

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad (“**Bursa Securities**”) has not perused Part A and Part B of this Circular prior to its issuance as it is an exempt circular pursuant to Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.

Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness, and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



WELLCALL HOLDINGS BERHAD
[Registration No. 200501025213 (707346-W)]
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

PART A

**PROPOSED RENEWAL SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY
TRANSACTIONS OF A REVENUE OR TRADING NATURE**

PART B

PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY

The Resolutions in respect of the above will be tabled at the 17th Annual General Meeting (“**AGM**”) of Wellcall Holdings Berhad’s (“**Wellcall**” or “**Company**”), which will be held fully virtual through live streaming from the broadcast venue at Level 43A, MYEG Tower, Empire City, No. 8, Jalan Damansara, PJU 8, 47820 Petaling Jaya, Selangor Darul Ehsan on Friday, 24 February 2023 at 10:00 a.m., or at any adjournment thereof. The Notice of AGM and the Form of Proxy are set out in the 2022 Annual Report of the Company issued with this Circular.

The Form of Proxy must be lodged at the Company’s Registered Office at No. 7-1, Jalan 109F, Plaza Danau 2, Taman Danau Desa, 58100 Kuala Lumpur, Wilayah Persekutuan or fax to (603) 7980 1242 or email to WellcallAGM@amerits.com.my not less than forty-eight (48) hours before the time stipulated for holding the AGM as indicated below or at any adjournment thereof. The lodging of the Form of Proxy shall not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

Last day, date and time for lodging the Form of Proxy : Wednesday, 22 February 2023 at 10:00 a.m.
Day, date and time of the AGM : Friday, 24 February 2023 at 10:00 a.m.

This Circular is dated 26 January 2023

DEFINITIONS

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

“Act”	: Companies Act 2016, including any amendment made from time to time and any re-enactment thereof
“AGM”	: Annual General Meeting
“Board”	: Board of Directors of Wellcall
“Bursa Securities”	: Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
“Circular”	: Circular to shareholders in relation to the Proposed Renewal of Shareholders’ Mandate and Proposed Adoption of New Constitution of the Company
“Company” or “Wellcall”	: Wellcall Holdings Berhad [Registration No. 200501025213 (707346-W)]
“Constitution”	: Constitution of the Company, as amended from time to time
“Director(s)”	: A natural person who holds a directorship in the Company, whether in an executive or non-executive capacity, and shall have the meaning given in Section 2 of the Act and Section 2(1) of the Capital Markets and Services Act 2007
“FYE”	: Financial year ended
“Global Rubber”	: Global Rubber Industry (M) Sdn Bhd [Registration No. 201901016917 (1326245-M)]
“Group” or “Wellcall Group”	: Wellcall, its subsidiary and its joint venture company
“Interested Directors”	: Datuk Ng Peng Hong @ Ng Peng Hay, Huang Yu Fen, Huang Sha, Huang Kai Lin, Tan Kang Foon (demised on 19 December 2022) and Tan Kang Seng, collectively
“Listing Requirements”	: Main Market Listing Requirements of Bursa Securities
“LPD”	: 23 December 2022, being the latest practicable date prior to the printing of this Circular
“Major Shareholder(s)”	: A person who has (which includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company or any other corporation which is its subsidiary or holding company) an interest or interests in one (1) or more voting shares in the Company and the aggregate number of those shares, is: (a) equal to 10% or more than 10% of the total number of voting shares in the Company; or (b) equal to 5% or more than 5% of the total number of voting shares in the Company where such person is the largest shareholder of the Company.

For the purposes of this definition, “interest in shares” shall have the meaning given in Section 8 of the Act.

DEFINITIONS (cont'd)

“Mandate Period”	:	The period from the date of the forthcoming 17th AGM until the conclusion of the next AGM
“NA”	:	Net assets
“Person(s) Connected”	:	In relation to a Director or a Major Shareholder, means such person who falls under any one (1) of the categories as defined in Paragraph 1.01 of the Listing Requirements
“Proposed Renewal of Shareholders’ Mandate”	:	Proposed renewal of shareholders’ mandate for RRPT during the Mandate Period as set out in Section 2.3 herein
“Proposed Adoption”	:	Proposed adoption of a new Constitution to replace the whole of the existing Constitution of the Company
“RRPT or Recurrent Related Party Transaction(s)”	:	Related party transaction which is recurrent, of a revenue or trading nature which is necessary for the Group’s day-to-day operations and is entered into by the Group in the ordinary course of business which involves the interest, direct or indirect, of a Related Party
“Related Party”	:	A Director, Major Shareholder or Person Connected with such Director or Major Shareholder as defined under Chapters 1 and 10 of the Listing Requirements
“RM” and “sen”	:	Ringgit Malaysia and sen, respectively
“TWSB”	:	Trelleborg Wellcall Sdn Bhd [Registration No. 201901009745 (1319073-X)]
“Wellcall” or “the Company”	:	Wellcall Holdings Berhad [Registration No. 200501025213 (707346-W)]
“Wellcall Hose”	:	Wellcall Hose (M) Sdn Bhd [Registration No. 199501014529 (343730-A)]

All references to “you” in this Circular are references to the shareholders of Wellcall.

Words denoting the singular shall, where applicable, include the plural and *vice versa*. Words denoting the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. Any references to persons shall include a company or a corporation.

Any reference in this Circular to any legislation, statute or statutory provision is a reference to that legislation, statute or statutory provision as for the time being amended or re-enacted. Any word defined in the Act or Listing Requirements thereof and used in this Circular shall where applicable, have the meaning ascribed to it under the Act or Listing Requirements. Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

Any discrepancy in the figures included in this Circular between the amounts stated and the totals thereof are due to rounding. Any discrepancy in the tables included in this Circular between the amounts listed, actual figures and the totals thereof are also due to rounding.

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WELLCALL HOLDINGS BERHAD
[Registration No. 200501025213 (707346-W)]
(Incorporated in Malaysia)

Registered Office
No. 7-1, Jalan 109F
Plaza Danau 2
Taman Danau Desa
58100 Kuala Lumpur
Wilayah Persekutuan

26 January 2023

The Board of Directors:

Datuk Ng Peng Hong @ Ng Peng Hay (*Group Non-Independent Non-Executive Chairman*)
Huang Sha (*Group Non-Independent Managing Director*)
Huang Yu Fen (*Non-Independent Executive Director*)
Tan Kang Seng (*Non-Independent Non-Executive Director*)
Datuk Yong Peng Tak (*Senior Independent Non-Executive Director*)
Goh Hoon Leum (*Independent Non-Executive Director*)
Chin Yoke Wah (*Independent Non-Executive Director*)
Azian Binti Mohd Yusof (*Independent Non-Executive Director*)
Huang Kai Lin (*Alternate Director to Huang Sha*)
Chua Yi Rong, Edmund (Cai YiRong, Edmund) (*Alternate Director to Tan Kang Seng*)

To: The Shareholders of Wellcall

Dear Sir/Madam,

PART A : PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTION OF A REVENUE OR TRADING NATURE

1. INTRODUCTION

At our Company's 16th AGM held on 21 February 2022, our Company had obtained the shareholders' mandates for our subsidiary to enter into RRPT which are necessary for our Group's day-to-day operations and are in the ordinary course of business and on the Group's normal commercial terms which are not more favourable to the Related Party than those generally available to the public and not detrimental to the minority shareholders ("**Existing Mandate**"). The Existing Mandate shall, in accordance with the Listing Requirements, lapse at the conclusion of our forthcoming 17th AGM, unless the authority for its renewal is obtained from our shareholders at our forthcoming 17th AGM.

The Company had on 16 January 2023 announced its intention to seek your approval for the Proposed Renewal of Shareholders' Mandate at the forthcoming 17th AGM.

The purpose of this Circular is to provide you with the details of the Proposed Renewal of Shareholders' Mandate and to seek your approval for the resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the forthcoming 17th AGM. The Notice of AGM and the Form of Proxy are set out in the 2022 Annual Report of the Company issued with this Circular.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH APPENDIX CONTAINED HEREIN, BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE TO BE TABLED AT THE FORTHCOMING 17TH AGM.

2. DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

2.1 Provision under the Listing Requirements

Wellcall is seeking approval from the shareholders for the Proposed Renewal of Shareholders' Mandate which will allow Wellcall Group, in their normal course of business, to enter into the categories of RRPT referred to in the ensuing sections provided that such transactions, are made at arms' length basis and based on Wellcall Group's normal commercial terms which are not more favourable to the Related Party than those generally available to the public and not detrimental to the minority shareholders.

Pursuant to Paragraph 10.09(2) of the Listing Requirements, the Company may seek a mandate from its shareholders for RRPT subject to the following:

- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public;
- (ii) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(1) of the Listing Requirements;
- (iii) the Company's Circular to shareholders for the shareholders' mandate includes the information as may be prescribed by Bursa Securities;
- (iv) in a meeting to obtain shareholders' mandate, the interested Directors, interested Major Shareholders or interested Person Connected with a Director or Major Shareholder, and where it involves the interest of an interested Person Connected with a Director or Major Shareholder, such Director or Major Shareholder must not vote on the resolution approving the transactions; and
- (v) the Company must immediately announce to Bursa Securities when the actual value of a RRPT entered into by the Company, exceeds the estimated value of the RRPT disclosed in the Circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

2.2 Principal Activities of Wellcall

Wellcall is principally engaged as an investment holding company and carry on business of trading, importing, exporting, marketing, supplying and dealing in direct marketing, multi-level marketing, networking of all kinds of hoses and articles in connection therewith while the principal activities of its subsidiary and joint venture are as follows: -

Name of Company	Effective Equity Interest %	Principal Activities
<u>Subsidiary</u> Wellcall Hose	100%	Manufacturing of rubber hose and related products, property investment and other related activities
<u>Joint Venture</u> TWSB	49%	Manufacturing, marketing and sale of composite hose and fittings

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2.3 Classes and Nature of RRPT

The nature of the RRPT with Related Party of which approval is being sought under the Proposed Renewal of Shareholders' Mandate shall include, but are not limited to those described below:-

Transacting Parties		Interested Director(s) and/or Shareholder(s) and/or Person(s) Connected with them	Nature of the RRPT	Estimated Value of RRPT as disclosed in preceding year's Circular to Shareholders dated 21 January 2022 (RM'000)	Actual Value of RRPT from 21 February 2022 (last AGM) up to LPD (RM'000)	Estimated Value of RRPT from the date of forthcoming 17th AGM to the next AGM ⁽¹⁾ (RM'000)
Wellcall Hose	Related Party					
Wellcall Hose	Global Rubber	Tan Kang Seng ⁽²⁾ ⁽³⁾ Tan Kang Foon ⁽²⁾ ⁽³⁾ Huang Yu Fen ⁽⁴⁾ ⁽⁵⁾ ⁽⁶⁾ ⁽⁷⁾ Tan Joo Chin ⁽⁴⁾ ⁽⁵⁾ ⁽⁶⁾ ⁽⁷⁾ Huang Sha ⁽⁴⁾ ⁽⁵⁾ ⁽⁶⁾ ⁽⁷⁾ Huang Kai Lin ⁽⁴⁾ ⁽⁵⁾ ⁽⁶⁾ ⁽⁷⁾ Leong Ruen Ying ⁽⁸⁾ ⁽⁹⁾ Leong Hon Chong ⁽⁸⁾ ⁽⁹⁾ Datuk Ng Peng Hong @ Ng Peng Hay ⁽¹⁰⁾	Obtain sub-contract services from Global Rubber for topping of nylon cord and relevant add-on or further manufacturing process on semi-finished goods and/or hoses as and when needed basis.	8,000	3,058	8,000

Notes: -

- (1) The estimated values of the transactions are based on information available at the point of estimation and taking into account the management's forecasts on transaction values which will be entered into in the foreseeable future. Due to the nature of the transactions, the actual value of transactions may vary from the estimated values disclosed above. Disclosure will be made in the next annual report of the Company on the actual value of transactions conducted.
- (2) Tan Kang Seng is Director and shareholder of Wellcall, director of Wellcall Hose and who is also Person Connected with Tan Kang Foon.
- (3) Tan Kang Foon demised on 19 December 2022. He was Alternate Director to Tan Kang Seng of Wellcall as well as director and shareholder of Global Rubber.
- (4) Huang Yu Fen is Director and shareholder of Wellcall, director of Wellcall Hose and shareholder of Global Rubber. She is also Person Connected with Huang Sha, Huang Kai Lin and Tan Joo Chin.
- (5) Tan Joo Chin is shareholder of Wellcall and Global Rubber and who is also Person Connected with Huang Sha, Huang Kai Lin and Huang Yu Fen.
- (6) Huang Sha is Director and shareholder of Wellcall, director of Global Rubber and who is also Person Connected with Huang Yu Fen, Huang Kai Lin and Tan Joo Chin.
- (7) Huang Kai Lin was appointed as Alternate Director to Huang Sha of Wellcall on 3 October 2022. He was a former Alternate Director to Leong Hon Chong, and had resigned on 3 October 2022.
- (8) Leong Ruen Ying is shareholder of Global Rubber and who is also Person Connected with Leong Hon Chong.
- (9) Leong Hon Chong was a former Non-Independent Executive Director of Wellcall, and had resigned on 3 October 2022. He is shareholder of Wellcall, director of Wellcall Hose and who is also Person Connected with Leong Ruen Ying.
- (10) Datuk Ng Peng Hong @ Ng Peng Hay is Director of Wellcall, Wellcall Hose and Global Rubber. He was appointed as director of Global Rubber on 3 March 2022..

The above transaction is necessary for Wellcall Group's day-to-day operations and are in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public and are not to the detrimental of the minority shareholders of Wellcall

The nature of the RRPT with Related Party of which approval is being sought under the Proposed Renewal of Shareholders' Mandate does not change, however there are changes in interested Director(s) and/or interested Major Shareholder(s) and/or interested Person(s) Connected with them.

The interested Directors and/or interested Major Shareholders and/or the interested Persons Connected with them and their respective shareholdings in the Related Party as at LPD are as follows:

	Global Rubber			
	< -----Direct----->		< -----Indirect----->	
	No. of Shares	%	No. of Shares	%
<u>Interested Director</u>				
Huang Sha	-	-	-	-
Tan Kang Foon ⁽¹⁾	1	* 0.00	-	-
Datuk Ng Peng Hong @ Ng Peng Hay	-	-	-	-
<u>Interested Persons Connected</u>				
Huang Yu Fen	3,150,000	16.43	-	-
Tan Joo Chin	1,350,000	7.04	-	-
Leong Ruen Ying	400,000	2.09	-	-
Huang Kai Lin	-	-	-	-
Leong Hon Chong	-	-	-	-
Tan Kang Seng	-	-	-	-

Note: -

(*) *Insignificant*

(1) *Tan Kang Foon demised on 19 December 2022*

The interested Directors and/or interested Major Shareholders and/or the interested Persons Connected with them and their directorships in the Related Party as at LPD are as follows: -

	Global Rubber
Huang Sha	✓
Huang Kai Lin	-
Huang Yu Fen	-
Tan Joo Chin	-
Leong Ruen Ying	-
Leong Hon Chong	-
Tan Kang Foon ⁽¹⁾	✓
Tan Kang Seng	-
Datuk Ng Peng Hong @ Ng Peng Hay	✓

Note:

✓ *Indicate directorship in the Related Party.*

(1) *Tan Kang Foon demised on 19 December 2022*

2.4 Amount Due and Owing Under RRPT

For the FYE 30 September 2022, there was RM643,661 owing by Wellcall Group to its Related Party pursuant to the RRPT which has not exceeded the credit term.

2.5 Review and Disclosure Procedures

Wellcall Group has established the following procedures and guidelines to ensure that RRPT are conducted at an arm's length basis and on the Group's normal commercial terms consistent with the Group's usual business practices and policies, which are generally not more favourable to the Related

Party than those extended to unrelated third parties and are not to the detriment of the minority shareholders:

- (i) An updated list of Related Party will be circulated to the management of Wellcall Hose to notify that all RRPT are required to be undertaken at an arm's length basis and on normal commercial terms and on terms not more favourable to the Related Party than those generally available to the public and are not to the detriment of the minority shareholders;
- (ii) Records will be maintained by the Finance Department to capture all RRPT which are entered pursuant to the shareholders' mandate obtained at general meeting for RRPT;
- (iii) All RRPT will be reviewed by the management and Audit Committee and reported to the Board on a quarterly basis to ascertain that the procedures and guidelines established to monitor the RRPT have been complied with;
- (iv) In the review of the RRPT, the Audit Committee may, as they deem fit, request for additional information pertaining to the RRPT from independent sources and advisers;
- (v) The internal audit plan shall incorporate reviews of the RRPT entered into pursuant to the shareholders' mandate obtained at general meeting for RRPT to ensure that the relevant approvals have been obtained and that the procedures in respect of the RRPT have been adhered to. The Board and Audit Committee shall review the internal audit reports to ascertain that the review procedures established to monitor RRPT have been complied with;
- (vi) If a member of the Board or Audit Committee has an interest in the RRPT, he/she shall abstain from any decision-making by the Board or Audit Committee in respect of such transactions and continue to abstain from voting on the resolution approving the transactions; and
- (vii) At least two (2) other contemporaneous transactions with unrelated third parties for similar products, services and/or quantities will be used as comparison, wherever possible for determining the price and terms offered by/to the Related Party are fair and reasonable as compared with those offered by unrelated third parties for the same or substantially similar type of products, services and/or quantities.

In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be based on prevailing market rates/prices that are agreed upon under similar commercial terms for transactions with unrelated third parties, business practices and policies and on terms which are generally in line with industrial norms and is not detrimental to the Group and the minority shareholders. Other factors taken into considerations for evaluation purposes will be reliability to supply and delivery, quality of materials or goods and services.

In accordance with Section 3.1.5 of Practice Note No. 12 of the Listing Requirements, disclosure shall be made in the annual report of the Company on the actual breakdown of the aggregate value of the RRPT undertaken pursuant to the shareholders' mandate obtained at general meeting for RRPT. Disclosure will also be made in the annual reports for subsequent financial years during which such mandates remain in force.

2.6 Threshold for Authority

There is no specific threshold for approval of RRPT within the Group. All RRPT are reviewed and authorised by personnel of at least managerial level, provided always that such personnel has no interest in the transactions and the said transactions have been approved pursuant to the shareholders' mandate obtained at general meeting for RRPT.

2.7 Statement by the Audit Committee

The Audit Committee of the Company has reviewed the procedures set out in Section 2.5 of this Circular and is of the view that the said procedures are sufficient to ensure that the RRPT are conducted: -

- (a) on arm's length basis;
- (b) under normal commercial terms consistent with the Group's business practices and policies;
- (c) on terms not more favourable to the Related Party than those generally available to the public;
and
- (d) not to the detriment of the minority shareholders.

The Audit Committee is of the view that the Group has in place adequate procedures and processes to monitor, track, and identify RRPT in a timely and orderly manner. The Audit Committee's review procedures will be conducted on a quarterly basis together with the quarterly financial reports, or such frequency as the Audit Committee considers appropriate having regard to the value and frequency of the RRPT.

2.8 Validity Period for the Proposed Renewal of Shareholders' Mandate

If approved at the forthcoming 17th AGM, the Proposed Renewal of Shareholders' Mandate is subject to annual review. In this respect, any authority conferred by the Proposed Renewal of Shareholders' Mandate shall only continue to be in force until: -

- (a) the conclusion of the next AGM of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders of Wellcall in general meeting, whichever is the earlier.

The Proposed Renewal of Shareholders' Mandate shall apply in respect of the RRPT entered as stipulated in the ensuing sections. Thereafter, if the Board decides that the Proposed Renewal of Shareholders' Mandate sought herein is desirable, shareholders' approval for such renewal will be sought at each subsequent AGM of the Company.

3. RATIONALE AND BENEFITS FOR THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

The RRPT to be entered into by the Group with respect to which the Proposed Renewal of Shareholders' Mandate are sought for, are those which will be carried out in the ordinary course of business and are mainly for the support of the Group in its daily operations. They are recurring transactions of a revenue or trading nature which are likely to occur with some degree of frequency and which may arise at any time and from time to time.

These transactions may be constrained by the time-sensitive, frequent nature and confidentiality of such transactions, and it may be impractical to seek shareholders' approval on a case-by-case basis before entering into the RRPT. As such, the Board is seeking a shareholders' mandate pursuant to Paragraph 10.09 of the Listing Requirements for the RRPT described in Section 2.3 above to allow the Group to enter into such RRPT which will be made or made at an arm's length basis and on normal commercial terms which are not more favourable to the Related Party than those generally available to the public and are not to the detriment of the minority shareholders of the Company and which are not prejudicial to the interest of the shareholders.

The sub-contract services to be provided by Related Party creates synergy and benefits to Wellcall Group by increasing the expediency and efficiency in the manufacturing process.

By obtaining the shareholders' approval on the Proposed Renewal of Shareholders' Mandate and the renewal of the same on an annual basis, the necessity to make announcements to Bursa Securities and to convene separate general meetings from time to time to seek shareholders' approval as and when such RRPT occur would not arise. The Proposed Renewal of Shareholders' Mandate, if approved, would result in substantial savings of administrative time, inconvenience, costs and expenses for the Company in that it would dispense with the need for the Company to convene shareholders' meetings to approve the RRPT which are of a recurring nature. It would also enable the Group to meet its corporate objectives and realise business opportunities, as and when they become available to the Group, in a more timely and effective way.

4. EFFECTS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

The Proposed Renewal of Shareholders' Mandate will not have any effect on shareholders' shareholdings and will not have any material effect on dividends of the Company. The Proposed Renewal of Shareholders' Mandate will also not have any material effect on the earnings, NA and gearing of Wellcall Group.

5. APPROVALS REQUIRED

The Proposed Renewal of Shareholders' Mandate is subject to the approval of the shareholders of Wellcall at the forthcoming 17th AGM to be convened.

6. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

- (a) Huang Yu Fen is Director and shareholder of Wellcall and is interested in the Proposed Renewal of Shareholders' Mandate by virtue of her and her sister in-law, Tan Joo Chin's shareholdings in Global Rubber.
- (b) Huang Sha is Director and shareholder of Wellcall who is also director of Global Rubber and is deemed interested in the Proposed Renewal of Shareholders' Mandate by virtue of his daughter, Huang Yu Fen's and his daughter in-law, Tan Joo Chin's shareholdings in Global Rubber.
- (c) Huang Kai Lin is the alternate Director to Huang Sha and shareholder of Wellcall (by virtue of his wife, Tan Joo Chin's shareholdings in Wellcall) and is deemed interested in the Proposed Renewal of Shareholders' Mandate by virtue of his wife, Tan Joo Chin's and sister, Huang Yu Fen's shareholdings in Global Rubber.
- (d) Leong Hon Chong is shareholder of Wellcall and director of Wellcall Hose and is deemed interested in the Proposed Renewal of Shareholders' Mandate by virtue of his daughter, Leong Ruen Ying's shareholdings in Global Rubber.
- (e) Tan Kang Foon demised on 19 December 2022. He was alternate Director to Tan Kang Seng of Wellcall and was interested in the Proposed Renewal of Shareholders' Mandate by virtue of his directorship and shareholding in Global Rubber.

- (f) Tan Kang Seng is Director and shareholder of Wellcall and is deemed interested in the Proposed Renewal of Shareholders' Mandate by virtue of his son, Tan Kang Foon's directorship and shareholding in Global Rubber.
- (g) Tan Joo Chin and Leong Ruen Ying, all being Persons Connected with the interested Directors are deemed interested in the Proposed Renewal of Shareholders' Mandate.
- (h) Datuk Ng Peng Hong @ Ng Peng Hay is Chairman of Wellcall and is deemed interested in the Proposed Renewal of Shareholders' Mandate by virtue of his directorship in Global Rubber.

The direct and indirect interests of the interested Directors and/or interested Major Shareholders and/or interested Persons Connected to the interested Directors and/or interested Major Shareholders in Wellcall as at LPD are as follows: -

Name	Direct Interest		Indirect Interest	
	No. of Shares	%	No. of Shares	%
Huang Sha	16,945,317	3.40	⁽¹⁾ 168,750	0.03
Huang Kai Lin	-	-	⁽²⁾ 2,186,850	0.44
Huang Yu Fen	562,500	0.11	-	-
Leong Hon Chong	5,369,350	1.08	-	-
Tan Kang Seng	⁽³⁾ 1,687,500	0.34	⁽⁴⁾ 55,989,478	11.24
Tan Kang Foon	-	-	-	-
Tan Joo Chin	2,186,850	0.44	-	-
Leong Ruen Ying	-	-	-	-
Datuk Ng Peng Hong @ Ng Peng Hay	-	-	⁽¹⁾ ⁽²⁾ 9,475,550	1.90

Notes: -

⁽¹⁾ Deemed interested by virtue of Section 59(11)(c) of the Act, through the shareholding of his children in the Company.

⁽²⁾ Deemed interested by virtue of Section 59(11)(c) of the Act, through the shareholding of his spouse in the Company.

⁽³⁾ 1,687,500 shares are held through HLIB Nominees (Tempatan) Sdn Bhd pledged securities account for Tan Kang Seng.

⁽⁴⁾ Deemed interested by virtue of Section 8(4)(c) of the Act, through his shareholding in Maximum Perspective Sdn Bhd via HLIB Nominees (Tempatan) Sdn Bhd pledged securities account for Maximum Perspective Sdn Bhd.

Accordingly, the above interested Directors and/or interested Major Shareholders and/or interested Persons Connected to the interested Directors and/or interested Major Shareholders of Wellcall have and will continue to abstain from the Board deliberation and voting pertaining to the Proposed Renewal of Shareholders' Mandate. In addition, the above interested Directors and/or interested Major Shareholders and/or interested Persons Connected to the interested Directors and/or interested Major Shareholders will also be abstained from voting in respect of their direct and indirect shareholdings in Wellcall on the ordinary resolution pertaining to the Proposed Renewal of Shareholders' Mandate at the forthcoming 17th AGM.

The interested Directors and/or interested Major Shareholders and/or interested Persons Connected to the interested Directors and/or interested Major Shareholders will also ensure that Persons Connected with them be abstained from voting on the ordinary resolution, deliberating or approving the Proposed Renewal of Shareholders' Mandate.

Save as aforesaid, none of the Directors or Major Shareholders of Wellcall or Person Connected with them has any interest, direct or indirect, in the Proposed Renewal of Shareholders' Mandate.

7. DIRECTORS' RECOMMENDATION

The Board (save for the Interested Directors, namely Huang Yu Fen, Huang Sha, Huang Kai Lin, Tan Kang Foon, Tan Kang Seng and Datuk Ng Peng Hong @ Ng Peng Hay who have abstained from all deliberations on the Proposed Renewal of Shareholders' Mandate), having considered all aspects of the Proposed Renewal of Shareholders' Mandate, is of the opinion that the Proposed Renewal of Shareholders' Mandate is in the best interest of the Company and its shareholders.

Accordingly, the Board (save for the Interested Directors, namely Huang Yu Fen, Huang Sha, Huang Kai Lin, Tan Kang Foon, Tan Kang Seng and Datuk Ng Peng Hong @ Ng Peng Hay who have abstained from all deliberations on the Proposed Renewal of Shareholders' Mandate), recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the forthcoming 17th AGM.

8. AGM

The ordinary resolution pertaining to the Proposed Renewal of Shareholders' Mandate are set out in the notice of AGM which is enclosed in the 2022 Annual Report of the Company. The AGM will be held at **at Level 43A, MYEG Tower, Empire City, No. 8, Jalan Damansara, PJU 8, 47820 Petaling Jaya, Selangor Darul Ehsan on Friday, 24 February 2023 at 10:00 a.m.** or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the ordinary resolution to give effect to the Proposed Renewal of Shareholders' Mandate.

If you are unable to attend and vote in person at the AGM, you are requested to complete, sign and return the enclosed Proxy Form in accordance with the instruction provided thereon so as to arrive at the Company's Registered Office at No. 7-1, Jalan 109F, Plaza Danau 2, Taman Danau Desa, 58100 Kuala Lumpur, Wilayah Persekutuan or fax to (603) 7980 1242 or email to WellcallAGM@amerits.com.my not less than forty-eight (48) hours before the time and date fixed for the forthcoming 17th AGM or any adjournment thereof. The lodging of the Proxy Form does not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

9. FURTHER INFORMATION

Shareholders are advised to refer to the attached Appendix I for further information.

Yours faithfully,
For and on behalf of the Board of
WELLCALL HOLDINGS BERHAD

Datuk Ng Peng Hong @ Ng Peng Hay
Group Non-Independent Non-Executive Chairman

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

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

2. MATERIAL CONTRACTS

There are no material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by Wellcall and/or its subsidiary company for the past two (2) years preceding the date of this Circular.

3. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

As at the date of this Circular, neither Wellcall nor its subsidiary company is engaged in any material litigation, claim or arbitration, either as plaintiff or defendant, which has a material effect on the financial position or business operations of Wellcall and/or its subsidiary company and the Board has no knowledge of any proceeding pending or threatened against Wellcall and/or its subsidiary company or any fact likely to give rise to any proceeding which may materially and adversely affect the financial position or business operations of Wellcall Group.

4. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection at the Registered Office of Wellcall at No. 7-1, Jalan 109F, Plaza Danau 2, Taman Danau Desa, 58100 Kuala Lumpur, Wilayah Persekutuan, during normal business hours from Monday to Friday (except public holidays) from the date of this circular up to and including the date of the forthcoming 17th AGM, or at any adjournment thereof:

- (a) Constitution of Wellcall; and
- (b) Audited consolidated financial statements of Wellcall for the past two (2) FYE 30 September 2021 and 30 September 2022.

PART B

PROPOSED ADOPTION OF A NEW CONSTITUTION OF THE COMPANY



WELLCALL HOLDINGS BERHAD
[Registration No. 200501025213 (707346-W)]
(Incorporated in Malaysia)

Registered Office
No. 7-1, Jalan 109F
Plaza Danau 2
Taman Danau Desa
58100 Kuala Lumpur
Wilayah Persekutuan

26 January 2023

The Board of Directors:

Datuk Ng Peng Hong @ Ng Peng Hay (*Group Non-Independent Non-Executive Chairman*)
Huang Sha (*Group Non-Independent Managing Director*)
Huang Yu Fen (*Non-Independent Executive Director*)
Tan Kang Seng (*Non-Independent Non-Executive Director*)
Datuk Yong Peng Tak (*Senior Independent Non-Executive Director*)
Goh Hoon Leum (*Independent Non-Executive Director*)
Chin Yoke Wah (*Independent Non-Executive Director*)
Azian Binti Mohd Yusof (*Independent Non-Executive Director*)
Huang Kai Lin (*Alternate Director to Huang Sha*)
Chua Yi Rong, Edmund (Cai YiRong, Edmund) (*Alternate Director to Tan Kang Seng*)

To: The Shareholders of Wellcall

Dear Sir/Madam,

PART B : PROPOSED ADOPTION OF A NEW CONSTITUTION OF THE COMPANY

1. INTRODUCTION

On 16 January 2023, the Board announced the Company proposes to seek shareholders' approval for the Proposed Adoption to replace the whole of the existing Constitution ("Existing Constitution") of the Company at the forthcoming AGM.

The purpose of this Circular is to provide you with the details and information of the Proposed Adoption, to set out the recommendation made by the Board and to seek your approval for the same by way of a special resolution to be tabled at the forthcoming AGM of the Company or at any adjournment thereof.

2. DETAILS OF THE PROPOSED ADOPTION

The details of the Proposed Adoption are set out in Appendix II of this Circular.

3. RATIONALE OF THE PROPOSED ADOPTION

The purpose of the Proposed Adoption is to streamline the Company's Constitution with the new amendments made to the Main Market Listing Requirements of Bursa Malaysia and Malaysian Code on Corporate Governance 2021 applicable to the Company, as well as to update the Existing Constitution of the Company, where relevant, to render consistency throughout in order to facilitate and further enhance administrative efficiency.

The Board has also proposed to adopt the new Constitution to replace the whole of the Existing Constitution with a new Constitution in view of the substantial amendments to be made to the Existing Constitution.

4. EFFECTS OF THE PROPOSED ADOPTION

The Proposed Adoption is an administrative exercise and hence it will not have any effect on the share capital of the Company, earnings per share, net assets, gearing or substantial shareholders' shareholdings of the Company.

5. APPROVAL REQUIRED

The Proposed Adoption is subject to the approval of shareholders by way of a special resolution at the forthcoming AGM and any adjournment thereof.

6. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

None of the Directors and/or Major Shareholders and/or Persons Connected to them are interested in the Proposed Adoption.

7. DIRECTORS' STATEMENT AND RECOMMENDATION

Our Directors, having considered all aspects of the Proposed Adoption, are of the opinion that the Proposed Adoption is in the best interest of the Company. Accordingly, our Directors recommend that you vote in favour of this special resolution pertaining to the Proposed Adoption to be tabled at the forthcoming AGM.

8. AGM

The special resolution pertaining to the Proposed Adoption is set out in the notice of AGM which is enclosed in the 2022 Annual Report of the Company. The AGM will be held at **at Level 43A, MYEG Tower, Empire City, No. 8, Jalan Damansara, PJU 8, 47820 Petaling Jaya, Selangor Darul Ehsan on Friday, 24 February 2023 at 10:00 a.m.** or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the special resolution to give effect to the Proposed Adoption.

If you are unable to attend and vote in person at the AGM, you are requested to complete, sign and return the enclosed Proxy Form in accordance with the instruction provided thereon so as to arrive at the Company's Registered Office at No. 7-1, Jalan 109F, Plaza Danau 2, Taman Danau Desa, 58100 Kuala Lumpur, Wilayah Persekutuan or fax to (603) 7980 1242 or email to WellcallAGM@amerits.com.my not less than forty-eight (48) hours before the time and date fixed for the forthcoming AGM or any adjournment thereof. The lodging of the Proxy Form does not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

PROPOSED NEW CONSTITUTION

**THE COMPANIES ACT, 2016
MALAYSIA**

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

**WELLCALL HOLDINGS BERHAD
[Registration No. 200501025213 (707346-W)]**

Incorporated on 23rd day of August, 2005

THE COMPANIES ACT 2016
PUBLIC COMPANY LIMITED BY SHARES
CONSTITUTION
OF
WELLCALL HOLDINGS BERHAD
[Registration No. 200501025213 (707346-W)]

1. The name of the Company is Wellcall Holdings Berhad.
2. The registered office of the Company is situated in Malaysia.
3. Section 21 of the Act shall apply and the Company shall be capable of exercising all the functions of a body corporate and have the full capacity to carry on or undertake any business or activity the Directors considered advantageous to the Company and that are not prohibited under any law for the time being in force in Malaysia.

The paragraphs as contained in the Third Schedule of the Act shall not apply to the Company except in so far as the same is repeated or contained in this Constitution.

4. The objects for which the Company is established include but are not limited to the following:

4.1 To carry on the business of an investment holding company as below:

- (a) coordinate the business of any companies in which the Company is for the time being interested, and to acquire (whether by original subscription, tender, purchase, exchange or otherwise) the whole of or any part of stock, shares, debentures, debenture stocks, bonds and other Securities issued or guaranteed by a body corporate constituted or carrying on business in any part of the world or by government sovereign ruler, commissioners, public body or authority and to hold the same as investments, and to sell, exchange, carry and dispose of the same;
- (b) to issue and redeem bonds or other Securities to investors on such terms as may be thought fit; to acquire and hold, either in the name of the Company or in the name of any nominee of the Company, by purchase, exchange, or otherwise, any land or property of any tenure, or any interest in land or property, in Malaysia or anywhere else in the world, and generally to invest, deal with, manage, or develop the land or property; to acquire and hold, by purchase, exchange, or otherwise, either in the name of the Company or in the name of any nominee of the Company, any asset or property in whatever form, and whether tangible or intangible (or any interest therein);
- (c) to sell, lease, let, mortgage, charge, pledge, encumber, give or otherwise dispose of any and all such assets, property, rights and entitlements (or any part of any of the foregoing) of the Company;
- (d) to provide any and all forms of corporate, commercial, consultancy and/or management services to any person; and objects of the generally to exercise and enforce all rights and powers conferred by/or incident to the ownership of any investment of the Company.

- 4.2 To carry on all or any of the business of international traders, buyers, buying agents, sellers, sales agents, importers, exporters, commission agents, general merchants, traders and dealers both wholesale and retail, contractors, brokers, factors, distributors, manufacturers' representatives; and commercial, financial, general agents and generally to import, export, buy, sell (either for cash and/or on credit), barter, exchange pledge, make advance upon or otherwise deal in goods, produce, commodities and merchandise of all kinds.
- 4.3 To carry on any other trade or business whatsoever whether manufacturing or otherwise which can, in the opinion of the Company; be advantageously or conveniently carried on by the Company by way of extension of or in connection with, or is calculated directly or indirectly to develop and branch of the Company's business or to increase the value of or turn to account any of the Company's assets property or rights and to borrow or raise or secure the payment of money by mortgage, or by the issue of debenture or debenture stock, perpetual or otherwise, or in such other manner as the Company shall think fit.
5. The liability of the Members is limited.
6. The share capital of the Company is its issued share capital which shall be in Ringgit Malaysia. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential deferred qualified or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.
7. Definitions and Interpretation

7.1 In this Constitution unless the subject matter or context dictates otherwise, the following words and phrases shall have the meanings assigned to them herein:-

WORDS	MEANINGS
"Act"	means the Companies Act 2016 and any statutory modification, amendment or re-enactment thereof and any and every other legislation for the time being in force made thereunder and any written law for the time being in force concerning companies and affecting the Company.
"Authorised Nominee"	means an authorised nominee defined under the Central Depositories Act and the Rules.
"Auditor(s)"	means the auditors of the Company.
"Board" or "Board of Directors"	means the Board of Directors for the time being of the Company.
"Central Depositories Act"	means the Securities Industry (Central Depositories) Act, 1991, as it may be amended, modified or re-enacted from time to time.
"Clause(s)"	means these Clauses as originally framed or as altered from time to time by special resolution.
"Company"	means Wellcall Holdings Berhad [Registration No. 200501025213 (707346-W)] or including such names as may be changed from time to time.
"Constitution"	This constitution as originally framed or as may be altered from time to time by way of passing a special resolution.
"Debenture" and "Debenture-holder"	means the expressions "debenture" and "debenture-holder" shall include "debenture-stock" and "debenture-stockholder".

“Deposited Security”	means a Security standing to the credit of a Securities Account and includes a Security in a Security Account that is in suspense.
“Depositor”	means a holder of Securities Account.
“Depository”	means the Bursa Malaysia Depository Sdn. Bhd. or its nominees.
“Directors”	means the directors of the Company holding office for the time being, and, unless otherwise stated, includes their duly appointed alternates.
“Electronic Address”	means electronic mail address or mobile or contact number last maintained with the Secretary or the Depository for the purposes of sending or receiving documents or information by electronic means.
“Electronic Communication”	means a communication of information or document sent by electronic means, including but not limited to electronic posting to the Company’s website, transmission to the Electronic Designated Address, any number or address or other electronic delivery methods as otherwise decided and approved by the Directors.
“Electronic Designated Address”	means any electronic mail address or mobile or contact number used for the purposes of sending or receiving documents or information by Electronic Communication.
“Exchange”	means Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)] and/or any other stock exchange on which the Company is listed.
“Exempt Authorised Nominee”	means an authorised nominee, as 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”	means the Listing Requirements of the Exchange, including the practice notes or circulars as it may be modified or amended from time to time.
“Market Day(s)”	means any day between Monday and Friday which is not a market holiday of the Exchange or a public holiday.
“Member(s)” or “Holder(s)” or any like expression	means any person or persons for the time being holding shares in the Company and whose names appear in the Company’s Register of Members, including any Depositors whose names appear on the Record of Depositors except the Bursa Malaysia Depository Nominees Sdn. Bhd..
“Minister”	means Section 3 of the Interpretation Acts 1948 and 1967, when used in the Act.
“Office”	means the registered office for the time being of the Company.
“Record of Depositors”	means the record of depositors provided by the Depository to the Company under Chapter 24.0 of the Rules.

“Registered Address” or “Address”	means in relation to any Member, his physical address for the service or delivery of notices or documents personally or by post, except where otherwise expressly provided in this Constitution.
“Register of Members”	means the register of members to be kept pursuant to the Act.
“Rules”	means the rules of the Depository and any appendices thereto as they may be amended or modified from time to time.
“Seal”	means the common seal of the Company or in appropriate cases the official seal or duplicate common seal.
“Secretary”	means any person or persons appointed to perform the duties of a secretary of the Company and (subject to the provisions of the Act) include a joint, temporary, assistant or deputy secretary. The expression “Secretary” shall include any person appointed by the Directors to perform any of the duties of the Secretary.
“Securities Account”	means an account established by the Depository for a Depositor for the recording of deposit of Securities and for dealing in such Securities by the Depositor, as defined in the Central Depositories Act and/or the Rules.
“Securities”	means securities as defined in Section 2(1) of the Capital Markets and Services Act, 2007 or any modification, amendment or re-enactment thereof for the time being in force.
“Share seal”	means the shares seal of the Company.
“Shares”	means shares in the Company.
“Statutes”	means collectively, the Act, the Central Depositories Act and every other Ordinance or Act for the time being in force concerning companies and affecting the Company.
“UCA”	means Unclaimed Monies Act 1965 and any statutory modification, amendments and re-enactment thereof.

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

7.2.1 reference to writing include (except where otherwise expressly specified in this Constitution or the context otherwise requires, and subject to any limitations, conditions or restrictions contained in the Act) any representation or reproduction of words, symbols or other information which may be displayed in a visible form, whether in a physical document or in an electronic communication or form or otherwise howsoever;

7.2.2 words denoting the singular number only shall include the plural number and vice versa and words importing the masculine gender only shall include the feminine and neuter genders and the word “person” shall include firms, partnership, companies and corporations;

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

- 7.2.4 save as aforesaid, words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Interpretation Acts, 1948 and 1967, as amended from time to time and any re-enactment thereof.
- 7.3 Where a word or phrase is given a defined meaning in this Constitution, any other grammatical form in respect of such word or phrase has a corresponding meaning.
- 7.4 The headings and sub-headings in this Constitution are inserted for convenience of reference only and shall not affect the interpretation and construction of the provision therein.

SHARE CAPITAL AND VARIATION OF RIGHTS

8. Issue of Shares

Without prejudice to any special rights previously conferred on the holders of any existing Shares or class of Shares, but subject to the Act, the Listing Requirements, any other statutory requirements, and to conditions, restrictions and limitations expressed in this Constitution, the Directors may allot, issue or grant rights to subscribe for or otherwise dispose of unissued shares in the Company to such persons, at such time and on such terms and conditions, with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as they deem proper, but the Directors in making any such issue of shares shall comply with the following conditions: -

- 8.1 No Shares shall be issued at a discount except in compliance with the provisions of the Act.
- 8.2 The rights attaching to shares of a class other than ordinary shares, shall be expressed in this Constitution, the respective term sheets and/or subscription agreement.
- 8.3 No issue of Shares shall be made without the prior approval of the Members of the Company in general meeting.
- 8.4 No Director shall participate in a scheme that involves a new issuance of Shares or other convertible securities to employees unless the Members in a general meeting have approved the specific allotment to be made to such Director.

9. Rights of preference shareholders

- 9.1 Subject to the Act, the Listing Requirements and term sheet and/or subscription agreement, any other relevant authority for the time being in force, and the conditions, restrictions and limitations expressed in this Constitution, any preference shares may with the sanction of an ordinary resolution be issued on the terms that they are or at the option of the Company are liable to be redeemed and the Company has the power to issue such preference capital ranking equally with, or in priority to preference shares already issued.
- 9.2 Subject to the Act, the Listing Requirements and term sheet and/or subscription agreement, a holder of preference shares must have a right to vote in meetings of holders of their respective class of shares in each of the following circumstances:-
- (a) when the dividend or part of the dividend on the share is in arrears for more than six (6) months;
 - (b) on a proposal to reduce the Company's share capital;
 - (c) on a proposal for the disposal of the whole of the Company's property, business and undertaking;

- (d) on a proposal that affects the rights attached to the preference shares;
- (e) on a proposal to wind up the Company;
- (f) during the winding up of the Company; and
- (g) the Company shall not, without the consent of the existing preference members at a class meeting, issue further preference capital ranking in priority above preference share already issued.

9.3 Subject to this Constitution and/or term sheet and/or subscription agreement, a holder of preference shares shall be entitled to the same rights as a holder of ordinary shares in relation to receiving notices, reports, and audited financial statements, and attending general meetings.

9.4 The Company shall not allot any preference shares or convert any issued Shares into preference shares unless in accordance with the right of the Members with respect to repayment of capital, participation in surplus assets and profits, cumulative or non-cumulative dividends, voting and priority of payment of capital and dividend in relation to other Shares and other classes of preference shares as set out in this Constitution and/or term sheet and/or subscription agreement.

10. Repayment of preference capital

The repayment of preference share capital other than redeemable preference shares or any alteration of preference shareholders' rights shall only be made pursuant to a special resolution of the preference shareholders concerned PROVIDED ALWAYS that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing obtained from the holders of three-fourths (3/4) of the preference capital concerned within two (2) months of the meeting shall be as valid and effectual as a special resolution carried at the meeting.

11. Modification of class rights

Subject to the provisions of the Act, if at any time the share capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the holders of three-fourths (3/4) of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting the provisions of this Constitution relating to general meetings shall *mutatis mutandis* apply so that the necessary quorum shall be two (2) persons at least holding or representing by proxy one-third (1/3) of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll. To every such special resolution the provisions of Section 292 of the Act shall apply with such adaptations as are necessary.

12. Alteration of rights by issuance of new Shares

The rights conferred upon the Holders of the Shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further Shares ranking *pari passu* therewith.

13. Commission on subscription of Shares

The Company may exercise the powers of paying commissions conferred by the Act, provided that the rate or the per centum 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 percent (10%) of the price at which the Shares in respect whereof the commission is paid are issued or an amount equivalent thereto. Such commission may be satisfied by the payment of cash or the allotment of fully paid-up Shares or partly paid-up Shares or by a combination of any of the aforesaid methods of payment. The Company may, on any issue of Shares, also pay such brokerage as may be lawful.

14. Interest on share capital during construction of works on building

Where any Shares are issued for the purpose of raising money to defray the expenses of construction of any works or buildings or the provision of any plant which cannot be made profitable for a long period, the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in Section 130 of the Act and may charge the same to capital as part of the cost of construction of the works or buildings or the provision of the plant.

15. Trust not to be recognised

Except as required by law, 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.

16. Jumbo Certificate

The Depository shall be entitled to receive jumbo certificates requested by the Depository for Securities that are Deposited Security which shall be issued in accordance with the Depository, the Listing Requirements and the Rules PROVIDED ALWAYS every certificate shall be issued under the Seal of the Company with security features and of such size and other requirements as prescribed by the Exchange and bear the signatures or the autographic signatures of one (1) Director and the Secretary or a second Director or by some other person authorised by the Directors and shall specify the shares to which it relates and the amount paid-up thereon provided that the Directors may by resolution determine that signatures, or either of them, shall be dispensed with or shall be affixed by such other person as may be authorised by the Directors or some method or system of mechanical or electronic signatures.

17. Issue of Securities

The Company must ensure that all new issues of Securities for which listing is sought are made by way of crediting the Securities accounts of the allottees with such Securities save and except where they are specifically exempted from compliance with Section 38 of the Central Depositories Act, in which event they shall so similarly be exempted from compliance with this provision. 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.

18. Timing for allotment of securities

Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Company shall allot and/or issue Securities, despatch notices of allotment to the allottees and make an application for the quotation of such Securities within the period as may be prescribed by the Exchange and deliver to the Depository the appropriate certificates in such denominations as may be specified by the Depository and registered in the name of the Depository or its nominee company.

CALLS ON SHARES

19. Directors may make calls

The Directors may from time to time make calls upon the Members as the Directors may think fit in respect of any amount unpaid on their Shares and not by the conditions of allotment thereof made payable at fixed times and each Member shall (subject to receiving at least fourteen (14) days' notice specifying the date, time and place of payment except in the case of calls payable at fixed times pursuant to the conditions of allotment) 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.

20. When call deemed made

A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed. Any call may be made payable either in one sum or by instalments. No shareholder shall be entitled to receive any dividend or to exercise any privilege as a Member until he shall have paid all calls for the time being due and payable on every share held by him together with interest and expenses (if any).

21. Interest on unpaid calls

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 percent (8%) per annum or at such rate as the Directors may determine, but the Directors shall be at liberty to waive payment of the interest in whole or in part. The Board may waive payment of any such interest in whole or in part.

22. Terms of issue may be treated as call

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

23. Difference in calls

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

24. Capital paid on shares in advance of calls

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

LIEN

25. Company's lien on shares and dividends

Subject to the provisions of the Act, the Listing Requirements and the Rules, the Company shall have a first and paramount lien on every Share (not being a fully paid-up Share), such lien to be restricted to unpaid calls and instalments upon the specific Shares in respect of which such moneys are due and unpaid, if the Shares were acquired under an employee share option scheme, amounts which are owed to the company of acquiring them; and to such amount as the Company is required by law to pay, and has paid, in respect of the shares of the Member or deceased former Member. The Company's lien, if any, on Share shall extend to all dividends payable thereon and other moneys payable thereon or in respect thereof. The Directors may at any time declare any Shares to be wholly or in part exempted from the provisions of this Constitution.

26. Lien may be enforced by sale of shares

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 until such time as a sum in respect of which the lien exists is presently payable and until there is default in payment of the same at 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 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.

27. Directors may give effect to the transfer

To give effect to any such sale, the Directors may authorise person(s) to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

28. Application of proceeds of sale

The proceeds of the sale after payment of the amount of all costs of such sale and of any attempted sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to a like lien for sums not presently payable but existing upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale or his executors, administrators or assignees or as he directs.

INFORMATION ON SHAREHOLDING

29. The Company may, by notice in writing, require any Member within a reasonable time as is specified in the notice:

29.1 To inform the Company whether he holds any voting shares in the Company as beneficial owner or as trustee; and

29.2 If he holds the voting shares as trustee, to indicate so far as he can, the persons for whom he holds the voting shares by name and by other particulars sufficient to enable those persons to be identified and the nature of their interest.

29.3 Where the Company is informed in pursuance of a notice given to any person under subsection (1) hereof or under this subsection or by authorities under the Act, 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 it whether he holds that interest as beneficial owner or as trustee; and
- (b) If he holds it as trustee, to indicate so far as he can, the persons for whom he holds it by name and by other particulars sufficient to enable them to be identified and the nature of their interest.

30. Member to inform Company

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

TRANSFER OF SHARES

31. Transfer of Deposited Securities

- 31.1 Subject to the restriction imposed by this Constitution, the Listing Requirements, the Central Depositories Act and the Rules (with respect to transfer of Deposited Security), the transfer of any listed Security or class of listed Security of the Company, shall be by way of book entry by the Depository in accordance with the Rules and, notwithstanding Sections 105, 106 or 110 of the Act, but subject to subsection 148(2) of the Act and any exemption that may be made from compliance with subsection 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the listed Securities.
- 31.2 The Depository may, in its absolute discretion, refuse to register any transfer Deposited Security where the reason for transfer does not fall within any approved reasons provided for in the Rules or does not comply with the Rules.
- 31.3 Subject to provisions of the Act, the Listing Requirements and the Rules, there shall be no restriction on the transfer of fully paid Securities except where required by law or transfer is in respect of the partly paid Shares in respect of which a call has been made and is unpaid.

32. Transfer of Shares (Non-Deposited Securities)

- 32.1 Subject to the provisions of the Act and this Constitution, any Member may transfer all or any of his Shares (which are not Deposited Securities) by a duly executed and stamped instrument of transfer in writing. The instrument shall be executed by or on behalf of the transferor and the transferor shall remain the holder of the Shares transferred until the transfer is registered and the name of the transferee is entered in the Register of Members in respect thereof.
- 32.2 The instrument of transfer must be left for registration at the Office of the Company together with such fee not exceeding RM1.00 as the Directors from time to time may require accompanied by the certificate of the Shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer, and thereupon the Company shall subject to the powers vested in the Directors by this Constitution and upon the approvals of the Directors, register the transferee as a shareholder and retain the instrument of transfer.
- 32.3 Subject to the Act, the Directors may in their discretion through passing of a resolution to decline or delay registering any transfer of Shares (which is non-Deposited Security) to a person of whom they do not approve, whether or not being fully paid Shares and/or Shares on which the Company has a lien and/or the shareholder fails to pay the Company an amount due in respect of those Shares, whether by way of consideration for the issue of the Shares or in respect of the sums payable by the shareholder in

accordance with this Constitution, within thirty (30) days from the date of receipt the instrument of transfer.

- 32.4 Neither the Company nor its Directors nor any of its officers shall incur any liability for any transfer of shares 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 Shares proposed or professed to be transferred and although transferred, the transfer may, as between the transferor and transferee be liable to be set aside and notwithstanding that the Company may have notice of such transfer. And in every such case, the 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 hereto.
- 32.5 Subject to any written law, no Shares shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind.
- 32.6 Subject to the provisions of this Constitution, the Directors may recognise a renunciation of any Shares by the allottee thereof in favour of some other persons.
- 32.7 All instruments of transfer which shall be registered shall be retained by the Company but any instrument of transfer which the Directors may decline or refuse to register shall on demand be returned to the person depositing the same. All powers of attorney granted by members for purpose (inter-alia) of transferring Shares which may be lodged produced or exhibited to the Company or any of its proper officers shall as between the Company and the grantor of such powers be taken and deemed to continue and remain in full force and effect and the same may be acted upon until such time as express notice in writing of the revocation of the same shall have been given and lodged at the registered office of the Company.

TRANSMISSION OF SHARES

33. Death of Member

Subject to the provisions of the Act, the Central Depositories Act and the Rules, in the case of the death of a Member, the legal personal representatives of the deceased or the survivor where the deceased was a joint holder shall be the only persons 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 shareholder or the estate of a deceased joint holder from any liability in respect of any share which had been held by him or jointly held by him with other persons.

34. Registration of person becoming entitled by operation

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 a person nominated by him registered as the transferee thereof provided always that in the respect of the Deposited Security, the person becoming entitled elects to have the share transferred to him, the aforesaid notice must be served by him on the Depository. If he elects to have another person registered, he shall testify his election by executing to that person an instrument of transfer of the shares or such other instrument as the Depository may require. The Directors and/or Depository shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that Member before his death or bankruptcy, as the case may be. All the limitations, restrictions and provisions of this Constitution relating to the rights to transfer shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer signed by that Member.

35. Person entitled or may receive dividend, etc.

Where the registered holder of any share dies or becomes bankrupt, his personal representative or the assignee of his estate, as the case may be, shall upon the production of such evidence as may from time to time be properly required by the Directors and/or Depository on that behalf be entitled to the same dividends and other advantages and to the same rights (whether in relation to meetings of the Company or to voting or otherwise) as the registered holder would have been entitled to if he had not died or become bankrupt.

36. Transmission of Securities from foreign register

Where:-

36.1 the Securities of the Company are listed on another stock exchange; and

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

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

FORFEITURE OF SHARES

37. Notice requiring payment

If a Member fails to pay the whole or any part of any call or instalment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter, during such time as any part of the call or instalment remains unpaid, serve a notice on him or on the person entitled to the Shares requiring payment of so much of the call or instalment as is unpaid, together with any interest at the rate eight percent (8%) per annum or at such rate which the Directors may determine from time to time from the date appointed for the payment, on the money, for the time being unpaid if the Directors think fit to enforce payment of such interest, which may have accrued.

38. Form of notice of forfeiture

The notice shall name a further day (not earlier than the expiration of fourteen (14) days from the date of service of the notice) on or before which the payment required by the notice is to be made and shall state that in the event of non-payment at or before the time and place appointed the Shares in respect of which the call was made will be liable to be forfeited.

39. Forfeiture for non-payment

If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given shall be forfeited by a resolution of the Directors to that effect unless, before the payment required by the notice has been made before such resolution, be forfeited by a resolution of the Directors to that effect in accordance with the Act, Listing Requirements, laws, rules or regulations. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

40. Directors may cancel forfeiture

Subject to the Central Depositories Act and the Rules, a share so forfeited or surrendered shall become the property of the Company and may be re-sold, re-allotted or otherwise disposed of either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto, or to any other person upon such terms and in such manner as the Directors shall think

fit, and at any time before a sale, re-allotment or disposition the forfeiture or surrender may be cancelled on such terms as the Directors think fit. The Directors may, if necessary, recognize some person to transfer a forfeited or surrendered share to any such other person as aforesaid.

41. Liability of member in respect of forfeited shares

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 at the rate of eight per cent (8%) per annum or such other rate as may be determined by the Directors from the date of forfeiture on the monies for the time being unpaid if the Directors think fit to enforce payment of such interest), but his liability shall cease if and when the Company receives payment in full of all such money in respect of the Shares.

42. Termination of interest

The forfeiture of a share shall at the time of forfeiture result in the termination of all interest in and all claims and demands against the Company in respect of the share and all other rights and liabilities incidental to the share as between the shareholder whose share is forfeited and the Company, except only such of those rights, liabilities as are by this Constitution expressly saved or as are by the Act given or imposed in the case of past Members.

43. Evidence of forfeiture

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.

44. Procedure for sale of forfeited shares

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

45. Notice of forfeiture

Where any share has been forfeited in accordance with this Constitution, notice of the forfeiture shall forthwith be given to the holder of the share or the person entitled to the share by reason of death or bankruptcy, as the case may be.

SHARE BUYBACK

46. Share Buyback

The Company may, subject to it obtaining such approval from the relevant authorities (if required) and to its compliance with the provisions of the Act and any regulations made thereunder, the Central Depositories Act, the Listing Requirements and any other applicable laws, rules, regulations and guidelines for the time being in force, purchase its own shares. Any shares so purchased by the Company shall be dealt with in accordance with the provisions of the Act and any regulations made thereunder, the Central Depositories Act, the Listing Requirements and any other applicable laws, rules, regulations and guidelines for the time being in force.

47. The other provisions in this Constitution shall not affect the power of the Company to cancel any shares or reduce its share capital pursuant to any exercise of the Company's powers to purchase its own shares

CONVERSION OF SHARES INTO STOCK

48. Conversion to be at general meeting.

The Company may by ordinary resolution passed at a general meeting convert any paid-up shares into stock or re-convert any stock into paid-up shares of any denomination in accordance with Sections 84(1)(b) and 86 of the Act.

49. Transfer of stock

The Holders of the stock may transfer the stock or any part thereof in the same manner and subject to the same in this Constitution and subject to which the shares from which the stock arose might prior 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 and the minimum shall not exceed the nominal amount of the shares from which the stock arose.

50. Participation of stockholders

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 rights, privileges or advantages (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by any amount of the stock which would not, if existing in shares, have conferred that rights, privileges or advantages.

51. Definition

Such of this Constitution as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" therein shall include "stock" and "stockholder" respectively.

INCREASE OF CAPITAL

52. Power to increase capital

Subject to the Act, this Constitution, the Central Depositories Act, the Rules, the Listing Requirements, any other relevant authority for the time being in force, and the conditions, restrictions and limitations expressed in this Constitution, the Company may from time to time, whether all the shares for the time being authorised shall have been issued or all the shares for the time being issued shall have been fully called up or not, by ordinary resolution increase its share capital by the creation and issue of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company by the resolution authorising such increase may direct.

53. Offer of new Shares to the Member

Subject to any direction to the contrary that may be given by the Company in general meeting, any new Shares or other convertible securities of whatever kind for the time being unissued and not allotted and any new Shares or securities from time to time to be created shall, before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing Shares or securities to which they are entitled. The offer shall be made by notice specifying the number of Shares or securities offered and limiting a time within which the

offer, if not accepted shall be deemed to be declined and after the expiration of that time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the Shares or securities offered, the Directors may dispose of those Shares or securities in such manner as they think most beneficial to the Company. The Directors may also dispose of any new Shares or securities which (by reason of the ratio which the new Shares or securities bear to Shares or securities held by persons entitled to an offer of new Shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution.

54. Ranking of new Shares

Except so far as otherwise provided by the conditions of issue in this Constitution, any share 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 allotments, the payment of calls and instalments, lien, transfer, transmission, forfeiture and otherwise as the original share capital.

ALTERATION OF CAPITAL

55. Power to alter capital

The Company may by ordinary resolution and subject to the Act, the Central Depositories Act, the Rules, the Listing Requirements, any other relevant authority for the time being in force, and the conditions, restrictions and limitations expressed in this Constitution:-

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

56. Power to reduce capital

The Company may by special resolution, subject to the Act, the Central Depositories Act, the Rules, the Listing Requirements, any other relevant authority for the time being in force, and the conditions, restrictions and limitations expressed in this Constitution, reduce its share capital, any capital redemption reserve fund or any reserve account in any manner authorised by the Act and subject to any consent required by law.

UNTRACED MEMBERS AND UNCLAIMED MONEYS

57. Untraced Members and unclaimed moneys

- 57.1 The Company may transfer shares of a Member to the Minister charged with responsibility for finance in accordance with the Act. The Directors may appoint a person to sign on behalf of such Member, any transfer or other documents needed for this transfer to the Minister.

- 57.2 The Company may exercise all its rights and duties under UCA in relation to a share. These include dividends and other money payable and all other things related that share, as far as UCA covers.

GENERAL MEETINGS

58. General meetings

58.1 Meetings of the Company shall be held in accordance with the provisions of the Act to transact matters prescribed by 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, date and place as the Directors shall determine.

58.2 The Company may hold general meetings by way of physical or fully virtual or hybrid general meetings at more than one (1) venue using any available technology including an instantaneous audio-visual communication device or such other method that allows the Members to participate and to exercise the Members' right to participate, speak and vote at the meeting. The main venue of all general meetings shall be held within Malaysia at such time and place as the Directors shall determine. The chairperson shall be present at that main venue of the meeting. For a fully virtual general meeting, the broadcast venue shall be main venue of the meeting and all the provisions of this Constitution as to the meetings of Members shall also apply to such fully virtual general meeting.

58.3 All the separate meeting venues shall link to the main venue of a general meeting using any available technology including an instantaneous audio-visual communication device or any other method which, by itself or in conjunction with other arrangements:

- (a) gives the general body of Members in the separate meeting place a reasonable opportunity to participate in proceedings in the main venue; and
- (b) enables the Members in the separate meeting venue to vote on a show of hands or on a poll,

A Member present at the separate meeting venue using any available technology including an instantaneous audio-visual communication device or such other method is taken to be present at the general meeting and entitled to exercise the Members' rights to participate, speak and vote as if he was present at the main venue.

59. Extraordinary General Meeting

The Directors may whenever they think fit, convene an extraordinary general meeting of the Company. In addition, an extraordinary general meeting shall be convened on such requisition as referred to in Sections 311 and 312 of the Act or if the Company makes default in convening a meeting in compliance with a requisition received pursuant to Section 312 of the Act, a meeting may be convened by the requisitionists themselves in the manner provided in Section 313 of the Act. Any meeting convened by requisitionist shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Directors.

60. Notice of meeting

60.1 The notices convening meetings shall specify the place, day and hour of the meeting, and shall be given to all Members who are entitled to receive notice of general meetings under the provisions of this Constitution, the Act, Listing Requirements or the terms of issue of the shares held by them, and to the Directors and Auditors for the time being of the Company at least fourteen (14) days before the meeting or at least twenty one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. The notice shall be exclusive of the day on which it is served or deemed to be served. Any notice of a meeting called to consider special business shall

specify the general nature of such special business and shall also be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any special resolution is proposed or where it is the annual general meeting, of every such meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed.

60.2 If the Company decides to convene a general meeting using any available technology including an instantaneous audio-visual communication device or such other method, the Company shall publish an online location, the address of which is to be sent with the notice of the meeting, or published on the website of the Company.

61. Business at meeting

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 the receipt and consideration of the audited financial statements and audited group financial statements (if any) of the Company and the report of the Directors and Auditors thereon, declaring a dividend, the election of Directors in the place of those retiring, Directors' fees and the appointment of, and the fixing of the remuneration of the Auditors. The notice convening a meeting to consider a special or ordinary resolution shall specify the intention to propose the resolution as a special or ordinary resolution, as the case may be.

62. Requirements in notice calling meeting

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 shall be entitled to appoint proxy(ies) in accordance with this Constitution, to attend, participate, speak and vote instead of him. There shall be no restriction as to the qualification of the proxy.

63. Omission to give notice

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

64. Records of Depositors

64.1 The Company shall request the Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company.

64.2 The Company shall also request the Depository in accordance with the Rules, to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than three (3) Market Days before the general meeting (hereinafter referred to as the "**General Meeting Record of Depositors**").

64.3 Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable), a depositor shall not be regarded as a member entitled to attend any general meeting and to participate, speak and vote thereat unless his name appears in the General Meeting Record of Depositors.

65. Cancellation or Postponement of General Meeting

65.1 Where a General Meeting (including an annual general meeting) is convened by the Directors, whenever they think fit, cancel the meeting or postpone the holding of the meeting to a date determine by them or change the place for the meeting. The

cancellation or postponement of a general meeting is subject to the Listing Requirements, Statutes, regulations and rules or any other directives or requirements imposed by the Companies Commission of Malaysia and other appropriate authorities to the extent required by law. This Clause does not apply to a general meeting convened:

- (a) in accordance with Sections 310 and 311 of the Act by a Member or Members unless with the consent of such Member or Members only; or
- (b) by a court.

65.2 Notice of cancellation or postponement of a general meeting or change of place of a general meeting must state the reason for cancellation or postponement and such a notice shall be:

- (a) published in a Bahasa Malaysia or English daily newspaper circulating in Malaysia or served in accordance to Clauses 147 and 148 as the Directors may deem fit;
- (b) given to the Exchange and given in other manner required by the Listing Requirements or Statutes, regulations and rules or any other directives or requirements imposed by the Securities Commission and other appropriate authorities to the extent required by law; and
- (c) subject to the Act and the Listing Requirements, given in any other manner determined by the Board of Directors.

65.3 A notice of postponement of a general meeting must specify:

- (a) the postponed date and time for the holding of the meeting;
- (b) the venue for the holding of the meeting which may be either the same as or different from the venue specified in the notice convening the meeting; and
- (c) if the meeting is to be held in two (2) or more places, the online meeting platform or any technology or method that will be used to facilitate the holding of the meeting and enable the Members of the Company to participate and to exercise their rights to speak and vote at the general meeting.

The new time and specified in the notice of postponement will be taken to be the date, time and venue for the meeting as if specified in the notice which called the meeting originally.

66. Quorum

66.1 No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two (2) Members personally or electronically present in person or by proxy shall be a quorum. For the purposes of this Constitution, "Member" includes a person attending as a proxy or representing a corporation which is a Member. For the purposes of constituting a quorum:

- (a) one (1) or more representatives appointed by a corporation shall be counted as one (1) Member, or
- (b) one (1) or more proxies appointed by a person shall be counted as one (1) Member.

66.2 The Company may provide that a Member may only attend a general meeting by observing and listening to the proceedings of the general meeting by electronic means, if access to an instantaneous audio-visual communication device or such other using technology that is provided to the Member by the Company.

66.3 A Member is electronically present at a general meeting if the Member

- (a) attends the meeting in the manner provided in Clause 66.2;
- (b) is verified by the registrar of the Company as attending the general meeting in the manner provided in Clause 66.2; and
- (c) is acknowledged by electronic means by the Chairman of the general meeting as present at the meeting.

67. Adjournment

If within half (1/2) 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 within fifteen (15) minutes from the time appointed for holding the adjourned meeting, the Member or Members present shall be a quorum and may transact the business for which the meeting was called but no notice of any such adjournment as aforesaid shall be required to be given to the Members.

68. Chairman

The Chairman (if any) of the Board of Directors or in his absence, a Deputy Chairman (if any) shall preside as Chairman at every meeting. If there is no such Chairman or Deputy Chairman or if at any meeting neither the Chairman nor a Deputy Chairman is present within fifteen (15) minutes after the time appointed for holding the meeting or if neither of them is willing to act as Chairman, the Directors present shall choose one (1) of the member of the Board of Directors to act or if one (1) Director only is present he shall preside as Chairman if he is willing to act. If no Director chosen who shall be willing to act, the Member(s) or proxy(ies) present and entitled to vote shall elect one (1) among themselves to be the Chairman of the meeting.

69. Adjournment with consent of meeting

The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) or where the conference telephone, electronic or such other any of the communication facilities referred to in this Constitution have been disconnected, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

70. Evidence of passing resolutions

At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

70.1 by the Chairman of the meeting; or

70.2 by at least three (3) Members present in person or by proxy; or

- 70.3 by any Member or Members present in person or by proxy and representing not less than one tenth (1/10) of the total voting rights of all Members having the right to vote at the meeting; or
- 70.4 by any 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 one tenth (1/10) of the total sum paid up on all the shares conferring that right.

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 book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number, proportion or validity of the votes, recorded in favour of or against the resolutions. The demand for a poll may be withdrawn, if the Chairman agrees to this. If a poll is demanded, and this demand is then withdrawn, a declaration by the Chairman of the result of a vote by a show of hands on that resolution, which was made before the poll was demanded, will stand.

71. Polls

- 71.1 If a poll is duly demanded, it shall be taken as the Chairman of the meeting directs (including (without limitation) the use of ballot or voting papers or tickets or electronic devices) and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. 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.
- 71.2 No poll shall be demanded on the election of Chairman or on any question of adjournment.
- 71.3 A resolution put to the vote of a meeting shall be decided:-
- (a) in accordance with the Act when the Company is unlisted; or
 - (b) by way of poll to be in accordance with the Listing Requirements at all times when the Company is listed.

72. Chairman's casting vote

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 in addition to the votes to which he may be entitled as a Member.

73. Voting rights

Subject to the applicable laws, this Constitution and to any rights or restrictions for the time being attached to any shares or classes of shares, at meetings of Members or classes of Members, each Member entitled to vote may vote in person or by a duly authorised representative or by proxy or by attorney. On a resolution to be decided by a show of hands every Member present in person who is the holder of ordinary shares or preference shares or a proxy or attorney of such Member shall have one (1) vote and on a resolution to be decided by a poll every Member present in person or by a duly authorised representative or by proxy or by attorney shall have one (1) vote for each share he holds. A duly authorised representative or by proxy or attorney shall be entitled to vote both on a show of hands and on a poll.

74. Shares of different monetary denominations

Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such a manner that a unit of capital in each class, when reduced to a common denominator shall carry the same voting power when such right is exercisable.

75. Vote of member of unsound mind

A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote, whether on a show of hands or on a poll by his committee or by such other person who properly has the management of his estate and any such committee or other person may vote by proxy or attorney.

76. Member barred from voting while call unpaid

Subject to the provisions in this Constitution, no Member shall be entitled to be present or to vote on any question either personally or otherwise, as a proxy or attorney at any general meeting or upon a poll or be reckoned in the quorum in respect of any shares:-

- (a) upon which calls are due and unpaid; and/or
- (b) where the instrument of proxy, the power of attorney or other authority, if any, naming another person or party (other than the said Member) as proxy, attorney, or person/party authorised to so act has not been deposited with the Company in accordance with this Constitution.

77. Objection to qualification of voter

No objection shall be raised to the qualification of any voter except at the general meeting or adjourned general meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.

78. Proxy

- 78.1 The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 78.2 Subject to other provisions in this Constitution, a Member shall not be entitled to appoint more than two (2) proxies to attend, participate, speak and vote at the same meeting. Where a Member appoints more than one (1) proxy, to attend, participate, speak and vote at the same meeting, such appointment shall be invalid unless the Member specifies the proportion of his shareholding to be represented by each proxy.
- 78.3 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 ordinary shares of the Company. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
- 78.4 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.

- 78.5 A proxy may, but need not, be a Member, and need also not be an advocate, an approved company auditor or a person approved by the registrar of the Company. There shall be no restriction as to the qualification of proxy.
- 78.6 A proxy appointed to attend, participate, speak and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting.
79. Form of proxy
- 79.1 The instrument (including the electronic proxy appointment and voting manner) appointing a proxy shall, subject always to the applicable laws or other statute, be in such form as the Directors may from time to time prescribe or approve.
- 79.2 Appointment of Proxy via Electronic Communication
- 79.2.1 Subject to the Act and the Listing Requirements, the Directors or any agent of the Company so authorised by the Directors, may accept the appointment of proxy received by Electronic Communication on such terms and subject to such conditions as they consider fit. The appointment of proxy by Electronic Communication shall be in accordance with this Constitution and shall not be subject to instrument appointing proxy.
- 79.2.2 For purposes of this Clause, the Directors may require such reasonable evidence they consider necessary to determine and verify:
- (a) the identity of the Member and the proxy; and
 - (b) where the proxy is appointed by a person acting on behalf of the Member, the authority of that person to make the appointment.
- 79.2.3 Without prejudice to Clause 79.2.1, the appointment of a proxy by Electronic Communication must be received at the Electronic Designated Address specified by the Company in any of the following sources and shall be subject to any terms, conditions or limitations specified therein:
- (a) Notice of calling the meeting;
 - (b) Instrument of proxy send out by the Company in relation to the meeting; or
 - (c) Website maintained by or on behalf of the Company.
- 79.2.4 An appointment of proxy by Electronic Communication which is not made in accordance with this Constitution shall be invalid.
80. Instrument appointing proxy to be deposited at the registered office of the Company
- 80.1 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed by hand or by electronic or a copy of that power or authority, certified by an advocate and solicitor or where the Member is a body corporate, the copy of the power or authority may also be certified by an authorised officer of that Member, shall be deposited at the registered office of the Company or at such other place 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 at which the person named in the instrument proposes to vote or in the case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

80.2 Timeline for the appointment of proxy by Electronic Communication

An appointment of proxy by Electronic Communication must be received at the Electronic Designated Address specified by the Company pursuant to Clause 79.2.3 not less than forty eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote, or in the case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll, failing which the appointment of proxy by Electronic Communication shall be treated as invalid.

81. Validity of vote given under proxy

A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid, notwithstanding the previous death or unsoundness of mind of the principal or the transfer of the share in respect of which the instrument is given, if no intimation in writing of such death, unsoundness of mind or transfer as aforesaid has been received by the Company at its Office before the commencement of the meeting or adjourned meeting at which the instrument is used.

82. Corporate representative

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

DIRECTORS

83. Number of Directors

Until otherwise determined by the Company in general meeting, the number of Directors shall not be less than two (2) nor more than fifteen (15) but in the event of any casual vacancy occurring and reducing the number of Directors below the aforesaid minimum number, the remaining Directors or Director may, except in an emergency, act only for the purpose of filling up such vacancy or vacancies or of summoning a general meeting of the Company.

84.1 Rotation and retirement of Directors

An election of Directors shall take place each year. At the first annual general meeting of the Company all the Directors shall retire from office, and at the annual general meeting in every subsequent year one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office PROVIDED ALWAYS that all the 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.

84.2 In addition to Clause 84.1 above and subject to and in accordance with the provisions of the Act and the Listing Requirements and such other relevant law, regulation or guideline, Directors who are deemed as independent directors, as defined in the Listing Requirements, shall be subject to annual re-appointment by Members as defined and/or imposed under the Malaysian Code on Corporate Governance and such other relevant law, regulation or guideline.

85. Selection of Directors to retire

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. The length of time a

Director has been in office shall be computed from his last election or appointment when he has previously vacated office.

86. Notice of candidate as a Director

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

86.2 The cost of serving the notice as required in this Constitution on the registered holders of shares where the nomination is made by a Member, shall be borne by the Member making the nomination.

87. Retiring Director deemed to be re-elected

The Company at the general 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 that the number of Directors shall be reduced accordingly 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. A retiring Director shall be deemed to have offered himself for re-election unless he has given notice in writing to the Company that he is unwilling to be re-elected.

88. Motion for appointment of Directors

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.

89. Increase or reduction of number of Directors

Subject to the Act, the Listing Requirements and/or any other relevant authority for the time being in force, 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 office.

90. Removal of Directors

The Company may by ordinary resolution of which special notice has been given in accordance with the provisions of the Act, remove any Director before the expiration of his period of office notwithstanding anything in the Constitution or in any agreement between the Company and the Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

91. Power to add Director(s)

The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

92. Directors' qualification

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

93. Directors' remuneration

The fees of directors, and any benefits payable to the Directors shall from time to time including any compensation for loss of employment of a Director or a former Director of the Company be approved by Members in general meeting and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree PROVIDED ALWAYS that:-

93.1 salaries payable to executive Director(s) may not include a commission on or percentage of turnover; and

93.2 fees payable to non-executive Directors shall be a fixed sum and not by a commission on or percentage of profits or turnover;

94. Reimbursement of expenses

94.1 The Directors shall be paid all their travelling and other expenses properly and necessarily expended by them in and about the business of the Company including their travelling and other expenses incurred in attending board meetings or of any committee of the Directors or general meetings or otherwise howsoever in or about the business of the Company in the course of the performance of their duties as Directors.

94.2 If by arrangement with the Directors, any Director shall perform or render any special duties or services outside his ordinary duties as a Director in particular without limiting to the generality of the foregoing if any Director being willing shall be called upon to perform extra services or to make any special efforts in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of Directors, the Company may remunerate the Director so doing a special remuneration in addition to his Director's fees and such special remuneration may be by way fixed sum or otherwise as may be arranged.

95. The office of a Director shall be vacated if the Director:-

95.1 becomes bankrupt or makes any arrangement or composition with his creditors generally during his term of office;

95.2 becomes prohibited from being a Director by reason of any order made under the Act or contravenes Sections 198 and 199 of the Act;

95.3 ceases to be or is prohibited from being a Director by virtue of the Act, or the Listing Requirements, or any other prevailing regulatory requirements;

95.4 becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the Mental Health Act 2001, during his term of office;

95.5 resigns his office by notice in writing under his hand sent to the Company and deposited at the Office of the Company in accordance with sections 208(2) and 208(3) of the Act;

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

95.7 absent from more than 50% of the total Board of Directors' meetings held during a financial year unless approval is sought and obtained from the Exchange;

95.8 is removed from his office as Director in accordance with the Act or this Constitution; or

95.9 dies or has passed away

POWERS AND DUTIES OF DIRECTORS

96. General power of the Company vested in Directors

The business of the Company shall be managed by the Directors who may, in addition to the powers and authorities by these presents or otherwise expressly conferred upon them, pay all expenses incurred in promoting and registering the Company, and exercise all such powers of the Company as are not by the Act or by this Constitution required to be exercised by the Company in general meeting subject, nevertheless, to any of this Constitution, to the provisions of the Act, and to such regulations, not being inconsistent with this Constitution or provisions of the Act as may be prescribed by the Company in general meeting but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made or passed.

97. Limitation on Directors' powers

The Directors shall not without the prior approval of the Company in general meeting:-

- (a) exercise any power of the Company to issue shares unless otherwise permitted under the Act;
- (b) 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 the Company's undertaking or property; and
- (c) subject to the Act, enter into any arrangement or transaction with a Director of the Company or its holding company or with a person connected with such a Director, to acquire from or dispose to such a Director or person, any shares or non-cash assets of the requisite value.

98. Directors' borrowing powers

The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or subsidiary company subject to the law including but not limited to the provisions of the Act and the Listing Requirements, as they may think fit.

99. Power to maintain funds

The Directors may establish or arrange any contributory or non-contributory pension or *superannuation* scheme for the benefit of or pay a gratuity, pension or emolument to any person who is or has been employed by or in the service of the Company or any subsidiary of the Company or to any person who is or has been a Director or other officer of and holds or has held salaried employment in the Company or any subsidiary of the Company and the widow, family or dependents of any such person. The Directors may also subscribe to any association or fund which they consider to be for the benefit of the Company or any subsidiary of the Company or any such persons as aforesaid and make payments for or towards any hospital or scholastic expenses of any such persons provided that any Director holding such salaried employment shall be entitled to retain any benefit received by him hereunder subject only, where the Act requires, to proper disclosure to the Members and the approval of the Company in general meeting.

100. Power to use official seal

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. The Company may have a duplicate Common Seal as referred in Section 62 of the Act which shall be an exact copy of the Common Seal with the addition on its face of the place where it is to be used. The official seal when duly affixed to a document has the same effect as the Company's common seal. The person affixing the official seal shall certify in writing on the deed or other document to which the seal is affixed the date and place it is affixed.

101. Appointment of attorneys

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

102. Signing of cheques etc.

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

103. Directors to act honestly and use reasonable care, skill and diligence

A Director shall at all times exercise his powers for a proper purpose, in good faith and in the best interest of the Company and shall act honestly and use reasonable care, skill and diligence in the discharge of the duties of his office and shall not make use of any information acquired by virtue of his position to gain directly or indirectly an improper advantage for himself or for any other person or to cause detriment to the Company.

104. General duty to make disclosure

Every Director shall give notice to the Company of such events and matters relating to him as may be necessary or expedient to enable the Company and its officers to comply with the requirements of the Act.

105. Director may hold other office

Subject always to the Act and the Listing Requirements, no Director shall be disqualified by reason of his office from holding any other office or place of profit under the Company (other than the office of Auditor) or under any company in which the Company shall be a shareholder or otherwise has an interest in or from contracting with the Company or any company in which the Company is a shareholder or in which the Company otherwise has an interest either with respect to his/her tenure of any such 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 or any company as aforesaid 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 but the nature of his interest must be disclosed by him at the meeting of the Directors at which the contract or arrangement is determined, if the interest then exists or in any other case at the first meeting of the Directors after the Director becomes so interested.

106. Director may become director(s) of other corporation

A Director of the Company may be or become a director or other officer of or otherwise be interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise or in any corporation, which is directly or indirectly interested in the Company as shareholder or otherwise and no such Director shall be accountable to the Company for any remuneration or other benefit received by him as a director or officer of, or from his interest in, such corporation unless the Company otherwise directs at the time of his appointment.

PROCEEDINGS OF DIRECTORS

107. Meeting of Directors

The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. A Director may at any time and the Secretary shall on his requisition summon a meeting of the Directors. Directors may participate in a meeting of the Directors by means of a conference telephone, video or similar electronic tele-communicating equipment by means of which all persons participating in the meeting can hear each other and participate throughout the duration of the communication between the Directors and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

108. Notice of Directors' meeting

Unless otherwise determined by the Directors from time to time, at least five (5) working days' notice of all Directors' meetings shall be given by hand, post or facsimile or other form of electronic communications to all Directors and their alternate Directors who have a registered address in Malaysia, except in the case of an emergency, where reasonable notice of every Directors' meeting shall be given in writing. It shall not be necessary to give any Director or alternate Director, who does not have an address in Malaysia, registered with the Company, notice of a meeting of the Directors by hand or by post. Any Director may waive notice of any meeting either prospectively or retrospectively. The notice of each Directors' meeting shall be deemed to be served in the case on a Director upon delivery if delivered by hand, or immediately if sent by facsimile or other form of electronic communications or if sent by post, two (2) days following that on which a properly stamped letter containing the notice is posted.

109. Quorum of meeting of Directors

The quorum necessary for the transaction of the business of the Directors shall be fixed by the Directors from time to time and unless so fixed, the quorum shall comprise two (2) Directors of the Company, 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.

110. Chairman of Directors

The Directors may elect a Chairman and if desired, a Deputy Chairman and determine the period for which he is or they are to hold office. The Chairman or in his absence, the Deputy Chairman shall preside as chairman at all meetings of the Directors. If no such Chairman or Deputy Chairman is elected or if at any meeting the Chairman or Deputy Chairman is not present within thirty (30) minutes after the time appointed for holding the meeting, the Directors present may choose one (1) of their number to be Chairman of the meeting.

111. Chairman to have a casting vote

111.1 Subject to this Constitution any question arising at any meeting of the Directors shall be decided by a majority of votes, each Director having one (1) vote and a determination by a majority of the Directors shall for all purposes be deemed a determination of the Directors.

111.2 In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote EXCEPT where only two (2) of the Directors form a quorum and only such Directors are present at the meeting or where only two (2) of the Directors are competent to vote on the question in issue, whereupon the resolution shall be deemed not to have been passed, without affecting any other businesses at the meeting.

112. Number of Directors below minimum

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

113. Disclosure of interest and restriction on discussion and voting

Every Director shall declare his interest in the Company and his interest in any contract or proposed contract with the Company as may be required by law. Subject to Section 222 of the Act, a Director shall not participate in any discussion or vote in respect of any contract or proposed contract or arrangement in which he has directly or indirectly an interest and if he shall do so his vote shall not be counted. A Director shall, notwithstanding his interest, be counted in the quorum for any meeting where a decision is to be taken upon any contract or proposed contract or arrangement in which he is in any way interested PROVIDED ALWAYS that he has complied with Section 221 of the Act and all other relevant provisions of the Act and this Constitution.

114. Power to vote

Without prejudice to the provisions of any other Constitution, the Act and the Listing Requirements, a Director may vote in respect of:-

114.1 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

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

ALTERNATE DIRECTOR

115. Alternate Director

115.1 A 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 does not act as an alternate 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.

- 115.2 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 appointer is not present.
- 115.3 Any appointment or removal of an alternate Director may be made by cable, telegram, facsimile, 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.
- 115.4 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 as an alternative Director shall thereupon cease to be an alternate Director.
- 115.5 An alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being but he shall 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.
- 115.6 An alternate Director has no entitlement to receive remuneration from the Company and any fee paid by the Company to the alternate Director shall be deducted from the person appointed him; and is entitled to be reimbursed for all the travelling and other expenses properly incurred by him in attending the board meetings on behalf of the person appointed him from the Company.

MANAGING DIRECTOR

116. Managing Director

The Directors may from time to time appoint any one or more of their body to be managing director(s) for such period and on such terms as they think fit subject to the terms of any agreement entered into in any particular case, may revoke any such appointment. The Directors may vest in such managing director(s) as may be appointed by them such of the powers hereby vested in the Directors generally as they may think fit, but subject thereto such managing director(s), or a person performing the functions of a managing director, by whatever name called, shall be subject to the control of the Board of Directors.

117. Remuneration of Managing Director

The remuneration of a managing director or managing directors shall be fixed by the Directors and may be by way of salary or commission or participation in profits or otherwise or by any or all of these modes but shall not include a commission on or percentage of turnover.

118. Retirement, resignation and removal of Managing Director

A managing director shall be subject to retirement by rotation and shall be taken into account in determining the rotation or retirement of Directors, 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 from any cause shall *ipso facto* and immediately cease to be a managing director.

COMMITTEES OF DIRECTORS

119. Power of Directors to establish committees

- 119.1 The Directors may delegate any of their powers to committees consisting of such members as they think fit and may from time to time revoke such delegation or alter or

vary any of such powers and discharge any such committee in whole or in part. Any committee so formed shall in the exercise of the powers so delegated, conform to any terms, conditions, restrictions and regulations that may from time to time be imposed on it by the Directors.

119.2 The meetings and proceedings of any such committee consisting of two (2) or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under this Constitution.

119.3 A resolution in writing signed or approved by facsimile, letter, telegram, telex or telefax or other written electronic communications by a majority of the committee members and who are sufficient to form a quorum, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted. All such resolutions shall be described as "Committee Members' Resolutions in Writing" and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by the Secretary in the Company's minute book. Any such resolution may consist of several documents in like form, each signed by one (1) or more Committee members.

VALIDATION OF ACTS OF DIRECTORS

120. Directors' act to be valid

All acts done by any meeting of the Directors or a committee of Directors or by any person acting as a Director shall in relation to persons dealing in good faith with the Company, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any such Director or any member of the committee or such person acting as aforesaid, or that they or any of them were disqualified from holding office or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or and had been entitled to vote.

DIRECTORS' CIRCULAR RESOLUTIONS

121.1 Directors' circular resolutions

A resolution in writing, signed by a majority of the Directors shall be as valid and effectual for all purposes as a resolution passed at a meeting of the Directors duly convened and held. All such resolutions shall be forwarded or otherwise delivered to the Secretary without delay and shall be recorded by him in the Company's minute book.

Any such resolution may consist of several documents in like form, each signed by one (1) or more Directors. A resolution herein may be signed or approved by letter, electronic mail, telegram, telex, telefax or all other electronic communication by the Directors. An alternate Director may sign such resolution on behalf of his appointer. A copy of any such resolution shall be entered in the minute book of Board proceedings.

121.2 Agreement to written resolution by electronic means

(a) Any such document may be accepted as sufficiently signed by a Director if transmitted to the Company by any technology purporting to include a signature and/or an electronic or digital signature by the Director.

(b) For the purposes of Clause 121.2(a), delivery may be effected by:

- (i) physical delivery of the document;
- (ii) delivery by facsimile transmission; or
- (iii) delivery by email transmission,

to the place, facsimile number or electronic address as specified by the Director or Secretary of the Company.

AUTHENTICATION OF DOCUMENTS

122. Authentication of documents

Any Director or the Secretary or any person appointed by the Directors for the purpose of this Constitution shall have power to authenticate 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. Where any books, records documents or accounts are kept elsewhere other than in the Office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.

MINUTES AND REGISTER

123. Minutes to be entered into minutes book

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

- 123.1 of all appointments of officers to be engaged in the management of the Company's affairs;
- 123.2 of the names of all the Directors present at each meeting of the Directors and of any committees of Directors and of the Company in general meeting;
- 123.3 of all resolutions and proceedings of general meetings and of meetings of the Directors and committees of Directors; and
- 123.4 of all orders made by the Directors and any committee of Directors.

Such minutes shall be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the facts thereon stated.

- 123.5 Any register, index, minute book, accounting record or other book pursuant to the Act or the provisions of this Constitution to be kept by or on behalf of the Company may, subject to and in accordance with the Act, be kept either in written form or in electronic form, and arranged in the manner that the Directors think fit. If such records are kept in electronic form, the Directors shall ensure that they are capable of being reproduced into written form, and shall provide for the manner in which the records are to be authenticated and verified. In any case where such records are kept otherwise than in written form, the Directors shall take reasonable precautions for ensuring the proper maintenance and authenticity of such records, guarding against falsification and for facilitating discovery.

124. Directors to comply with the Act

The Company shall in accordance with the provisions of the Act keep at the Office a register containing such particulars with respect to the Directors and managers of the Company as are required by the Act and shall from time to time notify the registrar of the Company of any change in such register and of the date of change in manner prescribed by the Act.

125. Minutes kept at Office

The books containing the minutes of proceedings of any general meeting shall be kept by the Company at the registered office and shall be open to the inspection of any Member without charge.

126. Registers to be kept

The Company shall also keep at the Office, registers which shall be open to the inspection of any Member without charge and to any other person on payment for each inspection of a prescribed fee, of all such matters required to be so registered under the Act, and in particular:-

- 126.1 a register of substantial shareholders and of information received in pursuance of the requirements of the Act; and
- 126.2 a register of the particulars of each of the Directors' shareholdings and interests as required by the Act.

SECRETARY

127. Secretary

- 127.1 The Secretary shall, in accordance with the Act, be appointed by the Directors for such term, at such remuneration, and upon such conditions as the Directors think fit and any Secretary so appointed may be removed by them but without prejudice to any claim he or they may have for damages for breach of any contract of service with the Company. The Directors may from time to time by resolution appoint a temporary substitute for the Secretary who shall be deemed to be the Secretary during the term of his appointment. The Directors may from time to time by resolution appoint an Assistant or Deputy Secretary.
- 127.2 The office of the Secretary shall become vacant if the secretary resigns from his office by giving notice in writing to the Board in accordance with the Act.

SEAL

128. Authority for use of Seal

- 128.1 The Directors shall provide for the safe custody of the Seal and the Share Seal of the Company which shall only be used by the authority of the Directors or of a committee of the Board authorised by the Directors on that behalf, and every instrument to which the Seal or the Share Seal of the Company is affixed shall be signed by a Director and countersigned by the Secretary or by another Director or some other person appointed by the Directors for the purpose but so that the Directors may by resolution determine, either generally or in any particular case, that any such signature may be affixed by some mechanical means to be specified in such resolution, provided that the use of such means is by such resolution restricted to a certificate or other document of title in respect of any share, stock, debenture or other marketable security created or issued by the Company to be given under the Seal or the Share seal of the Company.
- 128.2 A document signed under Section 66(2) and (3) of the Act shall have the same effect as if the document is executed under the Seal.

129. Share Seal

The Company may also have a share seal in accordance with the provisions of the Act. The share seal is a duplicate common seal which shall be a facsimile of the Seal of the Company with the addition on its face of the words "Share Seal" which is specifically used for affixing onto share certificates issued by the Company and the affixing of the Share Seal shall be authenticated in the manner set out in Clause 128.

130. Seal for use abroad

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

ACCOUNTS

131. Books of account open to inspection by Directors

The Directors shall cause proper books of accounting and other records which will sufficiently explain the financial position or operations of the Company including its subsidiaries, to be kept and shall distribute copies of balance sheets and other documents as required by the Act and shall from time to time determine whether or not and to what extent and at what times and place and under what conditions or regulations the books of accounting and other records of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in a general meeting. Subject always to the provisions of the Act, the books of accounting and records of operations as aforesaid shall be kept at the registered office or at such other place as the Directors think fit and shall always be open to inspection by the Directors.

132. Presentation of accounts

The Directors shall from time to time in accordance with the provisions of the Act cause to be prepared and laid before the Company in general meeting such financial statements and Directors' report as required under the Act.

133. To whom copies of profit and loss account etc., may be sent

A copy of every audited financial statements, the reports by the Directors and Auditors of the Company, (including all documents required by law to be annexed or attached to all or any of them), in printed form or in such form of electronic means or any combination thereof, shall be sent (not later than six (6) months or any other time as may be prescribed by the Listing Requirements after the close of the financial year and at least twenty one (21) days before the general meeting at which they are to be laid) to every Members, every holder of debentures of the Company (if any), every Auditors of the Company and every other persons entitled to receive notices of general meetings under the Act or this Constitution.

AUDIT

134. Appointment and duties of Auditors

Auditors shall be appointed and their duties regulated in accordance with the relevant provisions of the Act.

DIVIDEND AND RESERVES

135. Declaration of dividends

Subject to the Act and the Listing Requirements, the Company may only make a distribution to the Members from time to time, but no such dividend shall be payable except out of profits of the Company available or from any reserve set aside from profits, or as otherwise permitted by the laws provided always that the Company is solvent in accordance with the requirements of the Act.

136. Distribution of dividend

The Directors may authorise 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. In the event, after a distribution is authorised and before it is made, the Directors cease to be satisfied on reasonable grounds that the Company will be solvent immediately after the distribution is made, the Directors shall take all necessary steps to prevent the distribution from being made. No higher dividend shall be paid than is authorised by the Directors, and the declaration of the Directors as to the distribution shall be conclusive. If at

any time the share capital of the Company is divided into different classes, the Directors may pay such dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Directors act *bona fide* they shall not incur any responsibility to the holders of Shares conferring any preferential rights with regard to dividend by the payment of the dividend on any shares having deferred or non-preferential rights. The Directors may also pay 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 Company is solvent in accordance with the requirements of the Act.

137. Dividend paid out of profits and restriction to dividend interest

No dividend shall be paid other than out of profits or shall bear interest against the Company.

138. Directors may form reserve fund and invest

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

139. Payment of dividends

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

140. Deduction of dividends

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

141. Dividend due may be retained until registration

The Directors may retain the dividends payable upon shares in respect of which any person is under the provision as to the transmission of shares herein before 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.

142. Unclaimed dividends may be invested

All dividends unclaimed for one (1) year, subject to the Unclaimed Monies Act, 1965 after having been declared may be dealt with in accordance with the provision of the Unclaimed Monies Act, 1965.

143. Distribution of specific assets

143.1 Any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other company or in any one or more of

such ways and the Directors shall give effect to such resolution and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors.

143.2 A general meeting when declaring or approving a dividend including, without limitation, a dividend or bonus of the kind referred to in Clause 143.1 and whether together with or as an alternative to such dividend or bonus in such Clause, direct (notwithstanding other provisions of this Constitution) that such dividend declared or approved be on terms including all or any of the following:

- (a) such dividend be distributed or made available to Members or such Members as the Directors may decide;
- (b) the Directors may determine whether a Member is permitted to participate in such dividend and the terms and conditions upon which a Member may participate in such dividend;
- (c) the Directors may prescribe whether a Member should be entitled to receive such dividend in a particular form of assets or together with cash or with a Member being able to elect for specific assets or cash or with any other variations, subject to such dividend in such forms having been approved in such general meeting;
- (d) the Directors may provide that specific asset which a Member could receive in such dividend be sold or disposed of instead with the proceeds being given to such member less any costs, expenses or other charges as the Directors may determine;
- (e) the Directors may prescribe any other terms and conditions of such dividend.

The general meeting may determine any of the matters referred to in (a) to (c) above instead and may impose or provide for such additional terms and conditions for such dividend as the general meeting may think fit.

144. Payment by cheque or telegraphic transfer or electronic transfer

Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder who is named on the Register of Members or Record of Depositors to such person and to such address as the holder may in writing direct or by way of telegraphic transfer or direct electronic transfer or remittance to such account as designated by such holder or the person entitled to such payment. Every such cheque or warrant or telegraphic transfer or direct electronic transfer or remittance shall be made payable to the order of the person to whom it is sent and the payment of any such cheque or warrant or telegraphic transfer or direct electronic transfer or remittance shall operate as a good and full discharge to the Company in respect of the payment represented thereby, notwithstanding that in the case of payment by cheque or warrant, it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant or telegraphic transfer or direct electronic transfer or remittance shall be sent at the risk of the person entitled to the money thereby represented.

CAPITALISATION OF PROFITS

145. Bonus issue

The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and accordingly that such sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of 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 Section 127 of the Act, shares may be allotted as fully paid bonus shares in respect of treasury shares. In the circumstances in which Section 127(2) of the Act applies, any shares allotted as fully paid bonus shares in respect of treasury shares shall be treated for the purposes of the Act as if they were purchased by the Company at the time they were allotted.

146. Power of applications of undivided profits

Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid up 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 in discharging debentures of the Company 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.

NOTICES

147. Service of notices

Subject to the Act, Listing Requirements, laws, rules or regulations, any notice or document required to be sent to Members may be given by the Company to any Member:-

147.1 in hard copy; either personally or sent by post to him in a prepaid letter addressed to him at his last known address; or

147.2 in electronic form, and sent by the following electronic means:-

(a) transmitting to his last known electronic mail address; or

(b) publishing the notice or document on the Company's website followed by a notification of the publication of the notice or document on the website and the designated website link or address where a copy of the notice or document may be downloaded via hard copy or electronic mail or short messaging service or any other electronic communication service had been given in accordance with Section 320 of the Act and the Listing Requirements; or

(c) using any other electronic platform maintained by the Company or third parties that can host the information in a secure manner for access by Members provided that a notification of the publication or availability of the notice or document on the electronic platform via hard copy or electronic mail or short messaging service or any other electronic communication service has been given to them accordingly; or

147.3 partly in hard copy and partly in electronic form in the ways set out in (a) and (b) above.

A Member's address, electronic mail address and any other contact details provided to Depository shall be deemed as the last known address, electronic mail address and contact details respectively for purposes of communication including but not limited to service of notices and/or documents to the Member.

148. When service deemed effected

Any notice or document shall be deemed to have been served by the Company to a Member:-

148.1 Where the notice or document is sent in hard copy by post, on the day the prepaid letter, envelope or wrapper containing such notice or document is posted provided that the letter, envelope or wrapper was addressed and posted.

In providing service by the post, a letter from the Secretary certifying that the letter, envelope or wrapper containing the notice or document was addressed and posted to the Member shall be sufficient to prove the letter, envelope or wrapper was so addressed and posted.

148.2 Where the notice or document is sent by electronic means:-

- (a) via electronic mail, at the time of transmission to a Member's electronic mail address pursuant to Clause 147.2(a), provided that the Company has record of the electronic mail being sent and that no written notification of delivery failure is received by the Company; or
- (b) via publication on the Company's website, on the day the notice or document is first made available on the Company's website provided that the notification on the publication of notice or document on website has been given pursuant to Clause 147.2(b); or
- (c) via electronic platform maintained by the Company or third parties, on the day the notice or document is first made available thereon provided that the notification on the publication or availability of the notice or document on the relevant electronic platform had been given pursuant to Clause 147.2(c).

148.3 Where the notice or document is sent partly in hard copy by post and partly in electronic form, on the time set out in 148.2(a) and 148.2(b) above.

In the event that service of a notice or document pursuant to Clauses 148.2 and 148.3 is unsuccessful, the Company must, within five (5) market days from discovery of delivery failure, make alternative arrangements for service by serving the notice or document in hard copy in accordance with Clauses 147.1 hereof.

148.4 If the Company decide to convene a general meeting using any available technology including an instantaneous audio-visual communication device or such other method, the notice of the general meeting may be sent by electronic means and:

- (a) must describe the means by which the general meeting can be electronically accessed (including the online location, if the general meeting is held at an online location);
- (b) must set out how the chairman of the general meeting may be appointed by a Member entitled to vote at the general meeting as the Member's proxy to vote at the meeting; and
- (c) may be accompanied by any other documents relevant to the general meeting.

149. Notice in case of death or bankruptcy

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 has not occurred. Every person who by operation of law, transfer, transmission or

other means whatsoever shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and/or address being entered in the Register of Members or 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.

150. Who may receive notice

150.1 Notice of every general meeting shall be given in any manner hereinbefore mentioned to: (i) every Member at his registered address as appearing in the Register of Members in Malaysia or Record of Depositors; (ii) every person entitled to a share in consequence of the death or bankruptcy of a Member who but for his death or bankruptcy would be entitled to receive notice of the meeting; (iii) the Auditors for the time being of the Company; (iv) every Director with a registered address in Malaysia or an address for service of notices in Malaysia; (v) every Exchange on which the Company is listed and any other relevant authorities.

150.2 Except as aforesaid no other person shall be entitled to receive notices of general meeting save that if the meeting be called for the alteration of the Company's objects, the provisions of the Act regarding notices to debenture holders (if any) shall be complied with.

150.3 Notwithstanding the provisions of this Constitution and the Listing Requirements, to the extent permitted by law, the Company may serve notice on a Member by way of electronic communication or by means of publication of the notice or other document at the Company's website.

150.4 Any notice required by a court of law or otherwise required or allowed to be given by the Company to the Members or any of them, and not expressly provided for by this Constitution or which cannot for any reason be served in the manner referred to in this Constitution shall be sufficiently given if given by advertisement, and any notice required to be or which may be given by advertisement, shall be deemed to be duly advertised once in a daily newspaper circulating in Malaysia.

WINDING UP

151. Distribution of assets

If the Company is wound up (whether the liquidation is voluntary, under supervision, or by the court), the liquidator may, with the sanction of a special resolution of the Company divide amongst the Members in kind the whole or any part of the assets of the Company (whether they consist of property of the same kind or not) and may for that purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how the division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of any such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, think fit, but no Member shall be compelled to accept any shares or other securities whereon there is any liability.

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

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

151.2 If in the winding up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed among the Members in proportion to the capital paid-up, at the commencement of the winding up, on the shares held by them respectively.

152. Voluntary liquidation

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

RECONSTRUCTION

153. Power of the Directors and liquidators to accept shares, as consideration for sale

On the sale of the undertaking of the Company, the Board or the liquidators on a winding up may, if authorised by a Special Resolution, accept fully paid or partly paid-up shares, debentures or securities of any other company, either incorporated in Malaysia or not, either then existing or to be formed for the purchase in whole or in part of the property of the Company, and the Board (if the profits of the Company permit), or the liquidators (on the winding up), may distribute such shares or securities, or any property of the Company amongst the members without realisation, or vest the same in trust for them and any Special Resolution may provide for the distribution or appropriation of the cash, shares or other securities, benefits or property, otherwise than in accordance with the strict legal rights of the Members or contributories of the Company, and for valuation of any such securities or property at such price and in such manner as the meeting may approve, and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised, and waive all rights in relation thereto, save only in the case of the Company which is proposed to be or is in the course of being wound up, such statutory rights (if any) under Section 457 of the Act as are incapable of being varied or excluded by this Constitution. In the case of the shares to be divided as aforesaid involves a liability to calls or otherwise any person entitled to such division to any of the said shares may, within ten (10) days after the passing of the Special Resolution, by notice in writing, direct the Board or the liquidator to sell his proportion and pay him the net proceeds and the Board or the liquidator shall, if practicable, act accordingly.

SECURITY CLAUSE

154. Information inexpedient to communicate to public

154.1 Every Director, Auditors, trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company shall, if required, before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company with customers and the state of accounts with individuals in matters relating thereto, and shall, by such declaration, pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors, or by any meeting, or by a Court of Law, or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions of this Constitution contained.

154.2 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 if communicated to the public.

INDEMNITY

155. Indemnity for Company's officer

Subject to the provisions of the Act but without prejudice to any indemnity to which he may otherwise be entitled, every Director (including alternate Director), Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company from all and against any liability incurred or sustained by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour (or the proceedings are otherwise disposed of without any findings or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by court, in respect of any alleged negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

COMPLIANCE WITH STATUTES, REGULATIONS AND RULES

156. Compliance with Statutes, regulations and rules

The Company shall comply with the provisions of the relevant governing Statutes, regulations and rules as may be amended, modified or varied from time to time or any other directives or requirements imposed by the Commission and other appropriate authorities to the extent required by law, notwithstanding any provisions on this Constitution to the contrary.

DESTRUCTION OF RECORDS

157. (a) The Company shall be entitled to destroy:

- (i) any instrument of transfer which has been registered at any time after six (6) years from the date of its registration;
- (ii) any dividend mandate or any variation or cancellation of it or any notification of change of address, at any time after two (2) years from the date of the recording;
- (iii) any share certificate which has been cancelled, at any time after one (1) year from the date of its cancellation;
- (iv) any other document on the basis of which any entry in the Register of Members is made, at any time after six (6) years from the date such entry in the Register of Members was first made in respect of such document.

(b) Every entry in the Register purporting to have been made on the basis of an instrument of transfer or other document destroyed under Clause 156(a) shall be conclusively deemed to have been duly and properly made and that:

- (i) every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered;
- (ii) every share certificate so destroyed was a valid certificate duly and properly cancelled;
- (iii) every other document destroyed under Clause 156(a) was a valid and effective document in accordance with its recorded particulars in the books or records of the Company,

(c) The provisions of Clause 156(a) and (b) shall be subject to the following:

- (i) any document may only be destroyed in good faith and without express notice to the Company that the preservation of such document was relevant to any claim;

- (ii) nothing in such provisions shall be construed to impose on the Company any liability in respect of the destruction of any such document earlier than provided for by Clause 156(a) or in any case where the conditions in such Clause have not been fulfilled;
- (iii) references to the destruction of any document include references to its disposal in any manner;
- (iv) 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 and storage.

ALTERATION OF CONSTITUTION

158. Subject to the Act and the Listing Requirements, the Company may by special resolution alter or amend any of these Clause of the Constitution.

EFFECT OF THE LISTING REQUIREMENTS

159. Effects of the Listing Requirements

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

THE ACT, CENTRAL DEPOSITORIES ACT AND THE RULES

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

PERSONAL DATA

Personal data of Members

161. 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:

- 161.1 implementation and administration of any corporate action by the Company (or its agents or service providers);
- 161.2 internal analysis and/or market research by the Company (or its agents or service providers);
- 161.3 investor relation communications by the Company (or its agents or service providers);
- 161.4 administration by the Company (or its agents or service providers) of that Member's holding of shares in the Company;
- 161.5 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 shareholder communications and/or for proxy appointment, whether by electronic means or otherwise;
- 161.6 processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for any general meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to any general meeting (including any adjournment thereof);
- 161.7 implementation and administration of, and compliance with, any provision of this Constitution;
- 161.8 compliance with any applicable laws, listing rules, take-over rules, regulations and/or guidelines; and
- 161.9 purposes which are reasonably related to any of the above purpose.

Personal data of proxies and/or representatives

- 162. Any Member who appoints a proxy and/or representative for any general meeting and/or any adjournment thereof is deemed to have warranted that where such member discloses the personal data of such proxy and/or representative to the Company (or its agents or service providers), that Member has obtained the prior consent of such proxy and/or representative for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy and/or representative for the purposes specified Clause 160.6 and 160.8, and is deemed to have agreed to indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of such Member's breach of warranty.