

MESB

B E R H A D

MESB BERHAD

(Company No.: 337554-D)

[Incorporated in Malaysia under the Companies Act 1965
and deemed registered under the Companies Act 2016]

Appendix A

Proposed New Constitution

This is the Appendix A referred to in Agenda No. 9 of the Notice of Twenty-Third Annual General Meeting ("23rd AGM") of MESB Berhad dated 31 July 2018.

Date and Time of the 23rd AGM : Thursday, 27th day of September 2018 at 9:30 a.m.

Venue of the 23rd AGM : Room 5, Level 2, Hotel Sri Petaling
30, Jalan Radin Anum
Bandar Baru Sri Petaling
57000 Kuala Lumpur

THE COMPANIES ACT 2016
MALAYSIA

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

MESB BERHAD
Company No.: 337554-D

Incorporated on 28th day of March 1995

THE COMPANIES ACT 2016
PUBLIC COMPANY LIMITED BY SHARES
CONSTITUTION
OF
MESB BERHAD

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| 1. | The name of the Company is MESB BERHAD . | Name |
| 2. | The registered office of the Company will be situated in Malaysia. | Registered Office |
| 3. | Section 21 of the Companies Act 2016 shall apply. | Objects of the Company |

The provisions set out in the Third Schedule of the Companies Act 2016 shall apply to the Company, except in so far as the same is repeated or contained in this Constitution.

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| 4. | The liability of the Members is limited. | Liability of Members |
| 5. | The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise. | Shares Capital |

Definitions and Interpretation

Definitions

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| 6. | 6.1 In this Constitution, unless the subject matter or context dictates otherwise, the following words and phrases shall have the meaning assigned to them herein:- "Act" means the Companies Act 2016 and any statutory modification, amendment or re-enactment thereof and any and every 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. "Authorised Nominee" means an authorised nominee defined under the Central Depositories Act. "Board" means the Board of Directors for the time being of the Company. "Central Depositories Act" means the Securities Industry (Central Depositories) Act, 1991, as it may be amended, modified or reenacted from time to time. "Chief Executive Officer" means the principal executive officer of the Company for the time being, by whatever name called, and whether or not he is a director. "Clause" means these Clauses as originally framed or as altered from time to time by special resolution. "Company" means MESB BERHAD. "Deposited Security" means a Security standing to the credit of a Securities Account and includes a Security in a Securities Account that is in suspense. | |
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"Depositor" means a holder of Securities Account.

"Depository" means Bursa Malaysia Depository Sdn. Bhd.

"Directors" means the Directors for the time being of the Company.

"Electronic Address" means any address or number used for the purpose of sending or receiving documents or information by electronic means.

"Electronic Communication" means 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" means 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 (for example sending an electronic copy (CD-ROM) by post) whereby a recipient of such document or information would be able to retain a copy.

"Exchange" means Bursa Malaysia Securities Berhad.

"Exempt Authorised Nominee" means an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.

"Listed" means admitted to the Official List and not removed, and "listing" shall be construed accordingly.

"Listing Requirements" means the Listing Requirements of the Exchange as it may be modified or amended from time to time.

"Market Day" means any day on which the stock market of the Exchange is open for trading in Securities.

"Member(s)" means any person(s) whose name(s) is/are entered in the Company's Register of Members, including Depositors whose names appear on the Record of Depositors except the Depository.

"Month" means calendar month.

"Office" means the registered office of the Company.

"Record of Depositors" means the record provided by the Central Depository to the Company under Chapter 24.0 of the Rules.

"Rules" means the Rules of the Depository and any appendices thereto as they may be amended or modified from time to time.

"Seal" means the Common Seal of the Company.

"Secretary" means any person or persons appointed to perform the duties of the secretary of the Company and shall include a joint, temporary, assistant or deputy secretary.

"Securities Account" means an account established by the Depository for a Depositor for the recording of deposit of Securities and for dealing in such Securities by the Depositor.

"Securities" means securities as defined in Section 2 (1) of the Capital Markets and Services Act 2007 or any modification, amendment or reenactment thereof for the time being in force.

"Share Seal" means the share seal of the Company.

"Shares" means issued share capital of a corporation and includes stock except where a distinction between stock and shares is expressed or implied.

"Statutes" means the Act, the Central Depositories Act and every other Ordinance or Act for the time being in force concerning companies and affecting the Company.

"Stock Exchange" means the Exchange and/ or such other stock exchange on which the Company's Securities are quoted.

The expressions "debenture" and "debenture-holder" shall include "debenture-stock" and "debenture-stockholder".

6.2 In this Constitution, unless there is something in the subject or context inconsistent with such construction or unless it is otherwise expressly provided:- Interpretation

6.2.1 reference to "writing" shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;

6.2.2 words denoting the singular number only shall include the plural number and vice versa and words importing the masculine gender only shall include the feminine and neuter genders and the word "person" shall include a corporation;

6.2.3 words importing persons shall include corporations;

6.2.4 any reference to a statutory provision includes any modification, consolidation or re-enactment thereof for the time being in force, and all statutory instruments or orders made pursuant thereto; and

6.2.5 save as aforesaid, words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Interpretation Acts, 1948 and 1967, as amended from time to time and any re-enactment thereof.

6.3 The side notes are inserted for convenience only and shall not affect the construction of this Constitution.

Shares

7. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares, and subject to the Act and the Listing Requirements and to the conditions, restrictions and limitations expressed in this Constitution, the Directors may allot shares or grant rights to subscribe for or otherwise dispose of the unissued shares in the Company to such persons, at such time and on such terms and conditions, with such preferred or deferred or other special rights, as they think proper, PROVIDED ALWAYS THAT:- Allotment and Issuance of Shares, etc.

7.1 no shares shall be issued which shall have the effect of transferring a controlling interest in the Company without the prior approval of the Members in general meeting;

- 7.2 in the case of shares other than ordinary shares, no special rights shall be attached until the same have been expressed in the resolution creating them;
- 7.3 every issue of shares or options to employees and/or Directors and/or Chief Executive Officer shall be approved by the Members in general meeting and:-
- (a) such approval shall specifically detail the amount of shares of options to be issued to such employees and/ or Directors and/or Chief Executive Officer; and
- (b) a Director not holding office in an executive capacity may so participate in an issue of shares pursuant to a public offer or a public issue.
- 7.4 in the case of shares offered to the public for subscription, the amount payable on application on each share shall not be less than 5% of the offer price of the share;
- 7.5 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 it shall so similarly be exempted from compliance with this requirement. For this purpose, the Company must notify the Depository of the names of the allottees and all such particulars required by the Depository, to enable the Depository to make the appropriate entries in the Securities Accounts of such allottees; and
- 7.6 the Company must allot and issue Securities, despatch notices of allotment to the allottees and make an application for the quotation of such Securities within such periods as may be prescribed by the Exchange.
8. Subject to the Act, any preference shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed provided that:- Issue of Preference Shares
- 8.1 the holders of preference shares shall have the same rights as the holders of ordinary shares in relation to receiving notices, reports and audited financial statements and attending general meetings of the Company but shall only have the right to vote at any meeting convened for the purpose of reducing the Company's share capital, or on a proposal to wind up the Company, or sanctioning the disposal of the whole of the Company's property, business and undertaking or where the proposition to be submitted to the meeting directly affects the rights and privileges attached to the share, or when the dividend or part of the dividend on such shares is in arrears for more than 6 months and during the winding up of the Company;
- 8.2 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; and
- 8.3 the Company shall not, without the consent of the existing preference shareholders at a class meeting or pursuant to Clause 19 hereof, issue further preference capital ranking in priority above preference shares already issued but may issue preference shares ranking equally therewith.
9. The Company shall not give whether directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company or in its holding company, nor shall the Company make a loan for any purpose whatsoever on the security of its shares or those of its holding company, but nothing in this Constitution shall prohibit transactions mentioned in Section 127 of the Act or the circumstances set out in Section 127 of the Act. No financial assistance

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| 10. | <p>Subject to the provisions of the Act and the rules, regulations, orders, guidelines or requirements issued by the Exchange and/or any other relevant authority from time to time, the Company may by ordinary resolution purchase its own shares and/or give financial assistance for the purpose of purchasing its own shares.</p> <p>Any shares in the Company so purchased by the Company shall be dealt with in accordance with the Act and the guidelines or requirements issued by the Exchange and/or any other relevant authority from time to time.</p> | Purchase of own shares |
| 11. | <p>In addition to all other powers of paying commissions, the Company (or the Board on behalf of the Company) may exercise the powers conferred by Section 80 of the Act of applying its shares or capital moneys in paying commissions to persons subscribing or procuring subscriptions for shares of the Company, or agreeing so to do whether absolutely or conditionally, provided that the percentage or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and shall not exceed 10% of the price at which the shares in respect whereof the commission is paid are issued or an amount equivalent thereto. The Company (or the Board on behalf of the Company) may also on any issue of the shares pay such brokerage as may be lawful.</p> | Power of paying commission |
| 12. | <p>Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a long period, the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the condition 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, buildings or plant.</p> | Shares issued for purposes of raising money for the construction of works or building |
| 13. | <p>The Company shall duly observe and comply with the provisions of the Act and the Listing Requirements from time to time prescribed by the Exchange applicable to any allotment of its shares.</p> | Compliance with Requirements |
| 14. | <p>Except as required by law and as provided under the Rules, no person shall be recognised by the Company as holding any share upon any trust, expressed, implied or constructive and the Company shall not, even when having notice thereof; be bound or compelled to recognise any equitable, contingent, future or partial interest in any share, or unit of a share, or (except only as by this Constitution otherwise expressly provided or as required by law) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.</p> | Trusts not to be recognised |
| 15. | <p>Subject to the Listing Requirements, the Act, the Central Depositories Act and/or the Rules and notwithstanding the existence of a resolution pursuant to Section 75 of the Act, the Company must ensure that it shall not issue any shares or convertible Securities if those shares or convertible Securities, when aggregated with any such shares or convertible Securities issued during the preceding 12 months, exceeds 10% of the value of the issued shares (excluding treasury shares) of the Company, except where the shares or convertible Securities are issued with the prior approval of the Members in general meeting of the precise terms and conditions of the issue. In working out the number of shares or convertible Securities that may be issued by the Company, if the Security is a convertible Security, each such Security is counted as the maximum number of shares into which it can be converted or exercised.</p> | Issue of Securities |
| 16. | <p>No person shall exercise any rights of a Member until his name shall have been entered in the Record of Depositors and he shall have paid all calls and other moneys for the time being due and payable on any share held by him.</p> | Exercise of rights of Members |

17. If, by the condition of allotment of any share, the whole or part of the amount or issue price thereof shall be payable on fixed dates every such amount shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share, or his legal personal representatives. Instalments

Certificates

18. The Share Registrar of the Company shall only issue jumbo certificates in respect of shares or Securities in favour of Bursa Malaysia Depository Nominees Sdn. Bhd. as he may be directed by the Depository. Issue of share certificates

Alteration of Rights

19. Notwithstanding Clause 20 hereof, the repayment of capital of preference shares other than redeemable preference shares, or any other alteration of preference shareholder rights, shall only be made pursuant to a special resolution of the preference shareholders concerned, provided always that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing, if obtained from the holders of three-fourths ($\frac{3}{4}$) 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. Alteration of preferential shareholder rights
20. 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 shares of that class) may, whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the holders of such class of shares representing not less than seventy five per centum of the total voting rights of the holders of the shares of that class, or with the sanction of a special resolution passed by the holders of the shares of the class. To every such separate general meeting, the provisions of this Constitution relating to general meetings shall mutatis mutandis apply; but so that the necessary quorum shall be two (2) persons at least holding or represented by proxy or by attorney one-third ($\frac{1}{3}$) of the total voting rights of the class (but so that if at any adjourned meeting of such holders, a quorum as above defined is not present, the holders present shall from a quorum) and that any holder of shares of the class present in person or by proxy or by attorney may demand a poll. On a poll, the holders of the shares shall have one (1) vote for every share of the class held by them respectively. To every such special resolution, the provisions of Section 292 of the Act shall, with such adaptations as are necessary, apply. Alteration of class rights
21. 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 to participation in the profits or assets of the Company in some or in all respects *pari passu* therewith. No alteration of rights by issuance of new shares

Calls on Shares

22. The Directors may from time to time make such calls upon the Members as the Directors may think fit in respect of the amounts unpaid on their shares and not by the conditions of allotment made payable at fixed times, provided that no call shall be payable at less than thirty (30) days from the date fixed for the payment of the last preceding call. Except in the case of calls payable at fixed times pursuant to the conditions of allotment, each Member shall be entitled to receive at least fourteen (14) days' notice specifying date, time and place of payment. Calls on shares
23. Any call may be made payable either in one sum or by instalments, and each Member upon whom a call is made is liable to pay the amount of the call to the Company at the time or times and place appointed by the Directors. A call may be revoked or the time for its payment may be postponed by the Directors. Payment of calls

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| 24. | A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed. | When call made |
| 25. | The Directors may from time to time make arrangements on the issue of shares for varying the amounts and times of payment of calls as between shareholders. | Directors may differentiate between holders |
| 26. | Any sum which by the terms of issue of a share becomes payable upon allotment or at any fixed date, for all purposes of this Constitution, be deemed to be a call duly made and payable on the date, on which by the terms of issue becomes payable and in case of non- payment all the relevant provisions of this Constitution as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified. | Term of issue may be treated as call |
| 27. | If a call or an instruments of a call 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 amount of the call on instruments, at such rates not exceeding 8% per annum, as the Directors may fix from the day appointed for payment thereof to the time of actual payment, but the Directors may waive payment of such interest in whole or in part. | Interest on calls in arrears |
| 28. | No Member shall be entitled to receive any dividend or to exercise any privileges as a Member until he shall have paid all calls for the time being due and payable on every share held by him together with interest and expenses (if any). | Calls to be fully paid before receiving dividend |
| 29. | The Directors may, if they think fit, receive from any Member willing to advance the same, all or any part of the moneys payable in respect of any share held by him beyond the amount of the calls actually made thereon and upon the moneys so advanced, or so much thereof as shall from time to time exceed the amount of the calls due upon such shares, the Company may pay interest at such rate (unless the Company in general meeting shall otherwise direct) as may be agreed upon between the Directors and the Member paying the sum in advance. Any capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. Except in liquidation, sums paid in advance of calls shall not, until the same would but for such advance have become payable, be treated as paid up in the shares in respect of which they have been paid. | Payment of calls in advance |
| 30. | At the trial or hearing of any action or other proceeding for the recovery of any money due for any call it shall be sufficient to prove that the name of the Member sued is entered in the Record of Depositors as the holder of the shares in respect of which such call was made, that the resolution making such call is duly recorded in the minutes book of the Directors and that notice of such call was duly given to the Member sued according to the provisions of these presents and it shall not be necessary to prove the appointment of the Directors who made such call nor any other matter whatsoever but the proof of the matters aforesaid shall be conclusive evidence of a debt due from the Members sued to the Company. | Evidence in action for call |

Forfeiture and Surrender of Shares

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| 31. | If any Member fails to pay any call or instalment of a call on the day appointed for the payment thereof, the Directors may at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on the Member requiring payment of so much of the call or instalment as is unpaid, together with any interest or compensation which may have accrued. | Notice to pay calls |
| 32. | The notice shall name a further day (not being less than fourteen (14) days from the date of service of the notice) on or before which, and the place where, the payment required by the notice is to be made, and shall state that, in the event of non- payment at or before the time and place appointed the shares in respect of which such call was made will be liable to be forfeited. | Period of notice |

33. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time, thereafter, before payment of all calls and interest due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends which shall have been declared on the forfeited shares and not actually paid before the forfeiture. The Directors may accept the surrender of any share liable to be forfeited hereunder. Forfeiture for non-payment
34. 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 terms of payment of all calls and interest due upon and expenses incurred in respect of the share and upon such further terms (if any) as they shall see fit. Annulment of forfeiture
35. Subject to the Central Depositories Act and the Rules, a share so forfeited or surrendered shall become the property of the Company and may be re-sold, re-allotted or otherwise disposed of either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto, or to any other person upon such terms and in such manner as the Directors shall think fit, and at any time before a sale, re-allotment or disposition the forfeiture or surrender may be cancelled on such terms as the Directors think fit. The Directors may, if necessary, authorise some person to transfer a forfeited or surrendered share to any such other person as aforesaid. Shares forfeited belongs to the Company
36. 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 moneys which, at the date of forfeiture, was payable by him to the Company in respect of the shares (together with interest at the rate of 8% per annum from the date of forfeiture on the money for the time being unpaid if the Directors think fit to enforce payment of such interest), but his liability shall cease if and when the Company receives payment in full of all such money in respect of the shares. The forfeiture of a share shall at the time of forfeiture result in the termination of all interest 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 shareholder whose share is forfeited and the Company, except only such of those rights, liabilities as are by the Constitution expressly saved, or as are by the Act given or imposed in the case of past members. Liability on forfeiture
37. A statutory declaration in writing by a Director, that a share in the Company has been duly forfeited or surrendered or sold to satisfy a lien 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 shares. The Company may receive the consideration, if any, given for the share on any sale or disposition thereof and the Directors may authorise some person to execute a transfer of the share in favour of the person to whom the share is sold or otherwise disposed of and he shall thereupon be registered as the holder of the share, and the Company 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 other disposal of the share. Subject to any lien for sums not presently payable, if any, any residue of the proceeds of the sale of shares which are forfeited and sold, after the satisfaction of the unpaid calls or instalments payable at fixed times and accrued interest and expenses, shall be paid to the person whose shares have been forfeited or his executors, administrators or assignees or as he directs. Statutory Declaration as conclusive evidence and sale of shares forfeited
38. The provisions of this Constitution as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, as if the same had been payable by virtue of a call duly made and notified. Application of forfeiture provision

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| 39. | 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 reason of the death or bankruptcy 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 Record of Depositors opposite to the share. | Notice of forfeiture to be given and entered in the Record of Depositors |
| 40. | The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and 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. | Results of forfeiture |

Lien

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| 41. | The Company's lien on shares and dividends from time to time declared in respect of such shares, shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid, and to such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of the Member or deceased Member. | Company's lien on shares and dividends |
| 42. | 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 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. | Power to enforce lien by sale |
| 43. | The proceeds of any such sale after payment of the amount of interests and costs relating to the sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale or his executors, administrators or assignees or as he directs. | Application of proceeds of sale |

Transfer of Shares

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| 44. | The transfer of any Deposited Security or class of Deposited Security in the Company shall be by way of book entry by the Depository in accordance with the Rules and, notwithstanding to Sections 105, 106 or 110 of the Act but subject to Section 148 (2) of the Act and any exemption that may be made from compliance with Section 148 (1) of the Act, the Company shall be precluded from registering and effecting any transfer of Deposited Security. | Transfer of Securities |
| 45. | The instrument of transfer of a share shall be executed by or on behalf of the transferor and transferee, subject to compliance with the Central Depositories Act and the Rules. | Execution |
| 46A. | (a) Subject to the Central Depositories Act and the Rules, any holder of a Security that is not a Deposited Security may transfer all or any of his Security that is not a Deposited Security by instrument in writing in the form prescribed by the Act, the Central Depositories Act or the Rules and if no such form is prescribed then in such form as may be prescribed by the Company, the instrument of transfer of any such Security that is not a Deposited Security shall be executed by or on behalf of the transferor and the transferee and left at the Office or such other place as the Directors may appoint accompanied by the certificate or certificates of such Security that is not a Deposited Security to be transferred (if any) and such other evidence (if any) as the Directors may require to prove the title of the intending transferee and that the | Non-Deposited Securities and Others |

intending transferee is a qualified person viz, not an infant, bankrupt or person of unsound mind.

- (b) In respect of the transfer of Security that is not a Deposited Security, the Company shall enter or cause to be entered the name of the transferee in the Register of Members as shareholder within thirty (30) days from the receipt of the instrument of transfer, provided always that:
 - (1) the Directors may refuse or delay to register any transfer of shares not being fully paid shares and may also decline to register any transfer of shares on which the Company has a lien;
 - (2) if the Directors refuse to register a transfer, they shall pass a resolution to refuse or delay the registration of the transfer within thirty (30) days from the receipt of the instrument of transfer and the resolution sets out in full the reasons for refusing or delaying the registration; and
 - (3) the notice of the resolution and the reasons referred to in Clause 46(b)(2) above is sent to the transferor and to the transferee within seven (7) days of the resolution being passed.
- (c) Neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of Deposited Securities or Security that is not a Deposited Security although the same may, by reason of any fraud or other cause not known to the Company or its Directors or other officers, be legally inoperative or insufficient to pass the property in the Deposited Securities or the Security that is not a Deposited Security proposed or professed to be transferred, and although the transfer may, as between the transferor and the transferee, be liable to be set aside. In every such case, the person registered a transferee, his executors, administrators and assignees, subject to compliance with the Act, the Central Depositories Act and the Rules, alone shall be entitled to be recognised as the holder of such Deposited Securities or the Security that is not a Deposited Security and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto.
- (d) The Directors may decline to recognise the instrument of transfer in respect of Security that is not a Deposited Security unless:
 - (1) the instrument of transfer is duly stamped in accordance with the law in regard to the payment of stamp duty for the time being in force and such fee not exceeding Ringgit Malaysia Three (RM3.00) only per transfer is paid to the Company in respect thereof or such sum as the Company may be permitted by law governing the registration of transfer of Securities;
 - (2) the instrument of transfer is deposited at the Office or at such other place (if any) as the Directors may appoint accompanied by the certificate or certificates of the Securities to which it relates and such evidence as the Directors may reasonably require to show the right of the transferor to make the transfer and if the instrument of transfer is executed by some other person on his behalf, the authority of the person so to do; and
 - (3) the instrument of transfer is in respect of only one class of security.
- (e) Registration of transfers may be suspended at such time and for such period as the Directors may from time to time determine but so that no part of the Register of Members shall be closed for more than thirty (30) days in aggregate in any calendar year. At least ten (10) clear Market Days' (or such other minimum period as may be prescribed by the Exchange) notice of such

suspension or of any books closing date shall be given to the Exchange stating the period and purpose of such suspension of closure and be published in a Bahasa Malaysia or English daily newspaper circulating in Malaysia. In relation to the suspension or books closing, the Company shall give written notice to the Depository to issue the appropriate Record of Depository in accordance with the Central Depositories Act and the Rules within such time as is required by the Depository to issue the relevant Record of Depositors.

- (f) Subject to the Act, the Central Depositories Act and the Rules, no share shall in any circumstance be transferred to any infant, bankrupt or person of unsound mind.

- 46B. 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 share comprised in any such transfer and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale and the remedy of the former holder of such share or of any person claiming under or through him in respect of any alleged irregularity or invalidity against the Company.
- Directors may effect transfer

Transmission of Shares

47. Where:-
- (a) the securities of the Company are listed on another stock exchange; and
- (b) the Company is exempted from compliance with Section 14 of the Central Depository Act or Section 29 of the Securities Industry [Central Depositories][Amendment] Act, 1998 as the case may be under the Rules of the Depository in respect of such Securities;
- Transmission of shares

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 Share Registrar of the Company in the jurisdiction of the other stock exchange, to the register of holder maintained by the Share Registrar of the Company in Malaysia and vice versa provided that there shall be no change in the ownership of such Securities.

48. Any person becoming entitled to a share which is a Deposited Security in consequence of the death or bankruptcy of a Member may apply to the Depository to transfer the shares into his Securities Account supported by the relevant documents and in accordance with the Central Depositories Act and/or the Rules. The said person shall deliver or send to the Company and the Depository a written notice signed by him expressing his aforesaid intention provided that notice in writing thereof has been given to the Company. Subject to the Act, the Central Depositories Act and the Rules a person becoming entitled to a Security by reason of the death or bankruptcy of the holder thereof shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the Security, except that he shall not before being registered as a Member in respect of the share be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company. Provided further always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the Security and if the notice is not complied with within the prescribed time to be determined by the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Security until the requirements of the notice have been complied with.
- Death of holder of shares

Conversion of Shares into Stocks

49. The Company may by special resolution passed at general meeting convert any paid up shares into stock or reconvert any stock into paid up shares of any number. Conversion of shares into stocks
50. The holders of 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 to may, before the conversion, have been transferred or in the closest manner as near thereto as circumstances allow; but the Directors may from time to time, if they think fit, fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum. Holder of stocks may transfer their interest
51. The stock shall confer on the holders thereof respectively the same rights, privileges and advantages as regards dividends, participation in assets on a winding up, voting at meetings of the Company and other matters as would have been conferred by the shares from which the stock arose, but so that none of such rights, privileges or advantages, (except participation in dividends and profits of the Company and in assets on a winding up) shall be conferred by an amount of the stock which would not, if existing in shares, have conferred such right, privilege or advantage. Participation in dividends and profits
52. All such provisions of this Constitution as are applicable to paid-up shares shall apply to stock and in all such provisions the word "share" shall include "stock" and the word "shareholder" and "Member" shall include "stockholder". Application of this Constitution

Increase of Capital

53. The Company may from time to time, whether all the shares for the time being issued shall have been fully paid 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 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 may direct in the resolution authorising such increase. Increase of share capital
54. Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible Securities shall, before issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of shares or Securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or Securities offered, the Directors may dispose of those shares or Securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares or Securities which (by reason of the ratio which the new shares or Securities bear to shares or Securities held by persons entitled to an offer of new shares or Securities) cannot, in the opinion of the Directors, be conveniently offered under this Clause. Issue of new shares to existing Members
55. 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. All new shares shall be subject to the provisions herein contained with reference to allotments, the payment of calls and instalments, transfer, transaction, transmission, forfeiture, lien or otherwise and shall also be subject to the Rules. New capital to be considered as part of the current share of the Company

Alteration of Capital

56. 56.1 The Company may alter its share capital by passing a special resolution to: Alteration of Share 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 sub-division is effected, be given any preference or advantage as regards dividend, return of capital, voting or otherwise over the others or any other of such shares and;
 - (c) cancel any shares which at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled.
- 56.2 The Company may, subject to the Act, by special resolution reduce its share capital.

General Meetings

57. The Company shall once in a every calendar year within six (6) months of the Company's financial year end hold a general meeting as its annual general meeting in addition to any other meetings in that year, and not more than fifteen (15) months shall elapse between the date of one annual general meeting and that of the next, but so long as a Company holds its first annual general meeting within eighteen (18) months of its incorporation, it need not hold any other annual general meeting in the year of its incorporation or in the year following its incorporation. Annual General Meeting
58. All general meetings other than annual general meetings shall be called extraordinary general meetings. Extraordinary General Meeting
59. All general meetings shall be held at such time, day and place as the Directors shall determine. 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. A general meeting may be held at more than one venue using any technology or method that enables the Members of the Company to participate and to exercise the Members' rights to speak and vote at the meeting. Convening of General Meetings
60. This Directors may whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition as is referred to in Sections 311 and 312 of the Act, or if the Company makes default in convening a meeting in compliance with a requisition received pursuant to Section 312 of the Act, a meeting may be convened by such requisitionists themselves in the manner provided in Section 313 of the Act. Any meeting convened by requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Directors. Convening of Extraordinary General Meeting
- 61A. The notices convening meetings shall be given to all Members (other than those who are not entitled to receive notices of general meetings of the Company under the provisions of this Constitution or the terms of issue of the shares held by them) and to the Directors and auditors for the time being 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. The notice shall be exclusive of the day on which it is served or Notice of Meetings

deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in the case of special business shall also specify the general nature of that business and shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any special resolution is proposed or where it is the annual general meeting, of every such meeting shall also be given by advertisement in at least 1 nationally circulated Bahasa Malaysia or English daily press and in writing to the Exchange.

61B. Notice of meeting of Members of the Company shall state-

- (a) the place, date and time of the meeting; and
 - (b) the general nature of the business of the meeting.
- (1) Notice of a meeting of Members shall be in writing and shall be given to the Members either:
 - (a) in hard copy;
 - (b) in electronic form; or
 - (c) partly in hard copy and partly in electronic form.
 - (2) In view to the above, a notice:
 - (a) given in hard copy shall be sent to any Member either personally or by post to the address supplied by the Member to the Company for such purpose; or
 - (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 a website.
 - (3) 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 this Constitution.
 - (4) The Company shall notify a Member of the publication of the notice on the website and such notification shall be in writing and 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.
 - (5) The notice shall be made available on the website throughout the period beginning from the date of the notification referred to in Clause 61B(4) until the conclusion of the meeting.

62. The Company shall request the Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company. The Company shall request the Depository in accordance with the Rules, to issue a Record of Depositors as at the latest date which is reasonably practicable which shall in any event be not less than three (3) Market Days before the general meeting (hereinafter referred to as "the General Meeting Record of Depositors"). Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations, 1996 (where applicable) and notwithstanding any provision in the Act, a depositor shall not be regarded as a Member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.

General Meeting
Record of
Depositors

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| 63. | Subject always to the provisions of Section 302 of the Act, no business shall be transacted at an extraordinary general meeting except business of which notice has been given in the notice convening the meeting. | Business at Extraordinary General Meeting |
| 64. | In every notice calling a meeting of the Company, there shall appear with reasonable prominence a statement that a Member entitled to attend, participate, speak and vote is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote instead of him. A proxy may, but need not, be a Member of the Company and there shall be no restriction as to the qualification of the proxy where a Member appoints more than 1 proxy, he shall specify the proportions of his holdings to be represented by each proxy, failing which the appointment shall be invalid. | Right to appoint proxy |
| 65. | The accidental omission to give notice of any meeting to or the non-receipt of the notice of a meeting by, any person entitled to receive notice shall not invalidate any resolution passed or proceedings held at any such meeting. | Omission to give notice |
| 66. | A meeting shall, notwithstanding that it is called by notice shorter than is required by Clause 61A, be deemed to be duly called if it is so agreed, in the case of a meeting called as the annual general meeting, by all the Members entitled to attend and vote thereat or in the case of an extraordinary general 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 95% of the shares giving a right. | Call of meetings by shorter notice |
| 67. | Where by the Act special notice is required of a resolution, the resolution shall not be effective unless notice of the intention to move it has been given to the Company not less than twenty-eight (28) days before the meeting at which it is moved, and the Company shall give its Members notice of any such resolution at the same time and in the same manner as it gives notice of the meeting or, if that is not practicable, shall give them notice thereof, in any manner allowed by this Constitution not less than fourteen (14) days before the meeting, but if after notice of the intention to move such a resolution has been given to the Company, a meeting is called for a date twenty-eight (28) days or less after the notice has been given, the notice, although not given to the Company within the time required by this Constitution shall be deemed to be properly given. | Resolution requiring special notice |
| 68. | Subject to Section 323 of the Act, Members of a public company may require the Company to circulate statements to Members of the Company entitled to receive notice of Company meeting of Members. | Circulation of statements |

Proceedings at General Meetings

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| 69. | All business that is transacted at any extraordinary general meeting and also all business that is transacted at an annual general meeting shall be deemed special, with the exception of the laying of the audited financial statements and audited group financial statements (if any) of the Company and the reports of the Directors and auditors, the election of Directors in the place of those retiring, the fixing of the Directors' fees and benefits payable, and the appointment of, and the fixing of the remuneration of the auditors. | Special business |
| 70. | No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two (2) Members present in person or by proxy shall be a quorum. For the purposes of constituting a quorum: | Quorum |
| | (a) One (1) or more representatives appointed by a corporation shall be counted as one (1) Member, or | |
| | (b) One (1) or more proxies appointed by a person shall be counted as one (1) Member. | |

71. If within half an hour after the time appointed for the meeting a quorum is not present, the meeting, if convened by or upon the requisition of Members, shall be dissolved. If otherwise convened, 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 such public holiday), at the same time and place or to such other day and at such other time and place as the Directors may determine, but if a quorum is not present within 15 minutes from the time appointed for holding the adjourned meeting, the Members present shall be a quorum and may transact the business for which the meeting was called but no notice of any such adjournment as aforesaid shall be required to be given to the Members. Proceeding of quorum not present
72. The Chairman of the Board, shall preside as Chairman at every general meeting, but if no such Chairman is present within fifteen (15) minutes after the time appointed for holding the meeting, or shall decline to take or shall retire from the chair, the Directors present shall choose one of their number to act as Chairman of such meeting, and if there be no Director chosen who shall be willing to act, the Members present in person or by proxy and entitled to vote shall choose one of their own number to act as Chairman at such meeting. Chairman of general meeting
73. The Chairman may, with the consent of any meeting at which a quorum is present and if so directed by the meeting shall, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business 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, if shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. Chairman may adjourn meeting and notice of adjournment to be given
74. 74.1 Subject to the Listing Requirements, at any general meeting a resolution put to the vote the meeting shall be determined by voted by poll by the Members present in person or by proxy. Notwithstanding the above, a poll may be demanded in writing:- Voting on resolution
- (a) by the Chairman of the meeting (being a person entitled to vote);
 - (b) by at least three (3) Members present in person or by proxy;
 - (c) by any Member or Members present in person or by proxy representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting excluding any voting shares attached to shares in the Company held as treasury shares; or
 - (d) by a Member or Members present in person or by proxy and 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 of the total sum paid up on all the shares conferring that right, excluding shares in the Company conferring a right to vote on the resolution which are held as treasury shares.
- Provided that no poll shall be demanded on the election of a chairman of a meeting or on any question of adjournment.
- 74.2 Subject to this Constitution, a declaration by the Chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the minutes of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number, proportion or validity of the votes, recorded in favour of or against such resolution.

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| 75. | The instrument appointing a proxy to vote at a meeting shall be deemed to confer authority to demand, or join in demanding a poll, and, for the purposes of the last preceding Clause, a demand by a person as proxy for a Member shall be the same as a demand by the Member. | Proxies' right to demand a poll |
| 76. | If any votes shall have been counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting or at any adjournment thereof and unless in the opinion of the Chairman at the meeting or any adjournment thereof as the case may be, it shall be of sufficient importance to vitiate the result of the voting. | Counting of votes |
| 77. | If a poll is duly demanded it shall be taken in such manner as the Chairman may direct (including the use of a ballot or voting papers or tickets or electronically using various forms of electronic voting devices) and the result of the poll shall be the resolution of the meeting at which the poll was demanded. The Chairman shall appoint scrutineers to verify the votes which shall be counted by the poll administrators for the purposes of a poll, and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the results of the poll. | Taking of poll |
| 78. | Subject to Clause 74, a poll demanded on any question shall be taken either at once or at such time and place as the Chairman directs not being more than thirty (30) days from the date of the meeting or adjourned meeting at which the poll was demanded. No notice need to be given of a poll not taken immediately. | Time of the taking poll |
| 79. | The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. | Continuance of meeting of other business |
| 80. | The demand for a poll may be withdrawn. | Withdrawal of poll |

Vote of Members

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| 81. | In the case of an equality of votes on a show of hands, the Chairman of the meeting at which the show of hands takes place, shall not be entitled to a second or casting vote but not when a poll is demanded. | Chairman's casting vote |
| 82. | 82.1 Subject to Clause 62 above and any rights or restrictions for the time being attached to any class or classes of shares, at meetings of Members or classes of Members, each Member shall be entitled to be present and to vote at any general meeting of the Company either personally or by proxy or by attorney and to be reckoned in a quorum in respect of shares fully paid and in respect of partly paid shares where calls are not due and unpaid. | Members' vote |
| | 82.2 Subject to any special rights or restrictions as to voting attached to any class or classes of shares by or in accordance with the Constitution, on a show of hands a holder of ordinary shares or preference shares who presents as a Member or a Member's representative or proxy or attorney and entitled to vote shall be entitled to one vote on any question at any general meeting and in the case of a poll every Member present in person or by proxy or by attorney or other duly authorised representative shall have one vote for every share held by him. A person entitled to more than one vote need not use all his votes or cast all the votes he uses on a poll in the same way. | Number of votes |
| | 82.3 Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such manner that a unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such right's exercisable. | Shares of different denominations |

83. Any corporation which is a Member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative either at a particular meeting of the Company, or at all meetings of the Company or of any class of Members and the 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 subject to Section 333 of the Act on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company. Votes of corporation
84. 84.1 Any Member being of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis, or other legal guardian or such other person who has been properly appointed to manage his estate. Any one of such committee or other person may vote either by proxy or by attorney. Vote of Members of unsound mind
- 84.2 The legal personal representative of a deceased Member or the person entitled under Clause 48 to any share in consequence of the death or bankruptcy of any Member may vote at any general meeting in respect thereof in the same manner as if he was the registered holder of such shares provided that 48 hours at least before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote he shall satisfy the Directors of his right to any share in consequence of the death or bankruptcy of any Member unless the Directors shall have previously admitted his right to vote in respect thereof. Vote of legal personal representative of Members
85. No Member shall be entitled to be present or to vote at any general meeting or to exercise any privilege as a Member nor be counted as one of the quorum unless all calls or other sums immediately payable by him in respect of shares in the Company have been paid. Members in default
86. No objection shall be raised in respect of the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive. Time for objection of any voter's qualification
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 the corporation's seal or under the hand of an officer or attorney duly authorised. The Directors may, but shall not be bound to require evidence of the authority of any such attorney or officer. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand a poll on behalf of the appointor. Instrument of proxy
88. 88.1 The communication between the Company and its Members relating to meetings and resolutions, supply of information or documents or otherwise for purpose of complying with the Act, may be: Appointment of proxy via electronic communication
- (a) in hard copy;
- (b) in electronic form; or
- (c) by other methods agreed between the Company and Members.
- 88.2 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.
- 88.3 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.
- 88.4 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; and
 - (b) Instrument of proxy sent out by the Company in relation to the meeting.
- 88.5 An appointment of proxy by electronic communication must be received at the electronic address specified by the Company pursuant to this Clause not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote, and in default the instrument of proxy shall not be treated as valid.
- 88.6 An appointment of proxy by electronic communication which is not made in accordance with this Clause shall be invalid.
- 89. 89.1 A Member entitled to attend and vote at the meeting may appoint a proxy or attorney or other duly authorised representative to attend and vote in his stead. Appointment of multiple proxies
- 89.2 A Member who is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 ("SICDA") may appoint not more than two (2) proxies in respect of each Securities Account it holds in ordinary shares of the Company standing to the credit of the said Securities Account.
- 89.3 Where a Member 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. An Exempt Authorised Nominee refers to an authorised nominee as defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- 89.4 Where a Member appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies. The appointment shall not be valid unless he specifies the proportions of his holdings to be represented by each proxy.
- 90. 90.1 The Company shall be entitled and bound:- Appointment and Deposit of proxy
 - (a) to reject any instrument of proxy lodged if the Member is not shown to have any shares entered against his name in the Register of Members and / or the latest Record of Depositors made available to the Company; and
 - (b) to accept as the maximum number of votes which in aggregate the proxy appointed by the Member is able to cast on a poll the aggregate number of shares which is entered against the name of that Member in the Register of Members and/or the latest Record of Depositors made available to the Company whether that number is greater or smaller than the number specified in any instrument of proxy executed by or on behalf of that Member.

90.2 The Company shall be entitled and bound, in determining rights to vote and other matters in respect of a completed instrument of proxy submitted to it, to have regard to the instructions (if any) given by and the notes (if any) set out in the instrument of proxy.

91. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit : Form of proxy

FORM OF PROXY

I/We _____, of _____ being a Member of MESB BERHAD, hereby appoint * the Chairman of the Meeting or _____ of _____ or failing him, _____ of _____

| | For | Against |
|---------------------|-----|---------|
| SPECIAL RESOLUTION | | |
| ORDINARY RESOLUTION | | |

as my/our proxy to attend and vote for me/us on my/our behalf at the (Annual or Extraordinary) General Meeting of the Company, to be held on and at any adjournment thereof.

My/Our Proxy is to vote as indicated with an "X" below: If no specific direction as to voting is given, the proxy will vote or abstain from voting at his discretion.

Signed this _____ day of _____

No. of shares held :

Signature of Member

*Delete if not applicable

92. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. PROVIDED ALWAYS that the Company may by written notice waive the prior lodgement of the above instrument appointing a proxy and the power of attorney or other authority. Deposit of proxy

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

94. A Member of the Company is permitted to give the Company notice of termination of a person's authority to act as proxy not less than 24 hours before the time appointed for holding the meeting. The notice of termination must be in writing and be deposited at the Office or at such other place within Malaysia. Notice of termination of Appointment of proxy

Directors

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| 95. | Until otherwise determined by the Company in general meeting, the number of Directors shall not be less than two (2) and not more than twelfth (12). All the Directors of the Company shall be natural persons who are at least eighteen (18) years old. | Number of Director |
| 96. | 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 and speak at all general meetings of the Company. | Share qualification of the Directors |
| 97. | <p>97.1 An election of Directors shall take place each year at the annual general meeting of the Company where one-third of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third shall retire from office and be eligible for re-election PROVIDED ALWAYS that 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.</p> <p>97.2 The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.</p> | <p>Rotation and retirement of Directors</p> <p>Senior Director to retire</p> |
| 98. | No person, not being a retiring Director, shall be eligible for election to the office of Director at any general meeting unless a Member intending to propose him for election has, at least eleven (11) clear days before the meeting, left at the Office of the Company a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such Member to propose him for election, provided that in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary, and notice of each and every candidature for election to the Board of Directors shall be served on the registered holders of shares at least seven (7) days prior to the meeting at which the election is to take place. | Notice of nomination of Director |
| 99. | The Company at the meeting at which a Director retires may fill the vacated office by electing a person thereto. Unless at that meeting it is expressly resolved not to fill the vacated office or a resolution for re-election of the Director retiring at that meeting is put to the meeting and lost or some other person is elected as 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. A retiring Director shall be deemed to have offered himself for re-election unless he has given notice in writing to the Company that he is unwilling to be re-elected. | When the retiring Director deemed re-elected |
| 100. | At a general meeting at which more than one Director is to be elected, each candidate shall be the subject of a separate motion and vote unless a motion for the appointment of two 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. | No appointment of Director by single resolution |
| 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 go out of office. | Number may be increased or decreased |
| 102. | 102.1 A Director may appoint a person approved by a majority of his co- Director to act as his alternate provided that any fee paid by the Company to the alternate shall be deducted from that Director's remuneration. The Alternate Director shall be entitled to notices of all meetings and to attend, speak and vote at any such meeting at which his appointor is not present. Any appointment so made may be revoked at any time by the appointor and any | Alternate Director |

appointment or revocation under this Constitution shall be effected by notice in writing to be delivered to the Secretary of the Company. An Alternate Director shall ipso facto cease to be an Alternate Director if his appointor for any reason ceases to be a Director.

- 102.2 If any Director retires by rotation and is re-elected by the meeting or is, pursuant to this Constitution, deemed to be re-elected at the meeting at which such retirement took effect, any appointment made by him of an Alternate Director which was in force immediately prior to the appointor's retirement shall continue to operate after such re-election as if the appointor had not so retired.
- 102.3 Any appointment or removal of an Alternate Director may be made by cable, telegram, telefax, telex or in any other manner approved by the Directors. Any cable or telegram shall be confirmed as soon as possible by letter, but may be acted upon by the Company meanwhile.
- 102.4 A Director shall not be liable for the acts and defaults of any Alternate Director appointed by him.
- 102.5 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 countered 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.
103. 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 provisions of this Constitution or of any agreement between the Company and such Director. The Company may by ordinary resolution appoint another person in place of a Director so removed from office and any person so appointed shall be subject to retirement by rotation at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In default of such appointment, the vacancy so arising may be filled by the Directors as a casual vacancy. Removal of Directors
104. 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 the total number of Directors shall not at any time exceed the maximum number fixed in accordance with this Constitution. Any Director so appointed shall hold office only until the next following 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. Appointment by the Board by Directors
105. The fees and any benefits payable to the Directors shall be such fixed sum as shall from time to time be determined by an ordinary resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such fees are payable shall be entitled only to rank in such division for a proportion of the fees related to the period during which he has held office provided Always that:- Directors' Remuneration
- 105.1 fees payable to non-executive Directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover;
- 105.2 salaries payable to executive Directors may not include a commission on or percentage of turnover;
- 105.3 fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting; and

- 105.4 any fee paid to an Alternate Director shall be agreed upon between himself and the Director nominating him and shall be paid out of the remuneration of the latter.
106. 106.1 The Directors shall be entitled to be reimbursed for all travelling or such other reasonable expenses as may be incurred in attending and returning from meetings of the Directors or of any committee of the Directors or general meetings or otherwise howsoever in or about the business of the Company in the course of the performance of their duties as Directors. Reimbursement of expenses
- 106.2 If by arrangement with the Directors, any Director performs any services outside his ordinary duties as a Director in particular without limiting to the generality of the foregoing if any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a Member of a committee of Directors, may be paid such salary or otherwise, subject to any other provisions of this Constitution.
107. The office of Director shall, ipso facto, be vacated:- Vacation of office of Directors
- (a) is an undischarged bankrupt;
 - (b) has been convicted of an offence relating to the promotion, formation or management of a corporation;
 - (c) has been convicted of an offence involving bribery, fraud or dishonesty;
 - (d) become disqualified from being a Director by reason of any order made under the Act or he has been convicted of an offence under Sections 199, 213, 215, 216, 217, 218, 228 and 539 of the Act;
 - (e) 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;
 - (f) is absent from more than 50% of the total Board Meeting held during a financial year of the Company, except when an exemption or waiver is obtained from the Exchange;
 - (g) if he is removed by a resolution of the Company in general meeting;
 - (h) resigns from his office by notice in writing to the Company and deposited at the office;
 - (i) has retired in accordance with the Act or the Constitution of the Company but not re-elected; or
 - (j) otherwise vacates his office in accordance with the Act or the Constitution of the Company.

Powers and Duties of Director

108. The business of the Company shall be managed by the Directors who may exercise all such powers of the Company, and do on behalf of the Company all such acts as are within the scope of this Constitution and by the Act or by this Constitution required to be exercised or done by the Company in general meeting, subject nevertheless to this Constitution, to the provisions of the Act, and to such regulations, being not inconsistent with this Constitution, 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 Powers and duties of Directors

would have been valid if such regulation had not been made.

109. The Directors shall not without the prior approval of the Company in general meeting:-
- Approval of the Company required
- 109.1 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 a controlling interest in the Company's undertaking or property;
- 109.2 exercise any power of the Company to issue shares unless otherwise permitted under the Act; or
- 109.3 subject to Section 228 of the Act, enter into any arrangement or transaction with a Director or a Director of the holding company or a subsidiary of the Company, or with a person connected with such a Director to acquire from or dispose to such a Director or person any non-cash assets of the requisite value.
- 109.4 issue warrants on such terms and subject to such conditions which may be resolved upon by the Directors which confer a right to registered holder of warrant to subscribe equity of the Company.
110. 110.1 The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertakings, property and uncalled capital, or any part thereof, and to issue debentures and other Securities whether outright or as security for any debt, liability or obligation of the Company or of any related third party Provided Always that nothing contained in this Constitution shall authorise the Directors to borrow and money or mortgage or charge any of the Company's 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.
- Directors' borrowing powers
- 110.2 The Directors shall cause a proper register to be kept in accordance with Section 60 of the Act of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the Act in regard to the registration of mortgages and charges therein specified or otherwise.
- 110.3 If the Directors or any of them, or any other person, shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.
111. The Directors may establish or arrange any contributory or non-contributory pension super-annuation scheme for the benefit of, or pay a gratuity, pension or emolument to any person who is or has been employed by or in the service of the Company or any 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 dependants of any such person. The Directors may also subscribed to any association or fund which they consider to be for the benefit of the Company or any such subsidiary or any such persons as aforesaid and make payments for or towards any hospital or scholastic expenses, or any Director holding such salaries 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 Pensions and Fund

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| 112. | The Directors may from time to time, and at any 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 or attorneys of the Company for such purposes and with such powers, authorities and discretion (including the power to sub-delegate but not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as the Directors may from time to time think fit, and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with any such attorney as the Directors think fit. | Director's power by appointment |
| 113. | All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipt for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors may from time to time determine by resolution. | Cheques, bills etc. |
| 114. | A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. No Director or intending Director shall be disqualified by his office from contracting with the Company with regard to his tenure of any such office or place of profit in any other respect nor shall any such contract, or any contract or arrangement entered into by or on behalf of any company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established provided always that Sections 221 and 228 and all other relevant provisions of the Act and this Constitution are complied with. | Right to hold other office under the Company |
| 115. | Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as auditor of the Company. | Right to payment for professional services |
| 116. | A Director shall at all times act honestly and use reasonable diligence in the discharge of the duties of his office and shall not make use of any information acquired by virtue of his position to gain, directly or indirectly, an improper advantage for himself or for any other person or cause detriment to the Company. | As to the duty and liability of the Director |
| 117. | Every Director shall give notice to the Company of such events and matters relating to himself as may be necessary or expedient to enable the Company and its officers to comply with the requirements of the Act. | General duty to make disclosure |

Proceedings of Directors

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| 118. | The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit. A Director may at any time and the Secretary shall on the requisition of a Director summon a meeting of the Directors. | Directors Meeting |
| 119. | A Director may at any time and the Secretary shall on the requisition of a Director summons a meeting of the Directors by giving them not less than seven (7) days notice specifying the place, date and hour of the meeting and the business to be discussed thereat. Notwithstanding the foregoing, the Directors of the Company may requisite for any Board meeting to be convened by shorter notice, called Emergency Board Meeting, provided always that the calling of such Emergency Board Meeting comply with the following procedures:- (i) The requisition for the convening of any Emergency Board Meeting must be made in writing by at least three (3) Members of the Board specifying the business to be transacted at the meeting. | Notice sent to Directors |

- (ii) All Members of the Board must be given at least three (3) days' notice for purpose of the convening of such Emergency Board Meeting; and
- (iii) The quorum necessary for the transaction of the business of the Emergency Board Meeting shall comprise three (3) Board Members. Questions arising at the meeting shall be determined by a simple majority of votes.

The Directors may also hold a meeting of Directors at two (2) or more venues within or outside Malaysia using any technology that gives the Directors as a whole a reasonable opportunity to participate. A minutes of the proceedings of such meeting is sufficient evidence of the proceedings to which it relates.

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| 120. | An irregularity in the notice of a meeting is waived if all Directors entitled to receive notice of the meeting attend the meeting without objection to the irregularity. | Irregularity in Notice |
| 121. | The quorum necessary for the transaction of the business of the Directors shall be three (3) unless fixed by the Directors at any other number not being less than two (2). | Quorum |
| 122. | 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 discretion by or under this Constitution vested in or exercisable by the Directors generally. Every Director has one vote. Subject to this Constitution, questions arising at any meeting of the Directors shall be decided by a majority of votes | Proceedings of meeting |
| 123. | In case of equality of votes, the Chairman shall have a second/casting vote except where only two (2) Directors are competent to vote on the question at issue, or at the quorum present at the meeting. | Chairman has casting vote |
| 124. | The continuing Directors or sole continuing Director may continue to act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution, 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 reduced below quorum |
| 125. | Any Director may participate at a meeting of Directors by way of telephone and video conferencing or by means of other communication equipment whereby all persons participating in the meeting are able to hear each other and be heard for the entire duration of the meeting in which event such Director shall be deemed to be physically present at the meeting. A Director participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting. Any meeting held in such manner shall be deemed to be held at such place as shall be agreed upon by the Directors attending the meeting PROVIDED that at least one of the Directors present at the meeting was at such place for the duration of that meeting. All information and documents must be made equally available to all participants prior to or at/during the meeting. | Participation of Directors' meetings by way of telephone and video conferencing |
| 126. | The Directors may from time to time elect and remove a Chairman and Deputy Chairman of the Board and determine the period for which they are respectively to hold office. The Chairman so elected, or in his absence the Deputy Chairman, shall preside at all meetings of the Directors but if no such Chairman or Deputy Chairman be elected, or if at any meeting the Chairman or Deputy Chairman be not present within 15 minutes after the time appointed for holding the same, the Directors present shall choose one of their number to act as Chairman of such meeting. | Chairman and Deputy Chairman |

127. Every Director shall comply with the provisions of Sections 221 and 219 of the Act in connection with the disclosure of his shareholding and interest in any contract or proposed contract with the Company and in connection with the disclosure of the fact and the nature, character and extent of any office or possession of any property whereby whether directly or indirectly duties or interests might be created in conflict with his duty or interest as a Director of the Company. Disclosure of interest in contracts, property, officer, etc.
128. A Director shall not vote in regard to any contract or proposed contract or arrangement in which he has, directly or indirectly, an interest. Without prejudice to the generality of the foregoing, a Director shall also not vote in regard to any contract or proposed contract or arrangement with any other company in which he is interested either as an officer of that other company or as a holder of shares or other Securities in that other company. Directors retained from voting in interested transactions
129. A Director, notwithstanding his interest may, provided that none of the other Directors present disagree, be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company, (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or whereat the terms of any such appointment as hereinafter mentioned are considered or whereat any decision is taken upon any contract or arrangement in which he is in any way interested provided always that he has complied with Section 221 and all other relevant provisions of the Act, the Listing Requirements and of this Constitution. Director appointed at a meeting to hold other office to be counted in the quorum
130. Subject to Clause 128, a Director may vote in respect of:- Director may vote on the giving of security or indemnity where he is interested
- 130.1 any arrangement for giving the Director himself or any other Director security or indemnity in respect of money lent by him to or obligations undertaken by him or the benefit of the Company; or
- 130.2 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.
- By ordinary resolution of the Company the provisions of this Clause may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract, arrangement or transaction, and any particular contract, arrangement or transaction carried out in contravention of this Clause may be ratified.
131. A Director may be or become Director or other officer of or otherwise interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise, or any corporation, which is directly or indirectly interested in the Company as shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of, or from his interest in, such corporation, unless the Company otherwise directs at the time of his appointment. The Directors may exercise the voting power conferred by the shares or other interest in any such other corporation held or owned by the Company, or exercisable by them as Directors of such other corporation in such manner and in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of the Directors or other officers of such corporation) and any Director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or is about to be appointed, a Director or other officer of such corporation and as such is or may become interested in the exercise of such voting rights in manner aforesaid provided always that he has complied with Section 221 and all other relevant provisions of the Act, the Listing Requirement and of this Constitution. Director may become directors or other officers of any corporation promoted by the Company

Committees of Directors

132. The Directors may establish any committees, local boards or agencies, comprising of one or more such Member as Members of its body, 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 other 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 these powers, authorities and discretion vested in the Directors, with power to sub-delegate, and may authorise the Member or Members of any such committee or local board, or 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 without notice of any such annulment or variation shall be affected thereby. Where two (2) persons form a quorum, the chairman of a meeting of any such committee or local board or agency at which only such a quorum is present, or at which only two (2) persons are competent to vote in the question at issue, shall not have a casting vote.
- Directors may establish committee etc.
133. Notwithstanding any provisions to the contrary contained in this Constitution, any Member of a committee may participate at a committee meeting by way of telephone and video conferencing or by means of other communication' equipment whereby all persons participating in the meeting are able to hear each other, in which event such Member shall be deemed to be physically present at the meeting whether for the purposes of these Constitution or otherwise. A Member participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting. Any meeting held in such manner shall be deemed to be held at such place as shall be agreed upon by the Members attending the meeting PROVIDED that at least one of the Members present at the meeting was at such place for the duration of that meeting.
- Participation at committee meetings by way of telephone and video conferencing
134. The meetings and proceedings of any such committee consisting of three (3) Members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by a regulation made by the Directors under this Constitution.
- Meeting of the committee
135. Subject to any rules and regulations made hereunder, 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 casting vote.
- Proceedings of the committee
136. A committee, local board or agency may elect a Chairman of its meetings, if no such Chairman is elected, or if at any meeting, the Chairman is not present within 15 minutes after the time appointed for holding of the meeting, the Members present may choose one of their number to be the Chairman at the meeting.
- Chairman of the committee

Validation of Acts of Directors

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

Circular Resolutions

138. A resolution in writing signed or approved by letter, telegram, telex, telefax or electronic means by a majority of the Directors for the time being entitled to receive notice of a meeting of 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 is not so present but has an alternate who is so present, then such resolution shall also be signed by such alternate. All such resolutions shall be described as "Directors' Resolution In Writing" 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 in writing may consist of several documents including facsimile or other similar means of communication, in similar form, each document shall be signed or assented to by one or more Directors or their alternates. A copy of any such resolution shall be entered in the minutes book of Board proceedings.
- Circular Resolution

Managing Director

139. The Directors may from time to time appoint any one or more of their body to be Managing Director or Managing Directors. Subject to Clause 97.1, any such appointment shall be subject to reappointment and on such terms as they think fit, and may vest in such Managing Director or Managing Directors as may be appointed by them such of the powers hereby vested in the Directors generally as they may think fit. The Managing Director or Managing Directors shall be subject to the control of the Board.
- Directors may appoint managing Director and Term of appointment
140. The remuneration of the Managing Director or Managing Directors shall subject to the terms of any agreement entered into in any particular case may be by way of salary or commission or participation in profits or otherwise or by any or all of these modes but such remuneration shall not include a commission on or percentage of turnover but it may be a term of their appointment that they shall receive pension, gratuity or other benefits upon their retirement.
- Remuneration of Managing Director
141. The Managing Director or Managing Directors shall, while they continue to hold such offices, be subject to retirement by rotation in accordance with Clause 97, and they shall, subject to provisions of any contract between them and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company and, if they cease to hold the office of Director from any cause, they shall ipso facto and immediately cease to be Managing Director or Managing Directors.
- Managing Director reckoned as Director for purposes of rotation and retirement

Minutes and Registers

142. The Directors shall cause minutes to be duly entered in books provided for the purpose:
- Minutes
- 142.1 of all appointments of officers;
- 142.2 of the names of all the Directors present at each meeting of the Directors and of any Committee of Directors and of the Company in general meeting;
- 142.3 of all resolutions and proceedings of general meetings and of meetings of the Directors and Committees of Directors; and
- 142.4 of all orders made by the Directors and any Committee of Directors.
- Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the facts thereon stated.

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| 143. | Where a resolution is passed at an adjourned meeting of the Board, the resolution shall, for all purposes, be treated as having been passed on the date on which it was in fact passed and shall not to be deemed to have been passed on any earlier date. | Minutes of adjourned meeting |
| 144. | The Company shall in accordance with the provisions of Section 57 of the Act, keep at the Office or such other place provided notice has been given to the Registrar of Companies, a register containing such particulars with respect to the Directors, managers and secretaries of the Company as are required by and shall from time to time notify the Registrar of Companies of any change in such register and of the date of such change in manner prescribed by that section. | Register of Directors, Managers and Secretaries |
| 145. | The books containing the minutes of proceedings of any general meeting shall be kept by the Company at the Office or such other place provided notice has been given to the Registrar of Companies, and shall be open to the inspection of any Member without charge. | Minutes books in registered office |
| 146. | The Company shall also keep at the Office or such other place provided notice has been given to the Registrar of Companies, a register which shall be open to the inspection of any Member without charge and to any other person on payment of such prescribed fee as may be determined by the Company, all such matters required to be so registered under the Act, and in particular:- | Register of Shareholders, particulars of Directors' Shareholding |
| | 146.1 a register of substantial shareholders and of information received in pursuance of the requirements under Sections 137, 138 and 139 of the Act; | |
| | 146.2 a register of the particulars of each of the Directors' shareholdings and interests as required under Section 59 of the Act. | |
| | 146.3 a register of mortgages and charges as required under Section 357 of the Act. | Mortgages and charges |

Associate Director

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| 147. | The Directors may from time to time appoint any person to be an Associate Director and may from time to time cancel any such appointment. The Directors may fix, determine and vary the powers, duties and remuneration of any person so appointed, but a person so appointed shall not be required to hold any shares to qualify him for appointment nor have any right to attend or vote at any meeting of Directors except by the invitation and with the consent of the Directors. | Associate Director |
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The Secretary

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| 148. | (1) The Secretary must be appointed by the Directors in accordance with the Act for any term, at any remuneration, and upon any conditions as the Directors may think fit. | The Secretary |
| | (2) The Directors may from time to time, by resolution appoint an assistant or deputy Secretary or joint Secretaries, who shall be deemed also to be the Secretary during the term of his appointment. | |
| | (3) A Secretary may resign from his office by giving a notice to the Board. | |
| | (4) If none of the Directors of the Company can be communicated with at the last know residential address, the Secretary may, notwithstanding paragraph (3), notify the Registrar of Companies of the fact and of his intention to resign from the office. | |
| | (5) The Secretary shall cease to be the Secretary of the Company – | |

- (a) on the expiry of thirty days from the date of the notice lodged under paragraph (3) or the terms of appointment, as the case may be; or
- (b) on the expiry of thirty days from the date of the notice to the Registrar of Companies under paragraph (4).

Seal

- 149.
- (1) The Directors must provide for the safe custody of the Seal. The custody and affixing of the Seal
 - (2) The Seal must only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors to use the Seal.
 - (3) Every instrument to which the Seal is affixed must (subject to the provisions of this Constitution as to certificates for shares) be signed by a Director and must be countersigned by the Secretary or by a second Director or by another person appointed by the Directors for the purpose of countersigning the instrument to which the Seal is affixed. During any period where the Company has only one Director, and where the Company does not have a Secretary, an instrument to which the Seal is affixed need only be signed by that one Director.
 - (4) The Company may have a duplicate Seal as referred to in the Act which shall be a facsimile of the common Seal with the addition on its face of the word "Securities".
 - (5) The Company may exercise the powers conferred by the Act with regard to having an official Seal for use outside Malaysia, and such powers shall be vested in the Directors.

Reserves

- 150.
- The Directors may, before recommending any dividend, whether preferential or otherwise, set aside out of the profits of the Company such sums as they think proper as a reserve fund to meet depreciation or contingencies, or for equalising dividends or for the payment of special dividends, or for the general liquidation of any debt or liability of the Company or for repairing, improving or maintaining any of the property of the Company, or for such other purposes (being purposes for which the profits of the Company may lawfully be applied) as the Directors shall in their absolute discretion think conducive to the interest of the Company, and may invest the several sums so set aside upon such investments as they think fit (including purchasing shares in the Company to the extent and in the manner allowed by the Act and subject to the provisions of this Constitution) and from time to time vary or realise such investments and dispose of all or any part thereof for the benefit of the Company, and may divide any reserve fund into such special funds as they think fit, with all power to employ the assets constituting the reserve fund in the business of the Company, and that without being bound to keep the same separate from the other assets. The Directors may also, without placing the same to reserve, carry forward any profits which they may think prudent not to divide. Creation of reserve fund

Dividend

- 151.
- The profits of the Company available for dividend and determined to be distributed shall be applied in the payment of dividends to the Members in accordance with their respective rights and priorities. The Company in general meeting may declare dividends accordingly. Payment of dividends
- 152.
- Without prejudice to the powers of the Company to pay interest on share capital as hereinbefore provided, no dividend shall be paid otherwise than out of profits nor shall any dividend or other monies payable on or in respect of any share bear Dividends to be paid out of profits

interest against the Company and no dividend shall be paid in excess of the amount recommended by the Directors.

153. 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 up on the shares in respect whereof the dividend is paid, but no amount paid up on a share in advance of call shall be treated for the purposes of this Clause as paid up on the share. All dividends shall be apportioned and paid pro-rata according to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid except that if any share is issued on terms providing that it shall rank for dividend as if paid up (in whole or in part) as from a particular date, such share shall rank for dividend accordingly. Dividends in proportion to amounts paid
154. (a) The Directors may if they think fit from time to time pay to the Members such dividends as appear to the Directors to be justified by the profits of the Company and provided that the Company is solvent. Dividends
- (1) The Directors may authorise a distribution of dividend at such time and in such amount as the Directors consider appropriate and, if the Directors are satisfied that the Company will be solvent immediately after the distribution is made.
- (2) 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.
- (3) If, after a distribution is authorised and before it is made, the Directors cease to be satisfied on reasonable grounds that the Company will be solvent immediately after the distribution is made, the Directors shall take all necessary steps to prevent the distribution from being made.
- (b) If at any time the share capital of the Company is divided into different classes the Directors may pay such dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Directors act bona fide they shall not incur any responsibility to the holder of shares conferring any preferential rights for any damage that they may suffer by reason of the payment of a dividend on any shares having deferred or non-preferential rights. The Directors may also pay half-yearly or at other suitable intervals to be determined by them any dividend which may be payable at a fixed rate if they are of the opinion that the profits justify the payment.
155. 155.1 The Directors may deduct from any dividend payable to any Member all sums of money (if any) immediately payable by him to the Company on account of calls or otherwise in relation to the shares of the Company held by him. Debts may be deducted from dividends
- 155.2 The Directors may retain any dividend or other moneys payable on or in respect of a share other than fully paid shares 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.
156. Subject to the provisions of the Act where any asset, business or property is bought by the Company as from a past date upon the terms that the Company shall as from that date take the profits and bear the losses thereof, such profits or losses as the case may be, shall, at the discretion of the Directors, be credited or debited wholly or in part to revenue account, and in that case the amount so credited or debited shall, for the purpose of ascertaining the fund available for dividend, be treated as a profit or loss arising from the business of the Company. Asset, business or property bought by the Company has a lien

and available for dividend accordingly. Subject as aforesaid, if any shares or Securities are purchased cum dividend or interest such dividend or interest when paid may at the discretion of the Directors be treated as revenue and it shall not be obligatory to capitalise the same or any part thereof.

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| 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 shares hereinbefore contained entitled to become a Member, or which any person is under those provisions entitled to transfer, until such person shall become a Member in respect of such shares or shall transfer the same. | Power to retain dividends on which the Company has a lien |
| 158. | All dividends unclaimed for more than one year after having been declared may be dealt with in accordance with the provisions of the Unclaimed Monies Act, 1965. | Unclaimed dividends |
| 159. | Any dividend declared on Deposited Securities shall accrue to the Depositors whose names appear on the Record of Depositors issued to the Company or the Company's Registrar pursuant to the Rules. | Transfer not to affect right to dividend declared before registration |
| 160. | Any dividend, interest or other money payable in cash in respect of shares may be paid by way of direct transfer by means of the electronic payment systems upon terms and subject to conditions as the Directors may stipulate or by cheque or warrant and sent through the post directed to the registered address of the holder or to such person and to such address as the holder may in writing direct or, if several persons are entitled thereto in consequence of the death or bankruptcy of the holder, to any one of such persons or to such person and to such address as such persons may by writing direct, subject to the Rules. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or person or persons entitled to the share in consequence of the death or bankruptcy of the holder may direct and the payment of any such cheque or warrant shall operate as a good discharge to the Company in respect of the dividend represented thereby. Every such cheque or warrant shall be sent at the risk of the person entitled to the money thereby represented. No unpaid dividend or interest shall bear interest against the Company. | Made of payment of dividend |
| 161. | Any general meeting declaring a dividend or bonus may upon the recommendation of the Directors, make direct payment of such dividend or bonus wholly or in part by the distribution of specific assets, and in particular of paid-up shares or debenture 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 the distribution the Directors may settle the same as they think expedient, and in particular may issue fractional shares and may fix the value for distribution of such specific assets or any part thereof and may determine that cash payment 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 trustee upon such trusts for the persons entitled to the dividend as may seem expedient to the Directors. | Power to distribute dividend in specie |

Capitalisation of Profits

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| 162. | The Company may, upon the recommendation of the Directors, by ordinary resolution resolve either unconditionally or subject to such conditions as it may deem fit that it is desirable to capitalise any sum standing or which will stand to the credit of the profit and loss account or otherwise available or which will become available for distribution, provided that such sum be not required for paying the dividends on any shares carrying a fixed cumulative preferential dividend, and accordingly that the Directors be authorised to appropriate the sum resolved to be capitalised to the Members holding ordinary shares in the proportions in which such sum would have been divisible amongst them had the same been applied or been applicable in paying dividends and to apply such sum; | Capitalisation of profits |
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their behalf, either in or towards paying the amounts (if any) 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, such shares or debentures to be allotted and distributed credited as fully paid up to and amongst such Members in the proportion aforesaid or partly in one way and partly in the other.

163. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional shares or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such Members.

Appropriation and allotment

Financial Statements

164. The Directors shall cause proper accounting and other records to be kept and shall distribute copies of financial statements 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 open 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 47 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.
165. The Directors shall from time to time in accordance with Section 248 of the Act, cause to be prepared and laid before the Company in general meeting such financial statements and report as are referred to in the section. A copy of each such documents shall not less than twenty-one (21) days (or such other shorter period as may be agreed by all Members entitled to attend and vote at the meeting) before the date 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 of this Constitution. The requisite number of copies of each such document as may be required by the Exchange and the Securities Commission shall at the same time be likewise sent to the Exchange and the Securities Commission 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.
166. Save as may be necessary for complying with the provisions of the Act or as the Company may by special resolution otherwise resolve, the Directors shall not be bound to publish any list or particulars of the Securities or investments held by the Company or to give any information with reference to the same to any Member.

Directors to keep proper financial statements

Financial Statements to be made-up and laid before the Company

Lists or particulars of Securities or investments

Audit

167. Auditors shall be appointed in accordance with Section 271 of the Act and their duties regulated in accordance with Section 266 of the Act.

Appointment of auditors

168. Subject to the provisions of the Act all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment Validity of acts of Auditors in spite of some formal defect
169. The Auditors shall be entitled to attend any general meeting and to receive all notices of and other communications relating to any general meeting which any Member is entitled to receive, and to be heard at any general meeting on any part of the business of the meeting which concerns the Auditors. Auditors entitled to attend general meeting

Language

170. Where any accounts, minutes books or other records required to be kept by the Act are not kept in Bahasa Malaysia or the English language, the Directors shall cause a true translation of such accounts, minutes books and other records to be made from time to time at intervals of not more than seven (7) days and shall cause such translation to be kept with the original accounts, minutes books and other records for so long as the original accounts, minutes books and other records are required by the Act to be kept. Language

Destruction of Records

171. The Company shall be entitled to destroy, in any manner, all instruments of transfer which shall have been registered at any time after a reasonable time from the date of registration thereof, and all share certificates and dividend mandates which have been cancelled or have ceased to have effect at any time after the expiration of one year from the date of cancellation or cessation thereof, and all notifications of change of name or address after the expiration of one year from the date they were recorded, and in favour of the Company it shall conclusively be presumed that every entry in the register which purports to have been made on the basis of an instrument of transfer or other document so destroyed was duly and properly made and every share certificate so destroyed was a valid certificate duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company provided that:- Company may destroy documents
- 171.1 the foregoing provisions of this Clause shall apply only to the destruction of a document in good faith and without express notice that the preservation of such document was relevant to a claim; and
- 171.2 nothing contained in this Clause shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any other circumstances which would not attach to the Company but for the provisions of this Constitution.

Authentication of Documents

172. 172.1 Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolution passed by the Company or the Directors, and any books, records, documents and accounts relating to the business of the Company, and to certify, copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are kept elsewhere other than in the Office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid. Appointed persons
- 172.2 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 the last preceding Clause shall Certified copies of resolutions of the Directors

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.

Notices

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| 173. | A notice or other document shall be served by the Company or the Secretary on any Member or Director, as the case may be, either personally or by sending it through the post in prepaid letter addressed to such Member or Director at his registered address or service address as appearing in the Register of Directors and the Records of Depositors, as the case may be, in Malaysia or (if he has no address within Malaysia) to the address, if any, within Malaysia supplied by him to the Company for the giving of notices to him. | Mode of service of notice |
| 174. | A notice or other document if served by post shall be deemed to be served three (3) days following that on which a properly stamped letter containing the same is posted. In proving service by post it shall be sufficient to prove that the letter containing the notice or document was properly addressed and stamped and posted. | Deemed time of notice |
| 175. | A notice or other document may also be served by the Company or the Secretary on any Director in hard copy, in electronic form or partly in hard copy and partly in electronic form. Notices given in hard copy shall be sent to the Director personally or by post to the address supplied by the Director for such purpose or if given in electronic form, transmitting to the electronic address provided by the Director for such purpose. | Services of notice by hard copy or electronic form |
| 176. | Every person who, by operation of law, transfer, transmission or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address being entered in the Record of Depositors as the registered holder of such share, shall have been duly given to the person from whom he derives the title to such share provided always that a person entitled to a share in consequence of the death or bankruptcy of a Member, upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share, and upon supplying also an address within Malaysia for the service of notices, shall be entitled to have served upon him at such address any notice or document to which the Member but for his death or bankruptcy would be entitled, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (as claiming through or under him) in the share. | Person entitled to shares by transfer, transmission, etc. bound by notice |
| 177. | Subject always to the provisions of Clause 176, any notice or document in hard copy or electronic form or partly in hard copy and partly in electronic form delivered or sent by post to, or left at, the registered address or electronic address provided by any Member shall, if such Member be then deceased, and whether or not the Company has notice of his death, be deemed to have been duly served on his legal personal representatives. | Notices by post to persons entitled in consequence of death |
| 178. | 178.1 Notice of every general meeting shall be given in any manner hereinbefore authorised to:- (a) every Member at his registered address as appearing in the Record of Depositors, as the case may be, in Malaysia, or (if he has no address within Malaysia) to the address, if any, within Malaysia supplied by him to the Company for the giving of notices to him; (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 a website; | Persons entitled to notice of general meeting |

- (c) 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;
- (d) the auditor for the time being of the Company; and
- (e) the Exchange.

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

178.3 Any notice on behalf of the Company or of the Board shall be deemed effectual if it purports to bear the signature of the Secretary or other duly authorised officer of the Company.

Winding Up

179. If the Company is wound up (whether the liquidation is voluntary, under supervision, or by the Court), the liquidator may, 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, thinks fit, but so that no Member shall be compelled to accept any shares or other Securities whereon there is any liability. Distribution in specie
180. 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:- Distribution of assets
- 180.1 If the Company shall be wound up and the assets available for distribution among the Members as such, shall be insufficient to repay the whole of the paid up capital such assets shall be distributed so that as nearly as may be the losses shall be borne by the Members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding-up, on the shares held by them respectively.
- 180.2 If in a winding-up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding-up, the excess shall be distributed among the Members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding up, on the shares held by them respectively.
181. On a voluntary winding up of the Company, no commission or fee shall be paid to a liquidator without the prior approval of the Members in general meeting. The amount of such commission or fee shall be notified to all Members not less than seven (7) days before the meeting at which it is to be considered. Commission or fee to liquidators

Secrecy Clause

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

Indemnity

183. Subject to the provisions of the Act, every Director, Chief Executive Officer, Managing Director, agent, auditor, Secretary and other officer for the time being of the Company shall be entitled to be indemnified out of the assets of the Company (including effect of insurance) against all losses or liabilities which he may sustain or incur in defending any proceedings, whether civil or criminal, in 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 the Court in respect of any negligence, default, breach of duty or breach of trust.
- Indemnity to the Directors, Managing Director Secretary etc.

Reconstruction

184. On the sale of the undertaking of the Company, the Directors or the liquidators on a winding up may, if authorised by a special resolution, accept fully paid or partly paid-up shares, debentures or Securities of any other company, either then existing or to be formed for the purchase in whole or in part of the property of the Company, and the Directors (if the profits of the Company permit), or the liquidators (on-a winding up), may distribute such shares or Securities, or any property of the Company amongst the Members without realisation, or vest the same in trust for them and any special resolution may provide for the distribution or appropriation of the cash, shares or other Securities, benefits or property, otherwise than in accordance with the strict legal rights of the Members or contributories of the Company, and for valuation of any such Securities or property at such price and in such manner as the meeting may approve, and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised, and waive all rights in relation thereto, save only in the case of the Company which is proposed to be or is in the course of being wound up, such statutory rights (if any) under the Act as are incapable of being varied or excluded by these Clauses.
- Reconstruction

Effect of the Listing Requirements

185. 185.1 Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done.
- Effect of Listing Requirements
- 185.2 Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done.
- 185.3 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).
- 185.4 If the Listing Requirements require this Constitution to contain a provision and they do not contain such a provision, this Constitution are deemed to contain that provision.
- 185.5 If the Listing Requirements require this Constitution not to contain a provision and they contain such a provision, this Constitution are deemed not to contain that provision.
- 185.6 If any clause of this Constitution is or becomes inconsistent with the Listing Requirements, these clauses are deemed not to contain that provision to the extent of the inconsistency.

The Act, Central Depositories Act and the Rules

186. Notwithstanding this Constitution, the Company shall comply with the Act, Central Depositories Act, the Listing Requirements and the Rules in respect of all matters relating to Securities or otherwise where applicable.
- Compliance with the Act, Central Depositors Act and Rules