee of Directors, local board or agency and of the Company in general meeting;
  - (c) of all resolutions and proceedings of general meetings and of meetings of the Directors and Committee of Directors, local board or agency;
  - (d) of all orders made by the Directors and any committee of Directors, local board or agency.
- 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 shall be accepted as conclusive evidence without further proof of the facts stated therein.
139. The Company shall in accordance with the provisions of the Act, keep at the Office, a register containing such particulars with respect to the Directors, Managers and Secretaries of the Company as are required by the Act, and shall from time to time notify the Registrar of any change in such register and of the date of change in manner prescribed by the Act. Directors to comply with Act
140. The books containing the minutes of proceedings of any general meeting shall be kept by the Company at the Office and shall be opened to the inspection of any Member without charge. Minutes kept at Office
141. The Company shall also keep at the Office, registers which shall be opened for inspection of any Member without charge and to any other person on payment for each inspection of a prescribed fee all such matters required to be so registered under the Act, and in particular:- Registers to be kept
- (a) a register of substantial shareholders and of information received in pursuance of the requirements under Sections 144 and 54(6) of the Act;
  - (b) a register of the particulars of each of the Directors' shareholdings and Interests as required under Section 59 of the Act; and
  - (c) a register of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of Section 352 of the Act with regard to the registration of mortgages and charges therein specified or otherwise.

### SECRETARY

142. The Secretary or Secretaries shall in accordance with the Act be appointed by the Directors for such term, at such remuneration, and upon such conditions as they may think fit; and the Directors may from time to time appoint a temporary substitute for the Secretary or Secretaries who shall be deemed to be the Secretary during the term of his appointment. The Secretary may resign from his office by giving notice to the Board and his resignation shall take immediate effect. Appointment of secretary

## THE SEAL

143. The Directors shall provide for the safe custody of the seal, which shall only be used pursuant to a resolution of the Directors or a Committee of the Directors authorised to use the seal. Every instrument to which the Seal is affixed shall be autographically signed by a Director and either by a second Director or by the Secretary or another person appointed by the Directors for the purpose, save and except that, in the case of a certificate or other document of title in respect of any share, stock, loan stock, debenture as defined in the Act, or other marketable security created or issued by the Company such certificate may be issued under the share Seal of the Company pursuant to Section 63(1) of the Act and the Directors may by resolution determine that such signatures may be affixed by some mechanical means to be specified in such resolution. Authority for use of Seal
144. The Company may exercise the powers conferred by the Act with regard to having an official Seal for use abroad, and such powers shall be vested in the Directors. Official Seal for use abroad
145. The Company may also have a Share Seal pursuant to Section 63(1) of the Act. The Share Seal is a duplicate or facsimile of the common seal of the Company with the addition on its face, the words "Share Seal" which is specifically affixed onto such certificates mentioned in Clause 143 above. Official Seal for share certificates, etc

## ACCOUNTS TO BE KEPT AND FINANCIAL STATEMENTS

146. The Directors shall cause proper accounting and other records to be kept and shall distribute copies of the balance sheets and other documents as required by the Act and shall from time to time determine whether and to what extent and at what times and places and 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 Section 245(5) of 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. Books of accounts open to inspection by Directors
147. The Directors shall from time to time in accordance with Section 248 of the Act and the Listing Requirements cause to be prepared and laid before the Company in general meeting, such profit and loss accounts, balance-sheets and reports as are referred to in the section. The interval between the close of a financial year of the Company and the issue of annual audited accounts, the directors' and auditors' report relating to it shall not exceed four (4) months. A copy of each documents shall not less than twenty-one (21) days before the date of the meeting (or such shorter period as may be agreed in any year for the receipt of notice of the meeting) be sent to every Member of, and to every holder of debentures of the Company under the provisions of the Act or this Constitution. Preparation and issuance of audited financial statements and directors' report
148. A copy each of the audited financial statements, the Directors' and Auditors' reports in printed form or in CD-ROM or other electronic form permitted under the Listing Requirements or any combination thereof shall, not less than twenty-one (21) days before the date of the annual general meeting be sent to every Member of and to every holder of debentures of the Company and to every other person who is entitled to receive notice of general meetings from the Company under the provisions of the Act or of this Constitution, in accordance with the provisions 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 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. Circulating copies of audited financial statements and directors' report

## AUDIT

149. Auditors shall be appointed and their duties regulated in accordance with Section 271 to 273 of the Act. Appointment and duties of Auditors
150. The Auditors shall attend every annual general meeting where the financial statement of the Company are to be laid, so as to respond according to his knowledge and ability to any question relevant to the audit of the financial statements in accordance with Section 285 of the Act. Attendance of Auditors at general meetings where financial statements are laid

## DIVIDENDS AND RESERVES

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| 151. | The Company may make a distribution of dividends to the Members out of profits of the Company available if the Company is solvent, but no dividend shall exceed the amount as authorised by the Board.   | Distribution of dividends out of profit                           |
| 152. | The Board may authorise a distribution at such time and in such amount as the Board considers appropriate, if the Board is satisfied that the Company will be solvent immediately after the distribution is made. The Company is regarded as solvent if the Company is able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made.  | Distribution only if the Company is solvent                       |
| 153. | The Directors may if they think fit from time to time pay to the Members such interim Dividends as appear to the Directors to be justified by the profits of the Company. If at any time the share capital of the Company is divided into different classes the Directors may pay such interim Dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to Dividend and provided that the Directors act bona fide they shall not incur any responsibility to the holders of shares conferring any preferential rights with regard to Dividend by the payment of an interim Dividend on any shares having deferred or non-preferential rights. The Directors may also pay half-yearly or at other suitable intervals to be settled by them any Dividend which may be payable at fixed rate if they are of the opinion that the profits justify the payment. | Interim dividends   |
| 154. | The Board may, before authorising any distribution of dividend, set aside out of the profits of the Company such sums as it thinks proper as reserve funds which shall be applied by the Board in its absolute discretion as it thinks conducive to the interest of the Company 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 as the Board may from time to time think fit and may from time to time vary or realise such investments and dispose of all or any part thereof for the benefit of the Company, may divide any reserve fund into such special funds as it thinks fit, with all power to employ the assets constituting the reserve funds in the business of the Company and without being bound, keep the same separate from the other assets. The Board may also without placing the same to reserve carry forward any profits of which it may think prudent not to divide.   | Setting aside profits   |
| 155. | 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 Clause as paid on 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 shares issued on term providing that it shall rank for Dividend as from a particular date that share shall rank for dividend accordingly.   | Payment of dividends  |
| 156. | The Directors may deduct from any Dividend payable to any Member all sum 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; and retain any dividend in respect of a share on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.  | Deduction of dividends  |
| 157. | The Directors may retain the Dividends payable upon shares in respect of which any person is under the provisions as to the transmission of share hereinbefore contained entitled to become a Member, or which any person is under those provisions entitled to transfer, until such person shall become a Member in respect of such shares or shall transfer the same.  | Retention of dividends on shares pending transmission or transfer |
| 158. | All dividends unclaimed for one (1) year, subject to the Unclaimed Moneys Act 1965 after having been declared may be dealt with in accordance with the provisions of the Unclaimed Moneys Act 1965.  | Unclaimed dividends may be invested                               |

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| 159. | Any general meeting declaring a Dividend or bonus may direct payment of such Dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other Company or in any one or more of such ways and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors.  | Distribution of specific assets |
| 160. | <p>(1) Subject to the provision of the Act, the Central Depositories Act and the Rules, the Listing Requirements and/or regulatory authorities, payment of dividend may be made by direct transfer or such other mode of electronic means to the bank account of the holder whose name appear in the Record of Depositors or, if more than one (1) person is entitled thereto in consequences of the death or bankruptcy of the holder, the payment in such manner to the bank account of any one of such persons or to the bank account of such person as such person may by writing direct. The payment of any dividend by such electronic means shall constitute a good and full discharge to the Company of the dividend to which it relates regardless of any discrepancy given by the Member in the details of bank account(s).</p> <p>(2) Subject to the provision of the Act, the Central Depositories Act and the Rules, any dividend, interest or other money payable in cash in respect of shares may be paid by banker's draft, money order, cheque or warrant sent through the post to the address of the holder. Every such draft, money order, cheque or warrant shall be made payable to the order of the persons to whom it is sent and payment of same if purporting to be endorsed shall be a good discharged to the Company, notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such draft, money order, cheque or warrant shall be sent at the risk of the persons entitled to the money represented thereby.</p> | Mode of payment                 |

#### **CAPITALISATION OF PROFIT**

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| 161. | The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of divided 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.   | Bonus issue                                |
| 162. | Whenever such resolution as aforesaid in Clause 161 shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorize 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 capitalization, 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 affective and binding an all such Members. | Power of applications of undivided profits |

#### **LANGUAGE**

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| 163. | Where any financial statements, minute books or other records required to be kept by the Act are not kept in Bahasa Malaysia or English language, the Directors shall cause a true translation of such financial statements, 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 financial statements, minute books and other records for so long as the original financial statements, minutes books and other records are required by the Act to be kept. | Translation |
|------|--|-------------|



## NOTICES

164. Any notice or document required to be sent to Members may be given by the Company or the Secretary to any Member:- Services of notices and/or documents
- (a) in hard copy, either personally or sent by post to him in a prepaid letter addressed to him at his last known address;
  - (b) in electronic form, and sent by the following electronic means:-
    - (i) transmitting to his last known electronic mail address; or
    - (ii) publishing the notice or document on the Company's website provided that a notification of the publication of the notice or document on the website via hard copy or electronic mail or short messaging service has been given in accordance with Section 320 of the Act and the Listing Requirements; or
    - (iii) using any other electronic platform maintained by the Company or third parties that can host the information in a secure manner for access by Members provided that a notification of the publication or availability of the notice or document on the electronic platform via hard copy or electronic mail or short messaging service has been given to them accordingly.
165. Any notice or document shall be deemed to have been served by the Company to a Member:- When service deemed effected
- (a) Where the notice or document is sent in hard copy by post, on the day the prepaid letter, envelope or wrapper containing such notice or document is posted.  
  
In providing service by post, a letter from the Secretary certifying that the letter, envelope or wrapper containing the notice or document was addressed and posted to the Member shall be sufficient to prove that the letter, envelope or wrapper was so addressed and posted.
  - (b) Where the notice or document is sent by electronic means:-
    - (i) via electronic mail, at the time of transmission to a Member's electronic mail address pursuant to Clause 164(b)(i), provided that the Company has record of the electronic mail being sent and that no written notification of delivery failure is received by the Company;
    - (ii) via publication on the Company's website, on the date the notice or document is first made available on the Company's website provided that the notification on the publication of notice or document on website has been given pursuant to Clause 164(b)(ii); or
    - (iii) via electronic platform maintained by the Company or third parties, on the date of notice or document is first made available thereon provided that the notification on the publication or availability of the notice or document on the relevant electronic platform has been given pursuant to Clause 164(b)(iii).  
In the event that service of a notice or document pursuant to Clause 165(b) is unsuccessful, the Company must, within two (2) market days from discovery of delivery failure, make alternative arrangements for service by serving the notice or document in hard copy in accordance with Clause 164(a) hereof.
166. 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 purposes of communication including but not limited to service of notices and/or documents to the Member. Last known address for service

167. A notice and/or document 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 or 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 of Members as the registered holder of such share have been duly given to the person from whom he derives the title to such share.
168. (1) Notice of every general meeting shall be serve in any manner hereinbefore to:-
- (a) Every Member with a registered address in Malaysia or an address for service of notices in Malaysia;
  - (b) Every person entitled to a share in consequence of the death or bankruptcy of a Member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting;
  - (c) The Auditors for the time being of the Company; and
  - (d) Every stock exchange in which the Company is listed.
- (2) No other person shall be entitled to receive notices of general meeting.
169. Any notice and/or document required by a court of law or otherwise required or allowed to be given by the Company to the Members or any of them, and not expressly provided for by this Constitution or which cannot for any reason be served in the manner referred to in Clause 164 and Clause 165 hereof, shall be sufficiently given if given by advertisement, and any notice and/or document required to be or which may be given by the advertisement, shall be deemed to be duly advertised once advertised in a widely circulated newspaper in Malaysia in the national language and in a widely circulated newspaper in Malaysia in the English language.

#### **WINDING UP**

170. If the Company is wound up (whether the liquidation is voluntary, under supervision, or by the Court) the liquidator may after the payment or satisfaction of all liabilities of the Company including preferred payments under the Act, with the sanction of a Special Resolution 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 liquidator may, with the like sanction, vest the whole or any part of any such assets in trustees upon such trusts for the benefit of the 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.
171. Save that this Clause shall be without prejudice to the rights of holders of shares issued upon special terms and conditions the following provisions shall apply:
- (a) If the Company shall be wound up and the assets available for distribution among the Members as such shall be insufficient to repay the whole of the paid up capital such assets shall be distributed so that as nearly as may be the losses shall be borne by the Members in proportion to the capital paid up or which ought to have been paid up at the commencement of the winding up, on the shares held by them respectively.
  - (b) If in the winding up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed among the Members in proportion to the capital paid up, at the commencement of the winding up, on the shares held by them respectively.

(c) Where it is proposed that the whole or part of the business or property of the Company is to be transferred or sold to another corporation in a voluntary winding up, with the sanction of a special resolution of the Company conferring either a general authority on the liquidator or an authority in respect of any particular arrangement, the liquidator of the Company may:-

- (i) receive in compensation or part compensation for the transfer or sale of the shares, debentures, policies or other like interests in the corporation for distribution among the members of the Company; or
- (ii) enter into any other arrangement whereby the members of the Company may, in lieu of receiving cash, shares, debentures, policies or other like interests or in addition to the arrangement, participate in the profits of or receive any other benefit from the corporation

and any such transfer, sale or arrangement shall be binding on the members of the Company.

(d) If any member of the Company expresses his dissent on matters referred to in the above sub-clauses in writing addressed to the liquidator and delivered to the office of the liquidator within seven (7) days from the passing of the resolution, the member may require the liquidator to either abstain from carrying the resolution into effect or to purchase his interest at a price to be determined by an agreement or by arbitration in the manner set out in Section 457 of the Act.

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

#### INDEMNITY

173. Every Directors, Managing Director, agent auditors, secretary and other officer for the time being of the Company shall be indemnified out of the asset of the Company against any liability incurred or sustain by him in or about the execution of his duties of his office or otherwise in relation thereto, including defending any proceeding, whether civil or criminal, or which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by Court in respect of any negligence, default, breach of duties of breach of trust. Indemnity of Company's Officer

#### SECURITY CLAUSE

174. 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 details of the Company's trading, manufacturing or any matter which is or may be in the nature of trade secret or secret process which may remit 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. Discovery of Company's confidential information

#### COMPLIANCE

175. (1) This Constitution have been drafted in a manner to incorporate the requirements of the relevant governing statutes, regulations and guidelines. Without prejudice to any provisions in the Act or under this Constitution pertaining to the amendments of this Constitution, in the event the applicable provisions of any relevant governing statutes, regulations and guidelines are from time to time amended, modified or varied, such amendments, modifications or variations shall be deemed inserted herein whereupon this Constitution shall be read and construed subject to and in accordance with the amended, modified or varied statutes, regulations and guidelines. Deemed incorporation of requirements of governing statutes, regulations and guidelines

(2) The Company shall comply with the provisions of the Act, relevant governing statutes, regulations and/or guidelines as may be amended, modified or varied from time to time and any other applicable directives or requirements imposed by the Exchange and/or any other regulatory authorities, to the extent required by law, notwithstanding any provisions in this Constitution to the contrary. Compliance with Statutes, Regulations and Rules

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

**EFFECTS OF THE LISTING REQUIREMENTS**

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

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