MASTER-PACK
GROUP BERHAD 297020-W

(Incorporated in Malaysia)

APPENDIX A

PROPOSED NEW CONSTITUTION

OF

MASTER-PACK GROUP BERHAD

This is the Appendix A referred to in Agenda No. 12 of the Notice of the 24th Annual General Meeting ("AGM") of the Company dated 13 April 2018.

Date and time of the AGM	:	Monday, 14 May 2018 at 11.00am
Venue of the AGM	:	1574, Jalan Bukit Panchor, 14300 Nibong Tebal, S.P.S. Pulau Pinang
Last date & time for lodging the Proxy Form	:	Sunday, 13 May 2018 at 11.00 a.m. (being the approximate time appointed for the taking of the poll at the AGM)

THE COMPANIES ACT, 2016

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

MASTER-PACK GROUP BERHAD

1. The name of the Company is MASTER-PACK GROUP BERHAD.

2. The Registered Office of the Company will be situated in Malaysia

3. The objects for which the Company is established are :-

   (1) To acquire and hold for investment, shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any company or private undertaking or any syndicate or persons constituted or carrying on business in Malaysia or/elsewhere and debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, municipal, local or, otherwise and to acquire any such shares, stock, debentures, debenture stocks, bonds, obligations or securities by original subscription, tender, purchase, transfer, exchange or otherwise and to exercise and generally to enforce and exercise all rights and powers conferred by or incidental to the ownership thereof and in particular – to sell, transfer, exchange or otherwise dispose of the same.

   (2) To purchase or otherwise acquire for investment lands, houses, buildings, warehouses, factories, plantations and other property of any tenure and any interest therein and any movable property of any description or any interest therein and to create and sell freehold and leasehold grounds rents and to make advances upon the security of land or house or other property or any interest therein and generally to sell, lease or exchange land and house property and any other property whether real or personal and whether for valuable consideration or not.

   (3) To issue debentures, debenture stocks, bonds, obligations and securities of all kinds and to frame, constitute and secure the same as may seem expedient with full power to make the same transferable by delivery or by installment of transfer or otherwise and wither perpetual or terminable and either redeemable or otherwise on the undertaking of the Company or upon any specific property and rights present and future of the Company (including if though fit uncalled capital) or otherwise howsoever.

   (4) To take part in the formation, management, supervision, or control of the business or operation of any company or undertaking, and for that purpose to appoint and remunerate any directors, accountants or otherwise howsoever.

   (5) To carry on the business of dealers, and general merchants, exporters and importers, general agents and brokers and to buy, sell, manipulate and deal (both wholesale and retail) in commodities of all kinds which can conveniently be dealt with by the Company or connection with any of its objects and to buy, hire, manufacture, sell, deal and trade in all kinds of merchandise, produce, goods, stores and to transact any of every description agency, commission, commercial development, manufacturing, mercantile and financial business.

   (6) To constitute any trust with a view to the issue of preferred and deferred or any other special stocks of securities based on or representing any shares, stocks or other assets specifically appropriated for the purpose of any such trust and to settle and regulate and if thought fit to undertake and execute any such trusts and to issue, dispose of or hold any such preferred, deferred or other special stocks or securities.

   (7) To enter into any arrangements with any government or authority, supreme, municipal, local, or otherwise, that may seem conductive to the Company's objects, or any of them; and to obtain from any such government or authority any rights, privileges, and concessions which the Company may think desirable to obtain, and rights, privileges, and concession.

(8) To establish agencies and branch business to procure or cause the Company to be registered and recognised in any part of the world and to regulate, carry on or discontinue the same.

(9) To apply for, purchase, lease, hire or otherwise acquire and protect, renew or join with any other persons, company or corporation in so doing whether in Malaysia or in any part of the world any patents, patent rights, copyrights, trade methods or secrets of manufacture, formulae and the like conferring any exclusive or non-exclusive or limited rights to use or any secret or other information as to any invention which may seem to this Company capable of being used for any of the purpose of this Company or the acquisition of which may seem to this Company calculated directly or indirectly to benefit this Company and to use, exercise, develop or manufacture under grant, licences or privileges in respect of or otherwise turn to account the property, rights or information so acquired and to expend money in experimenting upon or seeking to improve any patent rights, methods or inventions which this Company may acquire or purpose to acquire.

(10) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the aforementioned business of or any of them or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or right.

(11) To carry on the business of manufacturers of all kinds of garments, in particular, coats, jackets, anoraks, trousers, trench coats, fashion dresses, blouses, shirts, slacks and dealers in all kinds of trimmings, ribbons, materials, threads, cottons, buttons and fasteners.

(12) For the said purposes to purchase, lease or acquire any interest in warehouses, offices, workshops, buildings, and premises and to purchase, acquire or rent and fixed or movable machinery, lorries, vans and all other machinery and appliances required or convenient to be used in or about the business of the manufacturing of garments.

(13) To invest at interest on the security of immovable property or any interest therein or on the security of any movable property or assets of any kind and generally to lend money with or without security upon such terms as may be arranged.

(14) To carry on the business as merchants, rubber, coconut and oil palm estate owners, rubber dealers, rubber growers, rubber millers, rubber factory proprietors, rubber packers and to buy, sell, grow, prepare for market, manipulate, import, export, and deal in rubber of all kinds and to manufacture and deal in articles of all kinds in the manufacture of which rubber is used and to buy, clear, plant, work and sell rubber estates.

(15) To presents, produce, manage, conduct and represent any theatre music hall or place of amusement or entertainment, such plays, dramas, comedies, operas, burlesques, pantomimes, revues, promenades, and other concerts, musicals, and other pieces, ballets, shows, exhibitions, variety and other entertainments as the Company may from time to time think fit and apply for all necessary licences and similar rights.

(16) To carry on the business of manufacturers of plywood and all other wood and timber products, logging operators, buying and selling logs of every description, timber merchants, sawmill proprietors and timber growers and to buy, sell, grow, preserve, prepare for market, manipulate, import and deal in timber and wood of all kinds and to manufacture and deal in articles of all kinds in the manufacture of which timber or wood is used and so far as may be deemed expedient to buy, clear and work timber estates, and to carry on construction or any other business which may seem to the Company capable of being conveniently carried on in connection with any of the above or calculated directly or indirectly to render profitable or enhance the value of the Company's property or rights for the time being.

(17) To carry on the business of printers, engravers, publishers, book and print sellers, bookmakers, and art journalists, newspapers and magazine proprietors, newsagents, stationers, distributing agents, educational suppliers, manufacturers and distributors of and dealers in paper, engravings, prints, pictures, drawings, advertising agents, advertisements contractors, and designers of advertisements, papers makers and printing and other ink manufacturers.

(18) To carry on the business of electricians, mechanical engineers and manufacturers, workers and dealers in electrical goods and electronic equipment and apparatus, radio, radio parts, radiograms, hi-fi, public address system, amplifiers, audio visual aids, tape recorders, computers, equipment for automation, television sets and to equip and operate stations for the broadcast of sound and television including the production and sale of radio and television programmes and broadcasting time and to manufacture, sell or hire apparatus or goods to which the application of electricity or any like power, or any power that can be used as a substitute therefore, is or may be useful, convenient or ornamental, or any other business of a like nature.

(19) To appropriate any part or parts of the property of the Company for the purpose of and to build or let shops, offices, and other places of business and to use or lease any part of the property of the Company not required for the purposes aforesaid for any purpose for which it may conveniently use or let.

(20) To purchase, lease or otherwise acquire, hold, sell lands, concessions, rubber estates, coconut plantations and agricultural plantations, forest and to plant, cultivate, grow, cure, prepare for market, manufacture, sell and deal in paddy, palm oil, rubber, coffee, tea, tobacco, coconuts, sugar, cocoa, spices, rice, tapioca, cereals, cotton, grain, fruit, copra, pepper, guano and bone or other artificial manure and agricultural and forest and other products of all sorts and generally to carry on business of aquaculture.

(21) To carry on the business of manufacturers of cast iron pipes, steel pipes, steel plates, steel sheets, tin plates or any portions or parts of such articles of things and also carry on the business of iron casters, iron masters, smelters, engineers and iron founders.

(22) To acquire, enter into agreement, enter in partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any person or company carrying on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company and to take or otherwise acquire shares and securities of any such companies and to sell, hold, reissue with or without guarantee or otherwise deal with the same.

(23) To carry on the business of foundry, iron masters, smelters, iron founders, mechanical engineers and manufacturers of galvanized steel sheets, agricultural implements, iron gates and other machinery, tool makers, brass founders, metal workers, boiler makers, millwrights, machinists, iron and steel converters, smiths, wood workers, builders, painters, metallurgists, motor and electrical engineers, water supply engineers, and to buy, sell, manufacture, repair, convert, alter, let or hire, and deal in and act as agents for machinery, implements, rolling stocks, and hardware of all kinds and to carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above, or otherwise calculated, directly or indirectly to enhance the value of any of the Company's property or rights for the time being.

(24) To carry on the business of dealers in automobiles, motorcars, motor cycles, bicycles, tri-cycles and vehicles of all kind and all machinery, implements, appliances, lubricants, cements, solutions, tyres and tubes, spare parts and accessories.

(25) To undertake and execute any trust and to establish branches in any part of Malaysia or Singapore or elsewhere to carry on all or any business the Company is authorised to carry on and to manage such branches through trustees, agents or managers authorised by the Company.

(26) To carry on business as saw-mill, oil-mill, ice factory and rubber factory owners, farmers, cultivators, fisherman, fishing boat and fishing implement dealers, cattle breeders, poulterers, dairy men, provision preservers, carriers by land, sea and air ship owners, ship builders, brickmakers, potters, printers, furniture dealers, pawnbrokers, druggists and manufacturers of all kinds of articles and things which may be required for the purpose of any of the said business or commonly supplied or dealt in by persons engaged in any such business or which may seem capable of being profitably dealt with in connection with any business.

(27) To promote any company or companies for the purpose of acquiring all or any property, rights and liabilities, of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

(28) To carry on all or any of the following business, namely, estate or house agents, house builders and contractors, decorators, merchants and dealers in stones, sand, lime plastics, cement, bricks, timber hardware and all kinds of building materials and furnishing requisites.

(29) To purchase for investment and sell freehold or other house property, buildings, or lands or any share or shares, interest or interests therein.

(30) To lend money, either with or without security, and generally to such persons and upon such terms and conditions as the Company may think fit, and in particular to persons undertaking to build on or improve any property in which the Company is interested, and to tenants, builders and contractors and generally to transact the business of and advance money on Hire-purchase Terms on automobiles, motor cars, motor cycles, refrigerators, sewing machines and on all types of machinery and appliances are dealt with by other companies transacting in this class of business.

(31) To carry on any trade or business which can be advantageously or conveniently carried on by the Company and to acquire the whole or any part of the business property and liabilities of any person or company carrying on any business which the Company is authorised to carry on or possessed of property suitable for the Company.

(32) To carry on the business of importers of live animals, meat and similar foodstuffs and to operate slaughter-houses, cold storage premises, warehouses, sheds necessary or expedient for the above purposes.

(33) To draw, accept, make, endorse, discount and negotiate bills of exchange, promissory notes and other negotiable instruments.

(34) To borrow and raise money for the Company's business in such manner as the Company thinks fit and in particular by mortgage or charge of the undertaking and all or any of the assets, movable or immovable property and uncalled capital for the time being of the Company and the issue of debentures.

(35) To grant pensions, allowances, gratuities, provident funds and bonuses to employees of the Company or the dependents of such person or any other persons.

(36) To carry on the business of rice millers, vegetable oil millers, refiners, dealers and vendors and as auxiliary thereto to purchase or hire vessels, lorries, and any other means of transport and to purchase or erect and construct mills, factory, plants, buildings and works therefore and to purchase, sell or grow paddy, groundnut or coconut and any other articles or produce, required in or for said business.

(37) To make donations for patriotic or for charitable purposes.

(38) To do all such things as are incidental and conducive to the attainment of the objects above specified.

(39) To transact any lawful business in aid of Malaysia in the prosecution of any war of hostilities in which Malaysia is engaged.

(40) To invest the capital and other moneys of the Company in the purchase or upon the security of shares, stock, debentures, debenture stocks, bonds, mortgages, obligations and securities of any kind issued or guaranteed by any company, corporation or undertaking of whatever nature and wheresoever constituted or carrying on business and shares, stocks, debentures, debenture stocks, bonds, mortgages, obligations and other securities issued or guaranteed by any government, sovereign ruler, commissioners, councilors, trust, municipal, local or other authority or body of whatever nature, whether at home or abroad.

(41) To amalgamate with any other company whose objects are or include objects similar to those of the Company whether by sale or purchase (for shares or otherwise) of the undertaking subject to the liabilities of this or any other company aforesaid with or without winding up or by sale or purchase (for shares or otherwise) of all the shares of this or any such company as aforesaid or by at partnership or any arrangement of the nature of partnership or in any other manner.

(42) To carry any trade or business which can be advantageously or conveniently carried on by the Company and to acquire the whole or any part of the business property and liabilities of any person or company carrying on any business which the Company is authorised to carry on or possessed of property suitable for the Company.

(43) To lend and advance money or give credit to any person or company; to guarantee and gives guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or company to any bank or person or body corporate; to secure or undertake in any way the repayment of money lent or advanced to or liabilities incurred by any person or company; and otherwise to assist any person or company and to create mortgages or charges upon the whole or any part of the Company's assets to or in favour of any bank, finance company, loan society or otherwise for securing the repayment of whatever money lent to or advance by such bank, finance company, loan society or otherwise to such person, company or body corporate.

And it is hereby declared that the objects specified in each of the paragraphs of this Regulation shall be regards as independent objects and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

And it is hereby declared that the word "Company" in this Regulation when not applied to this company shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated in Malaysia, Singapore, or elsewhere and whether existing or hereinafter to be formed.

4. The liability of the Members is limited.

EXCLUSION OF THIRD SCHEDULE

5. The Regulations as set out in the Third Schedule of the Companies Act, 2016 shall not apply to the Company except so far the same are repeated or contained in this Constitution.

Definitions

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

WORDS	MEANINGS
Act	The Companies Act, 2016 and/or any statutory modification, amendment or re-enactment thereof.
Auditors	The auditors of the Company for the time being.
Board	The Board of Directors for the time being of the Company
Central Depositories Act	The Securities Industry (Central Depositories) Act, 1991 and/or any statutory modification, amendment or re-enactment thereof
Company	MASTER-PACK GROUP BERHAD
Constitution	The Constitution of the Company as originally framed or as altered from time to time by Special Resolution.
Depositor	A holder of securities account, established by the Depository
Depository	Bursa Malaysia Depository Sdn. Bhd.
Deposited Security	A security standing to the credit of a securities account and includes securities in a securities account that is in suspense.

Director	The Directors for the time being of the Company, includes any person occupying or acting in the position of director of the Company by whatever name called and whether or not validly appointed to occupy or duly authorised to act in the position includes a person in accordance with whose directions or instructions the majority of directors of the Company are accustomed to act and their alternate.
Dividend	Includes bonus.
Dividend Reinvestment Scheme	A scheme which enables Members to reinvest cash dividends into new shares of the Company.
Employees Share Option Scheme	Share Issuance Scheme and a Share Grant Scheme, collectively.
Exchange	Bursa Malaysia Securities Berhad.
Exempt Authorized Nominee	An authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act
Listing Requirements	The Main Market Listing Requirements of the Exchange including any modifications or amendments thereof that may be made from time to time.
Market Day(s)	A day on which the stock market of the Exchange is open for trading in securities.
Member/Members	Any person/persons for the time being holding shares in the Company whose names appear in the Register including Depositors whose names appear on the Record of Depositors
Office	The Registered Office for the time being of the Company.
Officers	The meaning assigned thereto by the Act.
Record of Depositors	A record provided by the Depository to the Company or its Share Registrar or its issuing house under Chapter 24.0 of the Rules.
Register	The Register of Members to be kept pursuant to the Act, including the Record of Depositors.
Registrar	The Registrar of Companies under the Act and includes, any Regional, Deputy or Assistant Registrar of Companies.
Rules	The Rules of the Depository including any amendments thereto that may be made from time to time.
Seal	The Common Seal of the Company and, as appropriate, any official or duplicate seal kept by the Company
Secretary	Any person appointed to perform the duties of the secretary of the Company1965.
Securities	The same meaning given in the Capital Markets and Services Act, 2007 and/or any statutory modification, amendment or re-enactment thereof.
Securities Account	An account established by the Depository for a Depositor for the recording of deposit or withdrawal of securities and for dealing in such securities by the Depositor.

Shares	Stocks or shares of the Company
Share Issuance Scheme	A scheme involving a new issuance of shares to employees and Directors of the Company and its Subsidiaries.
Share Grant Scheme	A scheme involving the grant of the Company's existing shares to employees of the Company and its Subsidiaries.
Share Registrar	The person for the time being keeping the Register
Subsidiary/Subsidiaries	The meaning assigned thereto by the Act.
Special Resolution	The meaning assigned thereto by the Act.

Writing shall include printing, typewriting and lithography, and any other modes of representation or representing or reproducing words in a visible form or partly one and partly another.

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

Words importing the masculine gender only shall include the feminine gender, and

Words importing persons shall include corporations and companies.

Subject as aforesaid, any words or expressions defined in the Act shall, except where the subject or context forbids, bear the same meanings in this Constitution.

The headings are inserted for convenience and shall not affect the construction of this Constitution. Any reference to any statutory provisions shall be deemed to include any amendment or re-enactment thereof.

SHARE CAPITAL AND VARIATION OF RIGHTS

Issued Capital

7. The share capital of the Company is its issued share capital. The share in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential rights to distribution of capital or income deferred or other special rights, privileges, conditions and restrictions as to dividends, capital, voting or otherwise.

Power to issue shares

8. Without prejudice to any special rights previously conferred on the holders of any existing shares but subject to the Act and this Constitution, the Directors may issue shares or convertible securities in the Company with such preferred, deferred or other special rights or such restrictions, whether in regard to Dividend, voting, return of capital, or otherwise as the Directors, subject to an ordinary resolution of the Company may determine.

Share Buy-Back

9. Subject to the Act, the Listing Requirements and any other laws/regulations, the Company shall have power to purchase its own shares and any shares so purchased by the Company may be dealt with as provided by the Act, the Listing Requirements and/or any other laws/regulations.

Employees Share Option Scheme

10. Subject to the approval of Members in general meeting, this Constitution, the Act, the Listing Requirements and/or any other relevant authorities, the Company may upon the recommendation of the Directors establish a Share Issuance Scheme and/or a Share Grant Scheme. No Directors shall participate in Share Issuance Scheme unless he holds an executive office in the Company. The terms and conditions of the Employees Share Option Scheme shall be determined by the Board.

Allotment of Shares

11. Subject to the the Act and this Constitution, the Directors may offer, allot, issue, grant option over, grant of every rights or rights to subscribe for shares or any right or rights to convert any securities into shares or otherwise dispose of such shares to such persons subject to the following provisions:-

    (a) The Company shall not offer, allot, issue, grant options over, grant of every rights or rights to subscribe for shares or any right or rights to convert any securities into shares without prior approval of Members in general meeting;

    (b) The rights attaching to shares, other than ordinary shares shall be expressed in this Constitution and in the resolution creating them; and

    (c) The Company shall not issue any shares which will have the effect of transferring a controlling interest in the Company to any person or company without the prior approval of Members in general meeting.

Issue of New Shares to Members

12. 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 issue be offered to such persons as at the date of the offer are entitled to received 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 the 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 expiration of that time, or 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 share or securities which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution.

13. The Company must ensure that all new issue of securities for which listing is sought are made by way of crediting the securities accounts of the allottees which 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 the Listing Requirements. 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.

14. Notwithstanding this Constitution, the Company shall comply with the provisions of the Central Depositories Act and the Rules in respect of all matters relating to the prescribed securities.

Rights of Preference Shareholders

15. Subject to the Act, any preference shares may with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.

Modification of Class of Rights

16. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of not less than seventy five (75) per centum of the total voting rights of the Members in that class, or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions 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 representing by proxy one-third (1/3) of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.

Ranking of Class Rights

17. 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 term of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or in all respects pari passu therewith.

Commission on subscription of shares

18. The Company may exercise the powers of paying commission conferred by the Act, provided that the rate per centum or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the commission shall not exceed the rate of ten (10) per centum of the price at which the shares in respect whereof the same is paid are issued or an amount equal to ten (10) per centum of that price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully paid shares or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.

Trust not to be recognized

19. Except as required by law or this Constitution, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or unit of share or (except only as by this Constitution or by law otherwise provided) any other rights in respect of any share except in an absolute right to the entirety thereof in the registered holder.

20. No person shall exercise any rights of a Member until his name shall have been entered in the Register or the Record of Depositors and he/she shall have paid all calls and other monies for the time being due and payable on any share held by him.

LIEN

Company's lien on shares

21. The Company shall have first and paramount lien on every Company's share (not being a fully paid share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share, including all unpaid installments and interest thereon and the Company shall also have a first and paramount lien on all shares (other than fully paid shares) registered in the name of a Member for all monies (whether presently payable or not) payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from provisions of this Regulation.

22. The Company's lien, if any, on shares and Dividends from time to time declared shall extend to all Dividends declared in respect of such shares, shall be restricted to unpaid calls and installments upon the specific shares in respect of which such monies 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.

Lien may be enforced by sale of shares

23. The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen (14) days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the privilege or lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or bankruptcy.

Directors may effect transfer

24. To give effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and the Directors 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.

Application of proceeds of sale

25. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall be paid to the person entitled to the shares at the date of the sale, subject to a similar lien for sums not presently payable which exists over the shares before the sale.

CALL ON SHARES

Directors may make calls

26. The Directors may, subject to the Act, the Listing Requirements and this Constitution, from time to time make such calls upon the Members in respect of any monies unpaid on their shares as they think fit and each Member shall be liable to pay the amount of every call so made upon him to the Company and at the date, time and place appointed by the Directors, 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, and provided that each Member shall subject to receiving at least fourteen (14) days' notice specifying the date, time and place of payment pay to the Company at the date, time and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.

When called deemed made

27. A call shall be deemed to have made at the time when the resolution of the Directors authorising the call was passed and such resolution may authorised the call to be paid by installments. No person shall be entitled to receive any Dividend or to exercise any privilege as a Member until he shall have paid all calls for the time being due and payable on every share owned by him, together with interest and expenses (if any).

Interest on unpaid calls

28. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding eight (8) per centum per annum as the Directors may determine, but the Directors shall be at liberty to waive payment of the interest wholly or in part.

Sum payable on allotment

29. Any sum which by the terms of issue of a share payable on allotment or at any fixed date, be deemed to be a call duly made and payable on the date on which by the terms of issue the shares becomes payable, and in case of non-payment, all the relevant provisions of this Constitution as to payment of interest and expenses, forfeiture or otherwise shall apply as if the sum had become payable by virtue of a call duly made and notified.

Difference in calls

30. The Directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment of such calls.

Calls may be paid in advance

31. The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the monies uncalled and unpaid upon any shares held by him, and upon all or any part of the monies so advanced may (until the same would, but for the advance, become payable) pay interest at such rate not exceeding (unless the Company in general meeting shall otherwise direct) eight (8) per centum per annum as may be agreed upon between the Directors and the Member paying the sums in advance. Such capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. Except in liquidation, sum paid in advance of calls shall not, until the same would but for such advance have become payable, be treated as paid up on the shares in respect of which they have been paid.

INFORMATION OF SHAREHOLDING

Company may require information

32. The Company may by notice in writing require any Member of the Company within such reasonable time as is specified in the notice :-

    (a) to inform the Company whether he holds any voting shares in the Company as beneficial owner or as trustee or nominee; and

    (b) if he holds such shares as trustee or nominee, to provide the Company to the extent that he knows the particulars of those persons for whom he holds such shares and by other particulars sufficient to enable those persons to be identified and the nature of their interest.

33. Where the Company is informed in pursuance of a notice given to any person under Regulation 32 or under this Regulation that any other person has an interest in any of the voting shares in the Company, the Company may by notice in writing require that other person within such reasonable time as is specified in the notice :-

    (a) to inform the Company whether he holds such interest as beneficial owner or as trustee or nominee; and

    (b) if he holds such interest as trustee or nominee, to provide the Company to the extent that he knows the particulars of those persons for whom he holds such shares and by other particulars sufficient to enable them to be identified and the nature of their interest.

Member to inform Company

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

TRANSFER OF SHARES

Deposited Securities

35. All transfer of securities (including shares) deposited with the Depository shall be effected in accordance with the Act, the Central Depositories Act and the Rules and for such deposited securities, this Constitution shall not be applicable to the extent that they are inconsistent with the relevant provisions of the Act, the Central Depositories Act and the Rules. Subject to the Act, the Central Depositories Act, the Rules and this Constitution, any Member may transfer all or any of his securities by instrument in writing in the usual common form conforming with the Act and approved by the Exchange or such form as may from time to time be prescribed under the Act or approved by the Exchange.

No restriction on fully paid securities

36. There shall be no restriction on the transfer of fully paid securities, except where required by law. However, no securities shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind.

Transfer by way of book entry

37. The transfer of any securities or class of securities of the Company shall be by way of book entry by the Depository in accordance with the Rules and notwithstanding Sections 105, 106 and 110 of the Act but subject to Section 148(2) of the Act and any exemption that may be made from compliance with Section 148 (1) of the Act, the Company shall be precluded from registering and affecting any transfer of securities.

Refusal to register transfer

38. The Depository may in its absolute discretion refuse to register any transfer that does not comply with the Central Depositories Act and the Rules.

No liability

39. Neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of securities apparently made by sufficient parties, 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 securities proposed or professed to be transferred, and although transferred, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the securities transferred, or otherwise in defective manner. And in every such case, the person registered as transferee, his executors, administrators and assignees alone shall be entitled to be recognised as the holder of such shares and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto.

40. Neither the Company nor its Directors nor any of its officers shall be liable for any transfer of securities effected by the Depository.

Suspension of transfer

41. The Company may at the Directors' discretion require the Depository to suspend the registration of transfer at such times and for such periods as the Directors may from time to time determine, not exceeding thirty (30) market days in any calendar year.

Renunciation

42. Subject to the provisions of this Constitution, the Directors may recognise a renunciation of any securities by the allottee thereof in favour of some other person.

Destruction of records

43. The Company shall be entitled to destroy:-

    (a) any instrument of transfer which has been registered at any time after seven (7) years from the date of its registration;

    (b) any dividend mandate or variation or cancellation of it or any notification of change of address, at any time after two (2) years from the date of recording;

    (c) any share certificate which has been cancelled at any time after two (2) years from the date of its cancellation;

    (d) any other documents on the basis of which any entry in the Register is made, at any time after seven (7) years from the date such entry in the Register was first made in respect of such document.

44. Every entry in the Register purporting to have been made on the basis of an instrument of transfer or other document destroyed under this Regulation shall be conclusively deemed to have been duly and properly made and that:-

    (a) every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered;

    (b) every share certificate so destroyed was a valid certificate duly and properly cancelled;

(c) every other document destroyed under Regulation 43 was a valid and effective document in accordance with its recorded particulars in the books or records of the Company.

45. The provisions of Regulation 43 and 44 shall be subject to the following:-

(a) Nothing in such provisions shall construed to impose on the Company any liability in respect of the destruction of any such document earlier than provided for in Regulation 43 or in any case where the conditions in such Regulation have not been fulfilled;

(b) References to the destruction of any document include references to its disposal in any manner;

(c) References to documents include without limitation any records or copies of documents stored on microfilm, microfiche, any electronic database or any other system of data recording the storage.

TRANSMISSION OF SHARES

Death of member

46. In case of the death of a Member, the legal representatives of the deceased shall be the only person recognised by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased Member from any liability in respect of any share which had been held by him.

Share of deceased or bankrupt member

47. Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the Directors shall, in either case, have the same rights to decline or suspend registration as they would have had in the case of a transfer of the share by that Member before his death or bankruptcy. Provided always that where the share is a Deposited Security, a transfer of the share may be carried out by one person becoming so entitled in accordance with the Rules.

Notice of election

48. If the person so becoming entitled elects to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects provided that where the share is a Deposited Security and the person becoming entitled elects to have the share transferred to him the aforesaid notice must be served by him on the Depository. If he elects to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of this Constitution relating to the rights to transfer and the registration of transfers of shares shall be applicable to any such notice of transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer executed by that Member.

Rights of persons

49. Where the registered holder of any share dies or becomes bankrupt his personal representative or the assignee of his estate, as the case may be, shall, upon the production of such evidence as the Directors may from time to time require, be entitled to the same Dividends and other advantages and to the same rights (whether in relation to meetings of the Company or to voting or otherwise) as the registered holder would have been entitled to if he had not died or become bankrupt; except that he shall not before being registered as Member in respect of the shares be entitled to exercise any right conferred by membership in relation to meetings of the Company.

Notice to elect

50. The Directors may at any time give notice required any such person to elect either to be registered himself or to transfer the share and if such notice is not complied with within thirty (30) days, the Directors may then withhold payment of all Dividends or other monies payable in respect of the share until requirements of such notice have been complied with.

Transmission of securities from Foreign Register

51. Where:

    (a) the securities of the Company are listed on another stock exchange; and

    (b) the Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29 of the Securities Industry (Central Depositories) (Amendment) Act, 1998, as the case may be, under the rules in respect of such securities.

    the Company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder, from the register maintained by the Share Registrar of the Company in the jurisdiction of the other stock exchange, to the Register maintained by the Share Registrar of the Company in Malaysia and vice versa provided there shall be no change in the ownership of such securities.

OVERSEAS BRANCH REGISTER

Branch Register

52. The Company may establish and keep in any place outside Malaysia a branch register of its Members in accordance with Section 53 of the Act.

53. Subject to the Act and this Constitution, any such register shall be established and kept in such manner as the Directors may from time to time determine.

54. For the purpose of any branch register, the Directors may empower any officer of the Company or other person or persons or committee ("Local Authority") to keep the register in such manner and subject to such regulation as the Directors may from time to time prescribe or allow and may delegate to any such Local Authority the duty of examining and passing or refusing transfers and transmissions and approving or refusing to approve transfers of shares.

55. The Local Authority shall from time to time transmit to the Office copies of every entry on any branch register as required by Section 53 of the Act.

FORFEITURE OF SHARES

Notice requiring payment

56. If a Member fails to pay the whole or any part of any call or installment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of the call or installment or any part thereof remains unpaid, serve a notice on the Member requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued and any expenses that may have been incurred by reason of such non-payment.

Forfeiture notice

57. At least fourteen (14) days' notice is given on each call and each Member shall be liable to pay the amount of every call so made upon him to the Company, by installments (if any) and at the date, time and place appointed by the Directors, and the notice shall also state that in the event of non-payment on or before the specified date, time and place appointed the shares in respect of which the call was made will be liable to be forfeited.

Non-compliance with notice

58. Upon failure to comply with the notice served under Regulation 57, the share in respect of which the notice has been given shall be forfeited by a resolution of the Directors to that effect Unless the payment as required by the notice has been made before such resolution. The Directors shall then sent a notice to the Member of such forfeiture which include all Dividends declared in respect of the forfeited shares and not actually paid before the forfeiture within fourteen (14) days of the forfeiture.Annulment of Forfeiture

59. Notwithstanding any such forfeiture as aforesaid the Directors, may at any time before the forfeited share has been otherwise disposed of, annul the forfeiture upon the payment of all calls and interest accrued thereon and expenses incurred in respect of the share and upon such further terms (if any) as the Directors shall see fit to impose.

Sale of forfeited shares

60. Subject to the Act, a forfeited share shall thereupon become property of the Company, and may either be cancelled or sold or re-allotted or otherwise disposed of, either to the person who was before forfeiture the holder thereof or to any other person upon such terms and in such manner as the Directors shall think fit.

Liability of member in respect of forfeited shares

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

Consequences of forfeiture

62. 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 Member.

Evidence of forfeiture

63. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

Procedure for sale of forfeited shares

64. The Company may receive the consideration, if any, given for a forfeited share on any sale or disposition thereof and may authorise some person to execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and he shall not be bound to see to the application of the purchase money if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, or disposal of the share. Subject to any lien for sums not presently payable, if any, any residue of the proceeds of sale of shares which are forfeited and sold or disposed of, after the satisfaction of the unpaid calls or installments payable at fixed times and accrued interest and expenses, shall be paid to the person entitled to the shares immediately before the forfeiture thereof or his executors, administrators, or assignees or as he directs.

Non-payment of sums due on issue of shares

65. The provisions of this Regulation 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.

CONVERSION OF SHARES INTO STOCK

Conversion to be at general meeting

66. The Company may by ordinary resolution passed at a general meeting convert all or any of its paid up shares into stock or reconvert any such stock into paid up shares of any denomination.

Transfer of stock

67. The holders of the stock may transfer the same or any part thereof in the same manner and subject to the same Regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit; but the Directors may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum.

Rights of stockholders

68. The holders of stock shall according to the amount of the stock held by them have the same rights, privileges and advantages as regards Dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such right, privilege or advantage (except participation in the Dividends and profits of the Company and in the assets on winding up) shall be conferred by any such part of stock which would not, if existing shares, have conferred that right, privilege or advantage.

Application of Regulations to stocks

69. All such provision of these Regulations as are applicable to paid-up shares shall apply to stock and in all such provisions the words "share" and "shareholder" therein shall include "stock" and "stockholder".

INCREASE OF CAPITAL

Power to increase capital

70. The Company may from time to time in general meeting, by ordinary resolution increase its share capital by the creation and issue of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to Dividend, return of capital or otherwise as the Company by the resolution authorising such increase directs.

Waiver for issue

71. Subject to the Act and the Listing Requirements, the Company may apply to the Exchange for waiver of convening an extraordinary general meeting to obtain shareholders' approval for further issues of shares (other than bonus or right issues) where :-

    (a) the aggregate issue of shares (other than bonus or rights issue and other issues of shares which have been specifically approved by the Members in an extraordinary general meeting) in any one financial year in which such further issue or issues are made do not exceed ten (10) per centum (or such higher percentage as the Exchange may from time to time allow either in respect of a particular financial year, generally or otherwise) of the Company's issued share capital; and

    (b) there is in force at the time of the application for such waiver, a resolution of the Company in general meeting authorizing the Directors to make such further issue or issues as stated above.

How far new shares to rank with original shares

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

ALTERATION OF CAPITAL

Power to alter capital

73. The Company may from time to time by ordinary resolution alter its share capital in any one or more of the following manner:-

    (a) To increase the share capital by such sum to be divided into shares of such amount as the resolution shall prescribed; or

    (b) To subdivide its shares or any of its shares, whatever is in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the shares from which the subdivided share is derived; or

    (c) To consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any unpaid on each subdivided share shall be the same as it was in the case of the shares from which the subdivided share is derived; or

(d) To convert all or any of its paid-up shares into stock and may reconvert that stock into paid-up shares.

REDUCTION OF CAPITAL

Power to reduce capital

74. The Company may reduce its share capital or any undistributable reserves, in any manner and with, and subject to, any authorisation and consent required by law and by way of passing:-

(a) A Special Resolution and confirmation by the Court in accordance with Section 116 of the Act; or

(b) A Special Resolution supported by a solvency statement in accordance with Section 117 of the Act.

Fractions

75. Subject to any direction by the Company in general meeting, if any consolidation or subdivision and consolidation of shares results in Members being entitled to any issued shares of the Company in fractions, the Directors may deal with such fractions as they may determine including without limitation selling the shares to which Members are so entitled for such price as the Directors may determine and paying and distributing to the Members entitled to such shares in due proportions the net proceeds of such sale.

GENERAL MEETING

76. An annual general meeting of the Company shall be held in accordance with the provisions of the Act. All general meetings other than the annual general meetings shall be called extraordinary general meetings. All general meetings shall be held at such time and such place as the Directors shall determine.

Calling of general meetings

77. A meeting of Members may be convened by:

(a) the Board; or

(b) any Member holding at least ten (10) per centum of the issued share capital of the Company.

Business at meetings

78. Subject to Section 314 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 and no business shall be transacted at an annual general meeting other than business of which notice has been given aforesaid, with the exception of declaring a dividend, laying of financial statements and the reports of the Directors and Auditors, the election of Directors retiring by rotation, fixing of fees and benefits payable to Directors, the appointment and fixing of the remuneration of the Auditors and any other business which under this Constitution ought to be transacted at any annual general meeting.

Notice of meeting

79. Every notice convening meetings shall specify the place, the day and the hour of the meeting and shall be given to Members at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any Special Resolution is to be proposed or where it is an annual general meeting. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any Special Resolution is proposed or where it is an annual general meeting, of every such meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Melayu or English daily newspaper and in writing to the Exchange and other stock exchange (if any) upon which the Company is listed.

Records of Depositors

80. (a) The Company shall request the Depository in accordance with the Rules to prepare a Record of Depositors to whom notices of general meeting shall be given by the Company.

(b) Subject to Securities Industry (Central Depositories) (Foreign Ownership) Regulations, 1996 (where applicable), a Depositor shall not be regarded as a Member entitled to attend any general meeting and to speak and vote thereof unless his name appear in the General Meeting Record of Depositors.

(c) Every notice of meeting in writing to the Exchange must include the date of the General Meeting Record of Depositors to be obtained pursuant to this Regulation for the purposes of determining whether a Depositor shall be regarded as a Member entitled to attend, speak and vote at the general meeting.

Requirement in notice calling meeting

81. In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint one (1) or more proxies to attend and vote instead of him. A proxy may but need not be a member of the Company. Where a Member appoints more than one (1) proxy, he shall specify the proportion of his shareholdings to be represented by each proxy.

Omission to give notice

82. The accidental omission to give notice of any meeting to, or the non-receipt of notice of a meeting by any Member or any person entitled to receive such notice shall not invalidate any resolution passed or the proceedings at any such meeting.

PROCEEDINGS AT GENERAL MEETING

No business unless quorum is present

83. 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. Unless otherwise provided in this Constitution, two (2) Members present in person or by proxy shall be a quorum. For the purposes of this Regulation "Member" includes a person attending as a proxy or representing a corporation which is a Member and one or more representatives appointed by a corporation shall be counted as one Member; or one or more proxies appointed by a person shall be counted as one Member.

Directors' entitlement

84. A Director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the Company.

Adjournment

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

Director as chairman

86. The Chairman of the Board shall preside as Chairman at every meeting or if he is absent or he is unwilling to act or there is no Chairman, the Senior Independent Director of the Company shall so preside as Chairman of the meeting. If the Chairman of the Board or the Senior Independent Director of the Company is not present within fifteen (15) minutes after the time appointed for holding the meeting or willing to act, the Directors present shall choose one (1) of their numbers to act, or if one (1) Director only is present he shall preside as Chairman if willing to act.

Election of chairman

87. If no Director is willing to act as Chairman of the meeting, or if no Director is present within fifteen (15) minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one (1) of their numbers to be the Chairman of the meeting. The election of the Chairman shall be by show of hands.

Chairman's power to adjourn meeting

88. The Chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, at least fourteen (14) days' notice shall be given specifying the time and place of the adjourned meeting. Any such notice shall be given (except for the period of notice) as in the case of an original meeting. Otherwise, it shall not be necessary to give any such notice of adjournment.

How matters to be decided

89. Where required by the Listing Requirements, all resolutions put to the vote at general meeting shall be decided upon by poll.

90 Subject to Regulation 89, every general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded before or upon the declaration of the result of the show of hands:-

(a) by the Chairman of the meeting;

(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 and representing not less than ten (10) per centum of the total voting rights of all Members having the right to vote at the meeting; or

(d) by Member or Members 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 ten (10) per centum of the total paid up shares conferring that right.

Evidence of passing resolution

91. Unless a poll is so demanded a declaration by the Chairman of the meeting that a resolution has on a show of hands been 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 or proportion of the votes recorded in favour of or against the resolutions. The demand for a poll may be withdrawn.

How a poll is to be taken

92. If a poll is required under Regulation 89 or duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman of the meeting directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded. 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 the poll has been demanded. The demand of a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman of the meeting and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

Equality of votes

93. In the case of an equality of votes, whether on a show of hands or a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

Voting

94. Subject to any rights or restrictions for the time being attached to any classes of shares, at meetings of Members or classes of Members, each Member entitled to attend and vote at a meeting of the Company or at the meeting of any class of members of the Company, may vote in person or by proxy or attorney; or a Member being a corporation by a duly authorised representative or proxy or attorney. A proxy shall be entitled to vote on a show of hands on any questions at any general meeting.

95. On a resolution to be decided on a show of hands, every person who is a Member or representative or proxy of a member shall have one (1) vote and on a poll every Member present in person or by proxy or by attorney or other duly authorized representative shall have one (1) vote for each share he holds.

Manner of poll

96. (a) A poll shall be taken as the Chairman of meeting directs including without limitation the use of ballot or voting papers or tickets or forms or by way of electronic polling and the Chairman of the meeting may appoint scrutineer(s) for the purposes of determining the outcome of the resolution(s) to be decided on a poll. The result of the poll shall be the resolution of the meeting.

(b) Any vote cast by way of electronic polling shall be deemed to constitute a vote by the Members or their proxies for all purposes of this Constitution.

(c) If any votes shall be counted which ought not to have been counted or might have been rejected, the error shall not invalidate 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 at any adjournment thereof as the case may be, it shall be of sufficient importance to vitiate the result of the voting.

(d) Subject to Regulation 89, no poll shall be demanded on the election of a Chairman of a meeting or on a question of adjournment. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs.

Votes of legal personal representatives of members

97. The legal personal representative of a deceased Member or the person entitled 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. Evidence to the Directors' satisfaction of the person claiming to exercise the right to vote shall be deposited at the Office at least forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting as the case may be at which the right to vote is to be exercised. If this is not done, the right to vote shall not be exercisable.

Votes of member of unsound mind

98. A Member who is of unsound mind or whose persons or estate is liable to be dealt with in any way under the law relating to mental disorder may vote by his committee or by such other person who properly has the management of his estate, and any such committee or other person may vote by proxy or attorney. Evidence to the Directors' satisfaction of the person claiming to exercise the right to vote shall be deposited at the Office at least forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting as the case may be at which the right to vote is to be exercised. If this is not done, the right to vote shall not be exercisable.

Member barred from voting while call unpaid

99. Subject to Regulation 80, a Member shall be entitled to be present or to vote at any general meeting or at any separate meeting of the holders of any class of shares in the Company, either in person or by proxy or by attorney or by a duly authorised representative or a corporate Member in respect of any share or shares held by him upon all calls due to the Company have been paid.

Restriction on objections

100. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at 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.

Appointment of proxy

101. A proxy may but need not be a Member of the Company. Subject to this Constitution, a Member may appoint up to a maximum of two (2) proxies to attend and vote at a meeting of the Company or at a meeting of any class of Members of the Company. Where the Member appoints more than one (1) proxy, such appointment shall be invalid unless the Member specified the proportion of his shareholdings to be represented by each proxy. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under common seal or under the hand of an officer or attorney duly authorised. The instrument appointing the proxy shall be deposited at the Office (or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting), not less than forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting or in the case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. The instrument appointing the proxy shall be deemed to confer authority to demand or join in demanding a poll.

Proxy Form

102. The instrument appointing a proxy shall be in the following form with such variations as circumstances may require or the Directors may approve or the Act may permits:-

(PROXY FORM)

MASTER-PACK GROUP BERHAD

*I/We, ... *NRIC No./ Passport No./ Company No. ……..……. of
(Full Name in Block Letters)
……..being a member/members of the abovenamed
(Address)
Company, hereby appoint…..…….……*NRIC No./ Passport No./ Company No...……
(Full Name in Block Letters)
of …….or failing whom, the Chairman of the meeting
(Address)
as *my/our proxy to vote for *me/us on *my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Company, to be held at ……(place of meeting) on ……..day of……..……. at …….. (time of meeting) and at any adjournment thereof.

Resolution(s)	
For	
Against	

Please indicate with an "x" in the appropriate space(s) provided above on how you wish your vote to be cast. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.

Signed this ……..day of…….……..

No. of shares held [ ]

For appointment of two(2) proxies, percentage of shareholdings to be represented by the proxies :		
	No. of shares	%
Proxy 1		
Proxy 2		
		100

…….....……
Signature(s)/Common Seal of member(s)

*Strike out whichever is not desired.

Notes :

(1) A proxy may but need not be a Member of the Company.

(2) A Member shall be entitled to appoint a maximum of two (2) proxies to attend and vote at the same meeting. Where a Member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.

(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.

(4) Where a Member is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with the shares of the Company. The appointment of two (2) proxies in respect of a particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.

(5) For a proxy to be valid, the Proxy Form, duly completed must be deposited at Office of the Company not less than forty-eight (48) hours before the time appointed for holding the meeting. If the Proxy Form is sent by facsimile or electronic mail to the Office before forty-eight (48) hours before the meeting or adjournment thereof, or in the case of a poll not less than twenty four (24) hours before the time appointed for taking of the poll, the original Proxy Form must be deposited at the registration counter or to the Company Secretary or his authorised representative at least half one (1) hour before the time appointed for holding the meeting or adjourned meeting otherwise the Proxy Form sent by facsimile or electronic mail shall be treated as void.

(6) In the case of a corporate member, the Proxy Form must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.

(7) For the purpose of determining a Member who shall be entitled to attend the meeting, the Company shall be requesting the Depository to issue a General Meeting Record of Depositors as at [date] . Only Depositors whose name appears on the Record of Depositors as at [date] shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his behalf.

Delivery of Proxy Form

103. (i) The instrument appointing a proxy may be sent to the Office by facsimile or electronic mail not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting. In the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll.

(ii) The original copy of the instrument appointing a proxy sent by facsimile or electronic mail must be deposited at the registration counter or to the Company Secretary or his authorised representative at least half one (1) hour before the time appointed for holding the meeting or adjourned meeting otherwise the instrument appointing a proxy transmitted by facsimile or electronic mail shall be treated as void.

Validity of vote given under proxy or attorney

104. A vote given in accordance with the term of an instrument of proxy or attorney shall be valid, notwithstanding the previous determination of the authority of the person voting unless notice of determination was received by the Company at the Office at least one (1) hour before the commencement of the meeting or adjourned meeting at which the vote is given or in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting, at least one (1) hour before the time appointed for taking of the poll.

105. The termination of the authority of the person under Regulation 104 to act as proxy does not affect the constitution of the quorum at the meeting or adjourned meeting; or the validity of anything he did as Chairman of the meeting; or the validity of a poll demanded by him at a meeting or adjourned meeting; or the validity of the vote exercised by him at the meeting or adjournment.

Corporate representative

105. A corporation may by resolution of its Director or other governing body, if it is a Member of the Company, authorise such person as it thinks fit to act as its representative either at a particular meeting or at all meetings of the Company or of any class of Members, and a person so authorised shall be in accordance with his authority and until his authority is revoked by the corporation be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual Member of the Company.

Appointment of proxy by Exempt Authorised Nominee

107. (a) Where a Member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account "omnibus account", there is no limit to the number of proxies which the Exempt Authorized Nominee may appoint in respect of each omnibus account it holds.

(b) Where a Member is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with the shares of the Company. The appointment of two (2) proxies in respect of a particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.

Attorney of members

108. If the attorney of any Member acting for and on behalf of his principal as a Member, shall desire to do or perform any act, deed or thing under these presents or otherwise at law permitted to be done or performed by any attorney of a member as such member, he shall leave at the Office for registration a good and valid power of attorney, duly stamped and authorising him thereto, accompanied by a copy thereof during business hour not less than forty-eight (48) hours before any authorised act is acted on, and thereupon if the Company shall at its absolute discretion so decide, the Company shall register and return the original power of attorney and retain the copy thereof, and thereafter the Company may dispense with the production of the original power of attorney on each and every occasion when the attorney shall purport to act thereunder. A fee for such amount as is determined by the Directors from time to time shall be paid to the Company for registering a power of attorney, but the Directors may, by resolution, if they shall think fit, waive the payment of such fee or any part thereof.

109. Every act, deed or thing done or performed by an attorney under Regulation 108 shall be valid notwithstanding the previous death of the Member, or the revocation of the power of attorney, provided no intimation in writing of such death or revocation shall have been received at the Office before the acting, doing or performing of such act, deed or thing.

DIRECTORS: APPOINTMENT, REMOVAL, ETC.

Numbers of Directors

110. All the Directors of the Company shall be natural persons and until otherwise determined by general meeting the number of Directors (disregarding alternate directors) shall be at least three (3) and not more than nine (9). The first Directors shall be En. Aminuddin Bin Saad and En. Abdul Majid Bin Haji Md Zain.

Retirement of Directors

111. At the first annual general meeting of the Company all the Directors shall retire from office, and at the annual general meeting in every subsequent year one-third (1/3) of the Directors for the time being, or if their number is not three (3) or a multiple of three (3), then the number nearest to but not exceeding one-third shall retire from office and be eligible for re-election. Provided always that all Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires. An election of Directors shall take place each year.

Selection of Directors

112. The Directors to retire in each 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.

Notice of nomination of Director

113. No person not being a retiring Director shall be eligible for election to the office of Director at any general meeting unless some Member intending to propose him has, at least eleven (11) clear days' before the meeting, left at the Office of the Company a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such Member to propose him, provided that in the case of a person recommended by the Directors for election, nine (9) clear day's notice only shall be necessary, and notice of each and every candidature for election to the Board shall be served on the Members at least seven (7) days prior to the meeting at which the election is to take place.

Retiring Director deemed to be re-appointed

114. The Company at the meeting at which a Director so retires may fill the vacated office by electing a person thereto. Unless at that meeting it is expressly resolved not to fill the vacated office or a resolution for the re-election of the Director retiring at that meeting is put to the meeting and lost or some other person is elected a Director in place of the retiring Director, the retiring Director shall, if offering himself for re-election and not being disqualified under the Act from holding office as a Director, be deemed to have been re-elected.

Motion for appointment of Directors

115. At any general meeting at which more than one (1) Director is to be elected, each candidate shall be the subject of a separate motion and vote unless a motion for the appointment of two (2) or more persons as Directors by a single resolution shall have first been agreed to by the meeting without any vote being given against it.

Increase or reduction of number of Directors

116. Subject to Regulation 113, the Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to retire from the office.

Removal of Directors

117. The Company may by ordinary resolution of which special notice is given, remove any Director before the expiration of his period of office, and may if though fit, by ordinary resolution appoint another Director in his stead. The person so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election, and shall not be taken into account in determining the Directors who are to retire by rotation at the meeting.

Power to add Directors

118. Notwithstanding Regulation 113, the Directors shall have power at any time, and from time to time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with this Constitution. Any Director so appointed shall hold office only until the next annual general meeting of the Company and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

Directors' qualification

119. The shareholding qualification for Directors may be fixed by the Company in general meeting and until so fixed no shareholdings qualification for Directors shall be required. All the Directors shall be entitled to receive notice of and to attend all general meetings of the Company.

REMUNERATION OF DIRECTORS

Directors' Remuneration

120. (a) Subject to the Act, the fees of Directors, and any benefits payable to Directors of the Company and its Subsidiaries including any compensation for loss of employment of a Director or former Director of the Company or its Subsidiaries shall be subject to annual shareholder approval at a general meeting. Other remuneration of the Director who holds executive office shall from time to time be determined by the Board.

(b) The fees payable to Directors who hold no executive office in the Company shall be paid by a fixed sum and not by a commission on or percentage of profits or turnover;

(c) The salaries payable to Directors who holds executive office in the Company may not include a commission on or percentage of turnover;

(d) The Director who holds executive office shall, subject to the terms of any agreement (if any) entered into in any particular case, receive such remuneration package (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the Directors may from time to time determine.

(e) Any fee paid to an Alternate Director shall be such as shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter.

Reimbursement of expenses

121. (a) The Directors shall be paid all their travelling, accommodation and other expenses properly and necessarily expended by them in and about the business of the Company including their travelling, accommodation and other expenses incurred in attending meetings of the Company.

(b) If any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a Committee of Directors, the Company may remunerate the Director in addition to or in substitution for his ordinary remuneration as a Director, may be paid in a fixed sum or by way of salary, or by percentage of profits, or by all or any of such methods but shall not where such special remuneration is paid by way of salary to include a commission on or percentage of turnover.

DISQUALIFICATION OF DIRECTORS

When offices of Director deemed vacant

122. The office of Director shall become vacant if the Director :-

(a) is an undischarged bankrupt;

(b) has been convicted of an offence involving bribery, fraud or dishonesty;

(c) has been convicted of an offence relating to the promotion, formation or management of a corporation;

(d) resigns from his office by notice in writing to the Company and deposited at the Office of the Company;

(e) is removed from his office of Director by ordinary resolution of the Company in general meeting of which special notice has been given;

(f) becomes disqualified from being a Director by reason of any order made under the Act or has been convicted of an offence under Sections 213, 215, 216, 217, 218, 228 and 539 of the Act;

(g) is absent from more than 50% of the total Board meetings held during a financial year unless an exemption or waiver is obtained from the Exchange:

(h) has retired in accordance with the Act or this Constitution but is not re-elected; or

(i) otherwise vacate his office in accordance with the Act or this Constitution.

POWER AND DUTIES OF DIRECTORS

General powers of directors

123. Subject to any modification, exception or limitation contained in the Act and this Constitution, the business and affairs of the Company shall be managed by the Directors or under the direction of the Directors who may exercise all the powers necessary for managing, directing and supervising the management of the business and affairs of the Company. No alteration of this Constitution shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made. The powers given by this Regulation shall not be limited by any special power given to the Directors by this Constitution and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.

Powers of Directors

124. Subject to the Act and the Listing Requirements, the Directors shall not without the prior approval of the members in general meeting :-

(a) 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 main undertaking or property;

(b) exercise any power of the Company to issue shares unless otherwise permitted under the Act;

(c) subject to Section 228 of the Act, enter into any arrangement or transaction with a Director of the Company or its holding company or its Subsidiaries 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.

Directors' borrowing power

125. The Directors may exercise all the powers of the Company to borrow any sum or sums of money from any person, bank, firm or company and to mortgage or charge its undertaking, property and uncalled capital, and any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company, or its wholly owned subsidiaries or of any related or associated corporation. The Directors may exercise all the powers of the Company to guarantee and give guarantees or indemnities for the payment of money, the performance of contracts or obligations or for the benefit or interest of the Company or of any Subsidiary. If the Directors or any of them or any person shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or caused 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 becoming liable as aforesaid from any loss in respect of such liability.

Restriction on borrowing

126. The Directors shall not borrow any money or mortgage or charge any of the Company's or the Subsidiaries' undertaking, property, or any uncalled capital, or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.

Powers to maintain Pension of Fund

127. Subject to the Act, the Directors may:

(a) procure the establishment and maintenance of or participation in or contribution to any non-contributory or contributory pension or superannuation fund, scheme or arrangement or life assurance scheme or arrangement for the benefit of; or

(b) pay, provide for or procure the grant of donations, gratuities, pensions, allowances, bonuses, loans, credit, benefits or emoluments to; or

(c) procure the establishment and subsidy or or subscription and support to any institutions, associations, clubs, funds or trusts calculated to advance the interests and well being of or for the benefit of; or

(d) pay for or towards the insurance of;

any Directors whether or not he holds or has held any executive office or employment with the Company, officers and employees and former Directors of the Company, officers and employees of:-

(i) The Company; or

(ii) Any body corporate which is or has been a Subsidiary of the Company,

and any member of his family (including a spouse and former spouse, his child and parents or any person who is or was dependent on him.

Power to act with others

128. The Directors may procure that any of the matters referred to in this Constitution subject to the Act and other relevant statutory provisions be done by the Company either alone or in conjunction with any other person.

Powers to use official seal

129. The Directors may exercise all the powers of the Company conferred by the Act in relation to any official seal for use outside Malaysia and in relation to branch registers.

Appointment of Attorneys

130. The Directors may from time to time by power of attorney under the seal appoint any corporation, firm or person or body or persons, whether nominated directly or indirectly by the Directors to be the attorney/attorneys of the Company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretion vested in him.

Signing of cheques etc

131. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors from time to time by resolution determine.

Directors to act honestly

132. A Director shall at all times act honestly and use reasonable diligence in the discharge of the duties of his office and shall not make use of any information acquired by virtue of his position to gain directly or indirectly an improper advantage for himself or for any other person or to cause detriment to the Company.

Directors to give notice

133. 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.

Directors may hold other office

134. Subject always to Section 221 and 228 of the Act, a Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.

Directors may act in his professional capacity

135. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he was not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as Auditor of the Company.

PROCEEDINGS OF DIRECTORS

Meeting of Directors

136. The Directors may meet together for the dispatch of business, adjourned and otherwise regulate their meetings as they may think fit. Any Director may at any time and the Secretary shall on the requisition of any of the Directors summon a meeting of the Directors.

Meetings by telephone, videophone etc

137. Directors or members of a Board committee as the case may be, may participate in a meeting of the Board or a Board committee as the case may be by means of conference telephone, conference videophone or any similar or other communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute the presence of a quorum at such meeting. Any meeting held in such manner shall be deemed to be held at such place as shall be agreed upon by the Directors attending the meeting provided that at least one (1) of the Directors present at the meeting was at such place for the duration of that meeting all information and documents must be made equally available to all participants prior to or during the meeting.

Notice of Directors' meeting

138. Unless otherwise determined by the Directors from time to time, seven (7) days' notice of all Directors' meeting shall be given to all Directors and their alternates, who have a registered address in Malaysia. Except in the case of an emergency, reasonable notice of every Directors' meeting shall be given in writing.

Quorum of meeting of Directors

139. The quorum necessary for the transaction of the business of the Directors shall be two (2) and a meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under this Constitution vested in or exercisable by the Directors generally. A person who holds office only as an Alternate Director shall, if his appointor is not present, be counted in the quorum.

Chairman of Directors

140. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office and unless otherwise determined the Chairman shall be elected, or if at any meeting the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Directors present may choose one of their numbers to be Chairman of the meeting.

Chairman to have casting vote

141. Subject to this Constitution, any question arising at any meeting of Directors shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a determination of the Directors. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote except where the quorum is made up of only two (2) Directors or where only two (2) Directors are competent to vote on the question at issue.

Proceedings in case of vacancies

142. The remaining Director or Directors may continue to act notwithstanding any vacancy in their body, but if and so long their number is reduced below the minimum number fixed by or pursuant to this Constitution, the remaining Director or Directors may, except in an emergency act for the purpose of increasing the number of Directors to such minimum number or to summon a general meeting of the Company, but for no other purpose.

Disclosure of interest by Directors

143. Every Director shall comply with the provisions of Sections 219 and 221 of the Act in connection with the disclosure of his shareholding and interests in the Company and his interest in any contract or proposed contract with the Company and in connection with the disclosure, every Director shall state the fact and the nature, character and extent of any office or possession of any property whereby whether directly or indirectly duties or interests might be created in conflict with his duty or interest as a Director of the Company. No Director shall as a Director vote in respect of any contract or proposed contract or arrangement in which he is so interested, and, if he does so vote, his vote shall not be counted.

Restriction on voting

144. A Director shall not vote in respect of any contract or proposed contract or arrangement in which he has directly or indirectly a personal interest (and if he shall do so his vote shall not be counted), nor shall be counted for the purpose of any resolution regarding the same in the quorum present at the meeting.

Power to vote

145. A Director may vote in respect of :-

(a) any arrangement for giving the Director himself or any other Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; or

(b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself or any other Director has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security.

Directors may become Directors of other corporation

146. A Director of the Company may be or become a Director or other office of or otherwise be interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise or any corporation, which is directly or indirectly interested in the Company for any remuneration or other benefit received by him as a Director or office of, or from his interest in, such corporation unless the Company otherwise directs at the time of his appointment.

ALTENATE DIRECTOR

147. Each Director may appoint any person to act as his Alternate Director and at his discretion by way of a notice to the Company, remove such Alternate Director from office provided always that:

(a) such person is not a Director of the Company;

(b) such person has not act as Alternate Director for more than one (1) Director of the Company;

(c) the appointment is approved by a majority of the other members of the Board; and

(d) any fee paid by the Company to an Alternate Director shall be deducted from that Director's remuneration.

148. An Alternate Director shall (except as regards power to appoint an alternate director and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors, and shall be entitled to receive notices of all meetings of the Directors and to attend, speak and vote at any such meeting at which his appointor is not present.

149. Any appointment or removal of an alternate director may be made by electronic mail, facsimile, 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.

150. If a Director making any such appointment as aforesaid shall cease to be a Director (otherwise than by reason of vacating his office at a meeting of the Company at which he is re-elected), the person appointed by him shall thereupon cease to have any power or authority to act as an Alternate Director.

151. A Director shall not be liable for the acts and defaults of any alternate director appointed by him.

152. An Alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Directors attended by him at which he is entitled to vote.

MANAGING DIRECTOR

Managing Director

153. The Directors may from time to time appoint any one (1) or more of their body to be the Managing Director or a person performing the function as a Managing Director by whatever name called upon such terms as they think fit, and may vest in such Managing Director or such person the powers hereby vested in the Directors generally as they may think fit, but subject thereto, the Managing Director or a person performing the function as a Managing Director by whatever name called shall be subject to the control of the Board.

Remuneration of Managing Director

154. The remuneration of a Managing Director shall be fixed by the Directors and may be by way of salary or commission or participate in profits or otherwise or by any or all of these modes but shall not include a commission on or percentage of turnover.

Special position of Managing Director

155. A Managing Director shall, while he continues to hold that office, be subject to retirement by rotation, and shall be reckoned as a Director for the purpose of determining the rotation or retirement of Directors or in fixing the number of Directors to retire, and he shall, subject to provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he ceases to hold the office of Director for any cause shall ipso facto and immediately cease to be a Managing Director.

COMMITTEES OF DIRECTORS

Powers of Directors to appoint

156. The Directors may establish any Board committees, local boards, or agencies comprising three (3) or more persons for Committees managing any of the affairs of the Company, either in Malaysia or elsewhere, and may lay down, vary or annul such rules and regulations as they may think fit for the conduct of the business thereof, and may appoint any person or persons to be the member or members of any such committee or local board or agency and may fix their remuneration and may delegate to any such committee or local board or agency any of the powers, authorities and discretion vested in the Directors, with power to sub-delegate, and may authorise the member or members of any such committee or local board or agency or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no persons dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

Meeting of Committees

157. Subject to the Listing Requirements and any terms of reference or regulations made pursuant to Regulation 156, a committee may meet and adjourn as it thinks proper and questions arising at any meeting shall be determined by a majority of votes of the members present, (if more than one) and in the case of an equality of votes the Chairman shall have a second or casting vote. 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.

Chairman of Committee

158. Subject to the Listing Requirements and any rules and regulations made pursuant to Regulation 156, a committee may elect a chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the members present may choose one (1) of their members to be Chairman of the meeting.

VALIDATION OF ACTS OF DIRECTORS

Directors' act to be valid

159. All acts done by any meeting of the Directors or Committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

CIRCULAR RESOLUTIONS

160. A resolution in writing signed by a majority of Directors present in Malaysia who are entitled to vote on the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted; provided that the resolution is circulated to all the Directors then in Malaysia not being less than the quorum required and at the usual address in Malaysia to all other Directors; where a Director has an alternate, then such resolutions may also be signed by such alternate. All such resolutions shall be described as "Directors' Circular Resolution" and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's Minutes Book. Any such resolution may consist of several documents in like form, each signed by one or more Directors. The expressions "in writing" and "signed" includes scanned copies via electronic mail or approval by legible confirmed transmission by facsimile, telex, cable or telegram.

AUTHENTICATION OF DOCUMENTS

161. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate documents any documents effecting the constitution of the Company and any resolution passed by the Company or the Directors and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and, where any books, records, documents or accounts are kept elsewhere than in the office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.

Conclusive evidence of resolutions and extract or minutes of meeting

162. A documents 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 Regulation 160 shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors.

MINUTES AND REGISTER

Minutes to be entered into Book

163. The Directors shall cause minutes to be duly entered in books provided for the purpose :-

(a) of all appointment of officers.
(b) 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.

(c) of all resolutions and proceedings of general meetings and of meetings of the Directors and Committee of Directors.

(d) 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.

Directors to comply with Act

164. The Company shall comply with the Act in regards to keeping at the Office, a register of Directors and Secretaries, a register of substantial shareholders, a register of Directors' shareholdings and such other registers of the Company as are required by the Act.

Minutes kept at the office

165. The books containing the minutes of proceedings of any general meeting shall be kept by the Company at the Office of the Company or the principal place of business, and shall be open to the inspection of any Member without charge.

Inspection of Registers

166. (a) The Register shall be open for inspection by any Member without charge and to any other person on payment for each inspection of RM10.00.

(b) Subject to the Act, any Member or any other person may request the Company to furnish him with a copy of the Register or any part of the Register without charge but only so far as it relates to names, addresses, number of shares held and amounts paid on shares, on payment in advance of RM10.00 or such lesser sum as the Company requires for every hundred words or fractional part of the Register required to be copied and the Company shall cause any copy requested by any person to be sent to that person within twenty one (21) days or within such period as the Registrar considers reasonable from the day on which the request is received by the Company.

SECRETARY

167. The Secretary or Secretaries shall in accordance with the Act be appointed by the Directors for such term, at such remuneration and upon such conditions as they think fit, and the Directors may from time to time appoint a temporary substitute for the Secretary or Secretaries who shall be deemed to be the Secretary during the term of his appointment and any Secretary or Secretaries so appointed may be removed by them.

168. In accordance with Section 257 of the Act, the Secretary may resign from his office by giving a notice to the Board at their last known address, shall cease to be the Secretary of the Company, after the expiry of thirty (30) days from the date of the notice lodged with the Registrar.

SEAL

Authority for use of Seal

169. (a) The Seal shall only be used pursuant to a resolution of the Directors, or of a Committee of the Directors authorised by the Directors to use the Seal.

(b) Subject to Regulation 169 (c), the instrument to which the Seal is affixed shall be signed by:

i) any person authorised by the Directors or a committee of Directors authorised by the Directors either generally or in relation to specific instruments or instruments of specific descriptions; or

ii) two (2) Directors; or

iii) one (1) Director and a Secretary.

(c) The Directors or a committee of Directors authorised by Directors may:

i) dispense with autographic signatures of all or any person referred to in Regulation 169(b) in relation to specific instruments or instruments of specific descriptions and substitute such autographic signatures with facsimile signatures affixed or reproduced by a method or system whether mechanical, electronic or otherwise approved by the Directors or such committee; or

ii) dispense with all or any of the signatures referred to in Regulation 169(b) in the case of any certificates for shares, debentures or other securities of the Company.

(d) The Company may exercise the powers conferred by Section 62 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

(e) The Company may exercise the powers conferred by Section 63 of the Act with regard to duplicate common seal, and such powers shall be vested in the Directors. The Company may also have share seal pursuant to Section 63 of the Act. The share seal is a duplicate or facsimile of the Seal of the Company with addition on its face of the words "Share Seal". The provisions in this Regulation as to autographic or facsimile signatures and the dispensation of signatures shall apply to the affixing of such duplicate seal.

(f) Notwithstanding Regulation 169(c), the Seal and duplicate common seal shall not be affixed to any instrument with all autographic or facsimile signatures unless the method or system of control by the Company on the affixing of the Seal and duplicate common seal with such signatures dispensed with has been approved by the Auditors of the Company and a copy of such approval has been forwarded to the Exchange.

ACCOUNTS

Accounting records

170. The Directors shall cause proper accounting records to be kept in accordance with the Act.

Place of storage

171. Subject to Section 245 of the Act, the accounting records shall be kept at the Office or at such other place or places within Malaysia as the Directors think fit and shall always be open for inspection by the Directors. The accounting and other records of operations outside Malaysia may be kept by the Company at a place outside Malaysia provided that such accounting and other records shall be sent to and kept at a place in Malaysia and be made available for inspection by the Directors at all times.

Regulations for inspection

172. The Directors may from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records and other books of the Company or any of them shall be open to the inspection of Members (not being a Directors or officer authorised by the Directors of the Company) or any other person. No Member (not being a Director or such officer) or any other person shall have any right of inspecting any accounting records or other books or papers of the Company except:

(a) if conferred by the Act or other applicable law; or

(b) if ordered by a court of competent jurisdiction; or

(c) if authorised by the Directors.

Copies of reports may be sent

173. 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 audited financial statements and the directors' and auditors' reports. A copy of such documents shall not less than twenty-one (21) days (or any such other period as prescribed by the Exchange or regulatory authorities) before the date of the meeting be sent to every Member, Auditors, the Exchange, every debenture holder of the Company and every person who is entitled to receive notice of general meeting under Section 257 of the Act or this Constitution. Provided that this Regulation shall not be required 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 or the office of the Share Registrar.

AUDIT

Appointment and duties of Auditors

174. Auditors shall be appointed for each financial year of the Company subject to Section 271(1) of the Act.

Duties and restriction of auditors

175. No person may be appointed as Auditor of the Company if he cannot consent to be appointed Auditors under Section 264(1) of the Act. The duties of Auditors shall be regulated by the Act.

Validity of acts

176. All acts done by any person acting as 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.

DIVIDENDS AND RESERVES

Declaration of Dividends

177. (a) The Directors may if they think fit from time to time declare dividends payable to Members but no dividend shall be paid except out of the profits of the Company nor shall bear interest against the Company, unless allowed by the Act.

(b) The Directors may authorize a distribution of dividend at such time and in such amount as the Directors consider appropriate, if the Directors are satisfied that the Company will be solvent immediately after the distribution is made.

(c) No dividend shall be payable in excess of the amount recommended by the Directors.

(d) The Company must ensure all dividends are paid not later than three (3) months (or such other period as determined by the Exchange) from the date of declaration or the date on which approval is obtained in a general meeting, whichever is applicable.

Application of profits

178. Subject to the Act, the Directors may pay interim Dividends if it appears to the Directors to be justified by the profits of the Company. If at any time the share capital of the Company is divided into different classes the Directors may pay such interim Dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to Dividend and provided that the Directors act bona fide they shall not incur any responsibility to the holders of shares conferring any preferential rights with regard to Dividend by the payment of an interim Dividend on any shares having deferred or non-preferential rights. The Directors may also pay half-yearly or at other suitable intervals to be settled by them any Dividend which may be payable at a fixed rate if they are of the opinion that the profits justify the payment.

Dividend Reinvestment Scheme

179. Subject to the approval of the Members in general meeting, this Constitution, the Act, the Listing Requirements and/or any other relevant authorities, the Company may upon the recommendation of the Directors establish a Dividend Reinvestment Scheme and issue shares pursuant to such scheme. However, any Member of the Company may elect not to participate in such scheme.

Directors may form reserve fund and invest

180. The Directors may, before recommending any Dividend, set aside out of the profits of the Company such sums as they think proper as reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending any such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares in the Company) as the Directors may from time to time think fit. The Directors may also without placing the same reserve carry forward any profits which they may think prudent not to divide.

Payment of Dividends

181. Subject to the rights of persons, if any, entitled to shares with special rights as to Dividend, all Dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the Dividend is paid, but no amount paid or credited as paid on a share in advance of call shall be treated for the purposes of this Regulation as paid on the share. All Dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the Dividend is paid but if any share is issued on terms providing that it shall rank for Dividend as from a particular rate that share shall rank for Dividend accordingly.

Deduction of Dividends

182. The Directors may deduct from any Dividend payable to any Member all sums of money, if any, presently payable by him to the Company on account or calls or otherwise in relation to the shares of the Company.

Dividends due may be retained until registration

183. The Directors may retain the Dividends payable upon shares in respect of which any person is under the provisions as to the transmission of share hereinbefore contained entitled to become a Member, or which any person is under those provisions entitled to transfer, until such person shall become a Member in respect of such shares or shall transfer the same.

Unclaimed Dividends may be invested

184. All Dividends unclaimed for one (1) year, subject to the Unclaimed Monies Act, 1965 after having been declared may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed or paid pursuant to the Unclaimed Monies Act, 1965.

Distribution of specific assets

185. Subject to the Listing Requirements, any general meeting declaring a Dividend may direct payment of such Dividend wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other company or in any one or more of such ways and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors.

No interest on Dividends

186. No Dividend or other monies payable in respect of a share shall bear interest against the Company unless provided by the rights attached to the share.

Mode of Payment

187. (a) Any dividend, interest or other monies payable in cash in respect of a share may be paid by way of telegraphic transfer or electronic transfer or remittance to such bank account as designated by such holder or the person entitled to such payment ("eDividend"), cheque or dividend warrant or via any other mode or manner as may be prescribed by the Act, the Listing Requirements and/or any other relevant authorities.

(b) In the event that a Member has not provided the details of his bank account to the Depository, any dividend, interest or other monies payable in cash in respect of a share may be paid by cheque, bank draft, dividend warrant or postal order sent:-

i) By post to the registered address of the person entitled as appearing in the Record of Depositors; or

ii) By post to the registered address of the person becoming entitled to the share by reason of death, bankruptcy or mental disorder of the holder or by operation of law or if such address has not been provided or supplied, to such address to which such cheque or warrant might have been posted if the death, bankruptcy, mental disorder of the holder or by operation of law had not occurred;

iii) By post to such address as the person entitled as appearing in the Record of Depositors may direct in writing however, the Company may at its discretion be entitled to send such cheque or dividend warrant to such other address or by such other means as in this Constitution notwithstanding such direction.

(c) Every cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be made payable to:-

i) the order of the person entitled; or

ii) the order of the person entitled by reason of death, bankruptcy or mental disorder of the holder or by operation of law; or

iii) the order of such other person as the person entitled may direct or direct to be sent;

(d) Every such mode of payment stated above shall operate as a good and full discharge to the Company in respect of the dividend, interest or other monies payable represented thereby, notwithstanding that it may subsequently appear that the cheque or warrant has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be sent at the risk of the person entitled to the money thereby represented.

CAPITALISATION OF PROFITS

Bonus Issue

188. The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of Dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such Members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution. Subject to the Act, any undistributable reserve may for the purposes of this Regulation be applied in paying up bonus shares to Members as fully paid shares.

Power of applications of undivided profits

189. Whenever such a resolution as in Regulation 187 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 certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such Members.

LANGUAGE

Translation

190. Where any accounts, minute books or other records required to be kept by the Act are not kept in Bahasa Melayu 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.

NOTICES AND OTHER DOCUMENTS

Notice in writing

191. Unless expressly provided otherwise in this Constitution, any notice to be given by the Company to any Member or any person pursuant to this Constitution shall be in writing and shall be given to such Member or person either in hard copy or soft copy by electronic means or partly in hard copy and partly in soft copy by electronic means except for a notice calling a meeting of the Board or a Board committee need not be in writing.

Method of notice

192. The Company may give any notice or any document required to be sent under the Listing Requirements to Members or any persons entitled to receive such notice or documents either:-

(a) personally or by post in prepaid envelope addressed to the Member or such person at his registered address as appearing in the Register and/or the Records of Depositors in Malaysia or by leaving it at that address within Malaysia; or

(b) by facsimile, electronic mail, telex, telegram, mobile communication apps, compact disc read only memory, digital video disc read-only memory and any other use of electronic means communicating writing in visible form to his registered address or such electronic mail address or number supplied by the Member or such person to the Company; or

(c) Advertisement in accordance with Regulation 194.

Any Member who has not supplied to the Company an address within Malaysia for the service of notices or any other documents shall not be entitled to receive such notice or documents from the Company. The contact details of a Member as provided to the Depository shall be deemed as the last known address provided by such Member to the Company for purposes of communication with such Member.

Publication on website

193. (a) Subject to the Act and the Listing Requirements, the Company may publishes the notice of general meeting or any other documents requirement to be sent under the Listing Requirements on the Company's website.

(b) If the Company publishes the notice or any other documents on its website, the Company shall separately notify its Members in writing either by post or electronic email (with proof electronic mail delivery) stating:-

i) the publication of the notice or any other documents on the Company's website;

ii) type of meeting, place, date and time of the meeting; and

iii) the designated website link or address where a copy of the notice or any other documents may be downloaded.

(c) The notice or any other documents shall be made available on the Company's website throughout the period beginning from the date of notification referred to in subsection (b) above until the conclusion of the meeting.

Advertisement

194. Any notice is required to be given to Members and not expressly provided for by this Constitution shall be sufficiently given if given by advertisement. Any notice required to be or which may be given by advertisement shall be advertised once either in Bahasa Melayu or English in one (1) nationally circulated daily newspaper.

Notice in case of death or bankruptcy

195. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a Member by sending it through representatives of the deceased, or assignee of the bankrupt, or by any like description, at the address, if any, within Malaysia supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been served if the death or bankruptcy had not occurred. Every person who, by operation of law, transfer, transmission or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and/or address being entered in the Register of Members and 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. Any notice or document delivered or sent by post to, or left at, the registered address of 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.

Who may receive notice

196. Notice of every general meeting shall be given to:-

(a) every Member with a registered address in Malaysia or an address for service of notices in Malaysia;

(b) every person entitled to a share in consequence of the death or bankruptcy of a Member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting;

(c) the Directors for the time being of the Company;

(d) the Auditor for the time being of the Company; and

(e) the Exchange and every stock exchange, if any, in which the shares of the Company is listed.

Except as aforesaid, no other person shall be entitled to receive notices of general meeting.

When service effected

197. A notice or document shall be deemed given:-

(a) if sent by post, on being posted and shall deemed posted on a certain date if it is proven that an envelope containing a notice was properly addressed prepaid and put in the post on that date;

(b) if delivery by hand, on the date of delivery if on that date it is left at an address of the Member;

(c) to the current address of Member or served at the time of transmission of the electronic communication by the email server or facility operated by the Company or its service provider to the current address of Members notwithstanding any delayed receipts, non-delivery or "returned mail" reply message or any other error message indicating that the electronic communication was delayed or not successfully sent;

(d) by making it available on Bursa Link or the Company's website;

(e) in the case of an advertisement it shall be the day which the advertisement appears on the newspaper; and

(f) in the case of telex, facsimile, telegram, electronic mail or other means of communicating writing in visible form on dispatch or transmission.

WINDING UP

Application of balance of assets

198. On a winding up of the Company the balance of the assets available for distribution among the Members shall subject to any special rights attaching to any class of shares be applied in repaying to the Members the amounts paid up on the shares held by them and any surplus assets will belong to the holders of any issued ordinary shares according to the respective numbers of shares held by them or, if there are no issued ordinary shares, to the holders of any issued unclassified shares according to the respective numbers of shares held by them.

Distribution of assets

199. If the Company is wound up the liquidators may, with the sanction of a Special Resolution of the Company, divide amongst the Members 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 divisions shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of any such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, think fit, but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability.

Effect of insufficient or excess assets

200. Without prejudice to the rights of holders of shares issued upon special terms and conditions pursuant to this Constitution, the following provisions shall apply :-

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

(b) 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, at the commencement of the winding-up, on the shares held by them respectively.

SECRECY CLAUSE

Discovery of Company's confidential information

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

INDEMNITY

Indemnity for Company's officer

202. Subject to the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director, Managing Director, agent Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against:-

(a) any loss or liability incurred or sustained by him arising from or in relation to his office or the performance of his duties except where such loss or liability result from any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company; and

(b) any liability incurred by him 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 in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

ALTERATION OF CONSTITUTION

203. The Company shall not delete, amend or add to any of this Constitution unless prior approval has been sought from the Members of the Company in general meeting by a Special Resolution for such deletion, amendment or addition.

COMPLIANCE WITH THE LISTING REQUIREMENTS OF THE EXCHANGE

204. (a) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done.

(b) Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done.

(c) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).

(d) If the Listing Requirements require this Constitution to contain a provision and they do not contain such a provision, this Constitution is deemed to contain that provision.

(e) If the Listing Requirements require this Constitution not to contain a provision and they contain such a provision, this Constitution is deemed not to contain that provision.

(f) If any provision of this Constitution is or becomes inconsistent with the Listing Requirements, this Constitution is deemed not to contain that provision to the extent of the inconsistency.

PERSONAL DATA

205. A Member who is a natural person is deemed to have consented to the collection, use and disclosure of his personal data (whether such personal data is provided by that Member or is collected through a third party) by the Company or its agents or service providers from time to time for any of the following purposes:-

(a) implementation and administration of corporate action by the Company or its agents or service providers;

(b) internal analysis and/or market research by the Company or its agents or service providers;

(c) investor relations communications by the Company or its agents or service providers;

(d) administration by the Company or its agents or service providers of that Member's holding of shares in the capital of the Company;

(e) implementation and administration of any service provided by the Company or its agents or service providers; to its Members to receive notices of meetings, annual reports and other Members' communications and/or for proxy appointment, whether by electronic means or otherwise;

(f) processing by the Company or its agents or service providers of proxies and representatives appointed for any general meeting or any adjournment thereof and the preparation and compilation of the ballot papers, voting slips, attendance lists, minutes and other documents relating to any general meeting including any adjournment thereof;

(g) implementation and administration of, and compliance with any provision of this Constitution;

(h) Compliance with applicable laws; and

(i) Purposes which are reasonably related to any of the above purposes.