

**BATU KAWAN BERHAD** (6292-U)  
(Incorporated in Malaysia)

**APPENDIX I**

**PROPOSED ADOPTION OF A NEW  
CONSTITUTION FOR THE COMPANY**

This is the Appendix I referred to in the notice of Extraordinary General Meeting (“EGM”) of Batu Kawan Berhad dated 23 July 2018.

Date and time of EGM : Wednesday, 15 August 2018 at 11.00 a.m.

Venue of EGM : Wisma Taiko, No. 1, Jalan S.P.  
Seenivasagam, 30000 Ipoh, Perak, Malaysia

## INTRODUCTION

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| Name of Company                              | 1. | The name of the Company is BATU KAWAN BERHAD.   |
| Registered office                            | 2. | The registered office of the Company is situated in Malaysia.   |
| Company has unlimited capacity               | 3. | <p>The Company shall have full capacity to carry on or undertake any business or activity and shall for these purposes have the full rights, powers and privileges as contained in the Act, including but not limited to the following objects:</p> <p>(a) To carry on the business of an investment holding company, and in particular to invest the moneys of the Company in or otherwise to acquire and hold shares, stocks, debentures, scrips, loans, bonds, obligations, notes, securities and investment issued by companies, governments, corporations, body or trusts in any part of the world.</p> <p>(b) To carry on the business of planters, growers, cultivators and exporters of oil palms, rubber, gutta percha, durian, coconuts, tapioca, balata, coffee, cocoa, tea, cinchona and any other agricultural and natural products of any kind, and to manufacture, produce, refine, crush, process, convert, formulate, treat, prepare, buy, sell, export, import, and render marketable all or any of the foregoing commodities, derivatives, products, by-products, waste, residues or merchandise either in their raw or manufactured state and in any manner thought convenient or advisable.</p> <p>(c) To carry on the business of manufacturers, producers, processors, refiners, agents, dealers, general merchant importers, exporters, wholesale and retail traders, buyers, sellers, dealers in caustic soda, hydrochloric acid, liquid chlorine, sulphuric acid and their by-products, derivatives thereof and any other chemicals and related products.</p> |
| Objects shall not be restrictively construed | 4. | The objects set forth in any sub-article of the above Article 3 shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any object or objects set forth in such sub-article or from the terms of any other sub-article or by the name of the Company. The Company shall have full power to exercise all or any of the powers, and to achieve or to endeavor to achieve all or any of the objects conferred by or in accordance with the Act and this Constitution.   |
| Members' liabilities                         | 5. | The liability of the Members is limited.  |

## DEFINITION AND INTERPRETATION

Interpretation clause 6. In this Constitution, unless the context otherwise requires, the following words and phrases shall have the meaning assigned to them herein:-

<b>WORDS</b>	<b>MEANINGS</b>
Act	- the Companies Act 2016 and any statutory modification, amendment or re-enactment thereof and any other legislation for the time being in force made thereunder and any written law for the time being in force concerning companies and affecting the Company.
Applicable Laws	- all laws, bye-laws, regulations, rules, orders and/or official directions for the time being in force affecting the Company, including but not limited to the Act, the Securities Laws, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and every other law for the time being in force concerning companies and affecting the Company and any other directives or requirements imposed on the Company by the Securities Commission and/or other relevant regulatory bodies and/or authorities.
Article	- any provisions in this constitution as originally framed or as altered from time to time in accordance with the Applicable Laws.
Auditors	- the auditors for the time being of the Company.
Bursa Malaysia	- Bursa Malaysia Securities Berhad or such other name by which it may be known from time to time which expression shall include any succession thereof, and being a stock exchange.
Chairman	- the Chairman for the time being of the Board of Directors.
Company	- Batu Kawan Berhad (6292-U), the abovenamed Company by whatever name from time to time called.
Constitution	- this constitution as originally framed or as altered from time to time.

Depositor	- a holder of a securities account established by the Bursa Malaysia Depository Sdn. Bhd.
Depository	- Bursa Malaysia Depository Sdn. Bhd. or such other name by which it may be known from time to time, which expression shall include any succession thereof.
Deposited Security	- a security standing to the credit of a securities account of the Depositor subject to the provisions of the Central Depositories Act and the Rules of the Depository and include securities in a securities account that is in suspense.
Directors	- the directors for the time being of the Company.
First Member	- the person whose name stands first in the Register of Members, including the record of Depositors with respect to any registered shares to which two (2) or more persons are jointly entitled.
Listing Requirements	- Main Market Listing Requirements of Bursa Malaysia, including the practice notes and appendices that may be issued thereunder and any amendments or modifications to the same that may be made from time to time.
Market Day	- any day on which there is official trading on the Bursa Malaysia.
Member	- any person for the time being holding shares in the Company and whose name appears in the Register of Members (except the Depository or its nominee company in whose name the Deposited Security is registered), including Depositors whose names appear on the record of Depositors.
Office	- the registered office for the time being of the Company.
Record of Depositors	- a record of Depositors provided by the Depository to the Company or its registrars under the Rules of the Depository.
Register of Members	- the Register of Members of the Company to be kept pursuant to the Act and unless otherwise expressly stated to the contrary, includes the Record of Depositors.
Rules	- the Rules of the Depository and any modifications or amendments to the same that may be made from time to time.
SICDA	- the Securities Industry (Central Depositories) Act, 1991 and any statutory modifications, amendments or re-enactment thereof.

Seal	- the common seal of the Company.
Secretary	- any person appointed to perform the duties of secretary of the Company.
Securities Account	- an account established by the Depository for a Depositor for the recording of deposit or withdrawal of securities and for dealing in such securities by the Depositor, as defined in SICDA and/or the Rules.

Writing shall include printing and lithography and any other mode or modes of representing or reproducing words in a visible form.

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

Words importing the masculine gender only shall include the feminine gender.

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or the Interpretation Act, 1967 shall bear the same meaning in this Constitution.

Restriction on the use of Company's funds	7.	No part of the Company's funds shall be employed in the purchase of loans or in loans made upon the security of any shares in the Company. The Company shall not give any financial assistance for the purpose of or in connection with the purchase of a subscription for any shares in the Company or its holding company, if any. Nothing in this Article shall however prohibit transactions mentioned in Section 125 of the Act.
Office situation	8.	The Office shall be at such place as the Board of Directors shall from time to time appoint.

### **SHARES**

Classes of shares	9.	The issued share capital may be divided into several types and classes of shares and shall carry rights in accordance with the respective terms of their issue.
Restrictions in shares issuance	10.	The Company shall not issue shares to transfer a controlling interest without prior approval of Members in general meeting.
Share issuance scheme	11.	No Director shall participate in a share issuance scheme unless Members in general meeting have approved of the specific allotment to be made to such Director.

Rights of preference holders	12.	<p>(1) Preference shares may with the sanction of an ordinary resolution be issued and on the terms that they are or at the option of the Company, liable to be redeemed. The holder of a preference share shall be entitled to a right to vote in meeting of Members in each of the following circumstances:</p> <p style="margin-left: 40px;">(a) when the dividend or part of the dividend on the preference share is in arrears for more than six (6) months;</p> <p style="margin-left: 40px;">(b) on a proposal to reduce the Company's share capital;</p> <p style="margin-left: 40px;">(c) on a proposal for the disposal of the whole of the Company's property, business and undertaking;</p> <p style="margin-left: 40px;">(d) on a proposal that affects rights attached to the preference shares;</p> <p style="margin-left: 40px;">(e) on a proposal to wind up the Company; and</p> <p style="margin-left: 40px;">(f) during the winding up of the Company.</p> <p>(2) A holder of a preference share shall be entitled to the same rights as a holder of an ordinary share in relation to receiving notices, reports and audited financial statements and attending meetings, unless otherwise specified in the terms of the preference shares.</p>
Ranking of preference shares	13.	The Company shall not issue preference shares ranking in priority above preference shares already issued, but may issue preference shares ranking equally therewith.
Rights attached to shares	14.	The rights attaching to shares of a class other than ordinary shares shall be clearly expressed in the resolution creating them.
Share buyback	15.	<p>(1) Notwithstanding the provisions of Article 7 above and subject to the provisions of Applicable Laws and the conditions, restrictions and limitations expressed in this Constitution, the Company may purchase its own shares on such terms and conditions as the Directors may deem fit in the interest of the Company.</p> <p>(1) Any shares in the Company so purchased by the Company shall be dealt with in accordance with the Act and the guidelines issued by Bursa Malaysia and/or any other relevant authorities from time to time.</p>
Powers of paying commissions and brokerage	16.	The Company may exercise the powers of paying commissions as conferred by the Act, provided that the rate per centum or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the rate of commission shall not exceed the rate of ten per centum (10%) of the price at which the shares in respect whereof the commission is paid are issued or an amount equivalent thereto. Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares, or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.

Interest on share capital during construction of works or buildings	17. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a long period, the Company may pay interest or returns on the amount of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in the Act, may charge the same to capital as part of the cost of the construction of the works, buildings or plant.
Allotment of shares	18. Without prejudice to any rights previously conferred on the holders of any existing shares or class of shares, and subject to the provisions of this Constitution, Applicable Laws and to the provisions of any resolution of the Company, the Directors may issue, allot, or otherwise deal with or dispose of such shares to such persons at such price, on such terms and conditions as they think proper.
Trust not to be recognised	19. Except as required by Applicable Laws, the Depository and the Rules, no person shall be recognised by the Company as holding any shares 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 shares, or (except as provided by this Constitution or by the Applicable Laws) any interest in any fractional part of a share, or any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
Issue of shares	20. (1) The Company shall ensure that all new shares of which listing on the Bursa Malaysia is sought are made by way of crediting the securities accounts of the allottees with such shares save as except where it is specifically exempted from compliance with the SICDA and the Listing Requirements. For this purpose, the Company shall notify the Depository of the names of the allottees and all such particulars by the Depository, to enable the Depository to make the appropriate entries in the securities accounts of such allottees.  (2) The Company shall not cause or authorise its registrars to cause the securities of the allottees to be credited with the additional shares until after the Company has filed with the Bursa Malaysia that they have been authorised for listing.
Share certificate	21. (1) The Company may issue share certificates or jumbo certificates in respect of shares or securities in favour of the Depository as may be directed by the Depository pending the crediting of shares or securities into the securities account of the person entitled to such shares or securities or as may be prescribed by the SICDA and the Rules PROVIDED ALWAYS that every certificate shall be issued under the share seal or Seal in such form as the Directors shall from time to time prescribe and shall bear the facsimile signature of at least one (1) Director and a second Director or the Secretary or some other person appointed by the Directors, and shall specify the number and class of shares or securities. If the Depository shall require more than one (1) jumbo certificate in respect of the Deposited Securities, it shall pay such fee as the Directors may from time to time determine and which the Company may be permitted to charge by law.  (2) Certificates, in relation to shares which are prescribed securities pursuant to SICDA, shall only be issued, replaced or cancelled (in such manner as may be determined by the Directors in accordance with the Applicable Laws) by the Company for purposes of compliance with the Act, SICDA and the Rules.

Condition precedent to entitlement of dividend, vote and privileges 22. No Member shall be entitled to receive any dividend or to be present or vote at any meeting of Members or upon a poll, 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, whether alone or jointly with any other person, together with interest and expenses (if any).

#### **LIEN ON SHARES**

Company to have a paramount lien 23. The Company shall have a first and paramount lien upon all the shares not fully paid up registered in the name of each Member (whether solely or jointly with others) for all moneys due to the Company from him or his estate either alone or jointly with any other person whether the period for the payment, fulfillment or discharge thereof shall have actually arrived or not and no equitable interest in any shares shall be created except upon the condition that this Article hereof is to have full effect. The Company's lien on shares shall extend to all dividends from time to time declared in respect of such shares subject to such lien being restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid, and to such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of the Member or deceased Member. The registration of a transfer of shares shall not of itself operate as a waiver of the Company's lien if any on such shares.

Lien may be enforced by sale of shares 24. The Company may sell any share on which the Company has lien in such manner as the Directors consider appropriate, but no sale shall be made unless a sum in respect of which the lien exists is presently payable and the same remains unpaid at the expiration of fourteen (14) days from the date a written notice (stating and demanding payment of such part of the amount in respect of which the privilege or lien exists as is presently payable) has been given to the registered holder for the time being of the shares, or to the person entitled thereto by reason of death or bankruptcy.

Application of sale proceeds 25. Upon any sale being made by the Directors of any shares to satisfy the lien of the Company thereon, the proceeds shall be applied first, in the payment of all costs of such sale, next, in satisfaction of the debt obligation engagement or liability of the Member to the Company, and the residue (if any) shall (subject to a similar lien for sums not presently payable which exists over the shares before the sale) be paid to the person entitled to the share at the date of the sale, his executors, administrators or assignees or as he directs.

Transfer of forfeited share 26. For giving effect to any such sale of shares, the Directors may authorise a person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and the Directors shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.



Certificate of forfeited share sold to be delivered to the Company	27.	In the event of a sale of shares to satisfy the Company's lien thereon, the Member who held the same prior to such forfeiture or sale shall be bound to deliver and shall forthwith deliver to the Company the certificate or certificates held by him for the shares so forfeited or sold.
Liability to pay moneys on shares which have been sold	28.	A person whose shares have been sold shall cease to be a Member in respect of the shares sold, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of sale, were payable by him to the Company in respect of the shares; but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares.
Notice to be given	29.	Notice of any sale shall be given to the holder of the share or to the person entitled by transmission to the share sold as the case may be. An entry of the sale, with the date thereof, shall be made in the Register of Members opposite to the share. The provisions of this Article are directory only, and no sale shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.
Statutory declaration	30.	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 sold 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.

#### **CALLS ON SHARES**

Directors may make calls	31.	The Directors may make calls upon the Members in respect of any moneys unpaid on their shares or on any class of their shares and not by the conditions of allotment thereof made payable at fixed date PROVIDED ALWAYS that no call shall exceed one-fourth (1/4) of the issued price of the share or be payable at less than thirty (30) days from the date fixed for the payment of the last preceding call. Each Member shall (subject to his having been given at least fourteen (14) days' notice specifying the date, time and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be made payable by installments. A call may be revoked or postponed as the Directors may determine. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed.
Joint holders jointly and severally liable	32.	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
Interest on calls	33.	If a sum called in respect of a share is not paid before or on the day appointed for payment of the sum, the person from whom the sum is due shall pay interest or compensation on that sum at the rate of not exceeding eight per centum (8%) per annum from the day appointed for payment of the sum to the time of actual payment as the Directors may determine, but the Directors may waive payment of such interest due wholly or in part from such person.

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| Non-payment on calls | 34. | Any sum which by the terms of allotment of a share is made payable upon issue or at any fixed date and any installment of a call shall for all purposes of this Constitution be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment, all the relevant provisions of this Constitution as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum were a call duly made and notified as hereby provided.   |
| Difference in calls  | 35. | The Company may from time to time, make arrangements on the issue of shares for varying between the holders of such shares in the amount of calls to be paid and in the time of payment of such calls.  |
| Advance on calls     | 36. | The Directors may, if they think fit, receive from any Member willing to advance the same, all or any part of the money uncalled and unpaid upon any share held by the Member beyond the sums actually called up thereon, and upon all or any part of the moneys so advanced, the Company may (until the same would, but for such advance, become presently payable) pay interest or return at a rate not exceeding eight per centum (8%) per annum as may be agreed upon between the Directors and the Member paying the sum in advance, unless the Company in a meeting of Members otherwise directs. Except in a 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. Such capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. |

#### **TRANSFER OF SHARES**

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| Transfer of securities to and from Depository | 37. | The transfer of securities by the Company to the Depository and from the Depository to the Company shall be in accordance with the Applicable Laws.   |
| Transfer of securities by way of book entry   | 38. | 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 and 110 of the Act, but subject to section 148(2) of the Act and any exemption that may be made from compliance with section 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the Deposited Security. |
| Transferor shall sign transfer                | 39. | Subject to the provisions of the SICDA and the Rules, every instrument of transfer shall be in writing and in respect of any securities required by the SICDA to be deposited in the Depository in the form approved in the Rules and shall be presented to the Depository with such evidence (if any) as the Depository may require to prove the title of the intending transferor and that the intended transferee is a qualified person.               |
| Person to whom share not transferable         | 40. | No share shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind. An instrument of transfer must be in respect of only one (1) class of shares.   |

Register of transfer to be provided	41.	Such instrument of transfer of a share any security shall be executed by or on behalf of the transferor and the transferor shall be deemed to remain the holder of the share security until the name of the transferee is entered in the Register of Members or Record of Depositors in respect thereof.
Company not bound to register more than three (3) persons	42.	The Company shall not be bound to register more than three (3) persons as the holder of any share except in the case of executors or administrators of the estate of a deceased Member.
Directors may refuse registration of transfers	43.	The Directors may refuse to register the transfer of a share (not being a fully paid share) to a person of whom they shall not approve, and they may also refuse to register the transfer of a share on which the Company has a lien.
Notice of refusal of transfer	44.	If the Directors refuse to register a transfer they shall within ten (10) Market Days after the date on which the transfer was lodged with the Company. The Company shall send to the transferee notice of refusal and the precise reason thereof within (7) days of the passing of a resolution to refuse the transfer.
Fees	45.	Such fee, (as may be permitted by the Applicable Laws) as the Directors may from time to time determine, may be charged for registration of a transfer.
Suspension of registration	46.	The registration of transfer may be suspended at such time and for such periods as the Directors may from time to time determine not exceeding in the whole thirty (30) days in any year. At least ten (10) Market Days' notice of intention to close the said register shall be published in a daily newspaper circulating in Malaysia and shall also be given to Bursa Malaysia and to the Depository in accordance with the Rules to prepare the appropriate Record of Depositors. The said notice shall state the purpose or purposes for which the register is being closed.

#### **TRANSMISSION OF SHARES**

Transmission of securities from register	47.	<p>Where:</p> <p>(a) the securities of the Company are listed on another stock exchange; and</p> <p>(b) the Company is exempted from compliance with Section 14 of the SICDA 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,</p> <p>the Company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the other stock exchange, to the register of holders maintained by the registrar of the Company in Malaysia and vice versa provided that there shall be no change in the ownership of such securities.</p>
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Transmission	48. In the case of the death of a Member, the survivor where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole 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 joint holder from any liability in respect of any share which had been jointly held by him with other persons.
Share of deceased or bankrupt Member	49. Any person becoming entitled to a registered share in consequence of the death or bankruptcy of any Member may, upon producing such evidence of title as the Directors shall require and subject as hereinafter provided, elect either to be registered himself as holder of the share, or to have some person nominated by him registered as the transferee thereof, but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that Member before his death or bankruptcy PROVIDED ALWAYS that where the share is a Deposited Security, subject to the Rules, a transfer of the share may be carried out by the person becoming so entitled.
Election of persons entitled to be registered himself	50. If the person so becoming entitled elects to be registered himself, he shall deliver or send to the Company, a notice in writing signed by him and stating that he so elects, provided that where the share is a Deposited Security and the person becoming entitled elects to have the share transferred to him, the aforesaid notice shall be served by him on the Depository.
Registration of nominee	51. If the person so becoming entitled elects to have another person registered, he shall testify his election by executing to that person a transfer of such share. All the limitations, restrictions and provisions of this Constitution relating to the right to transfer and the registration of transfers shall be applicable to any such notice or transfer as if the death or bankruptcy of the Member had not occurred and the notice or transfer were signed by that Member.
Person entitled to receive and give discharge for dividends	52. A person entitled to a registered share by transmission shall be entitled to the same dividends and other advantages and to the same rights in relation to meetings of Members of the Company or to voting or otherwise as the registered holder would have been entitled if he had not died or become bankrupt.
Fees on registration of instruments	53. The Company shall be entitled to charge a fee as may be determined by the Directors in accordance with the Applicable Laws on the registration of every probate, letter of administration, certificate of death or marriage, power of attorney, notice in lieu of distringas, or other instrument.

## FORFEITURE OF SHARES

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| Notice to pay calls                                | 54. | If a Member fails to pay any call or installment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest at a rate not exceeding ten per centum (10%) per annum as the Directors shall determine, or compensation that may have accrued by reason of such non-payment.  |
| Length of notice                                   | 55. | 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. It shall also name the place where payment is to be made and shall state that, in the event of non-payment on or before the time appointed, the shares in respect of which the call was made will be liable to be forfeited.   |
| Failure to comply with notice                      | 56. | If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect.  |
| Forfeiture to include dividend                     | 57. | A forfeiture of shares shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.  |
| Liability of Member in respect of forfeited shares | 58. | A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture, was payable by him to the Company in respect of the shares (together with interest or compensation at the rate of eight per centum (8%) per annum or such other rate as may be allowed under the Applicable Laws and determined by the Directors to be calculated from the date of forfeiture on the money for the time being unpaid if the Directors think fit to enforce payment of such interest), but his liability shall cease if and when the Company received payment in full of all such money in respect of the shares. |
| Evidence of forfeiture                             | 59. | 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.  |
| Sale of forfeited share                            | 60. | <p>(1) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit.</p> <p>(2) If any share is forfeited and sold, any residue after the satisfaction of the unpaid calls and accrued interest and expenses, shall be paid to the person whose shares have been forfeited, or his executors, administrators or assignees or as he directs.</p> <p>(3) The provisions of Articles 26 to 30 inclusive shall apply <i>mutatis mutandis</i> to any sale made in pursuance of the provisions of this Article.</p>  |

- Notice of forfeiture 61. 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 arising by reason of a death or bankruptcy, as the case may be.

#### **CONVERSION OF SHARES INTO STOCK**

- Conversion of shares into stocks and reconversion 62. The Company may by ordinary resolution passed at a meeting of Members, convert any paid up shares into stock and reconvert any stock into paid up shares of any number.
- Transfer of stock 63. The stockholders may transfer their stock or any part thereof, in the same manner as if the transfer of shares from which the stock arose may, before the conversion, have been transferred, or be transferred in the closest manner thereto as circumstances allow. The Directors may fix the minimum amount of stock transferable and may restrict or forbid the transfer of fractions of that minimum.
- Participation in dividends and profits 64. The stockholders shall, according to the amount of their respective stock held by the stockholders, have the same rights, privileges and advantages with regards to dividends, voting at meetings of Members and other matters as if the stockholders held the shares from which the stock arose but none of such privileges or advantages (except the participation in the dividends and profits of the Company and the assets on winding up) shall be conferred by any such part of stock which would not, if existing in shares, have conferred that privilege or advantage.
- Provisions applicable to paid up shares to apply to stock 65. All such provisions of these Articles as are applicable to paid up shares shall apply to stock, and in all such provisions the words "share" and "shareholder" shall include "stock" and "stockholder".

#### **INCREASE IN CAPITAL**

- Power to increase capital 66. The Company may from time to time by ordinary resolution in a meeting of Members, whether all the shares for the time being issued shall have been fully called up or not, increase its share capital by the issuance of new shares (subject to any rights for the time being attached to any existing class of shares) to carry such preferential, deferred or other rights (if any) or to be subject to such conditions or restrictions (if any), in regard to dividend, return of capital, right of voting or otherwise as the Company by the resolution authorising such increase may direct.
- Modification of class rights 67. If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights and privileges attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be modified, commuted, abrogated or dealt with by a special resolution passed by the holders of not less than seventy-five per centum (75%) of the total voting rights of the members of that class at a separate meeting of the holders of shares of that class, and all the provisions hereinafter contained as to meetings of Members shall, *mutatis mutandis*, apply to every such meeting, but so that the quorum thereof shall be two (2) persons holding at least one-third (1/3) of the issued shares of the class. Provided that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing if obtained from the holders of at least three-fourths (3/4) of the issued shares of the class within two (2) months from the meeting, shall be as valid and effectual as a special resolution carried at the meeting.

Issue of new shares to Members 68. Subject to any direction to the contrary that may be given by the Company in a meeting of Members, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date the offer are entitled to receive notices from the Company of meetings of Members in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new share or security 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 Article.

Ranking of new shares 69. Subject to any directions that may be given in accordance with the powers contained in this Constitution, any share capital raised by the creation of new shares shall rank *pari passu* with all earlier issued shares of the same class, and shall be subject to the same provisions with reference to the payment of calls, transfer, transmission, forfeiture, lien and otherwise as the said earlier issued shares.

#### **ALTERATION OF CAPITAL**

Power to alter capital 70. The Company may alter its share capital in any one (1) or more of the following ways by passing an ordinary resolution to:

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

Power to reduce capital 71. The Company may by special resolution, reduce its share capital in any manner permitted or authorised under and in compliance with the Act and Applicable Laws.

#### **MEETINGS OF MEMBERS**

Annual general meeting 72. The Company shall, in every calendar year, at such time and place as may be determined by the Directors, hold an annual general meeting, in addition to any other meetings in that year, within six (6) months of the Company's financial year end and not more than fifteen (15) months after the last preceding annual general meeting.

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| Meetings of Members or general meetings       | 73. | All meeting of Members (other than annual general meetings) shall be called general meetings.  |
| Power to convene meeting of Members           | 74. | The Directors may, whenever they think fit convene a meeting of Members. Any Member holding at least ten per centum (10%) of the issued share capital of the Company may also convene a meeting of Members in the same manner as nearly as possible as that in which meetings of Members may be convened by the Directors. The Members representing at least ten per centum (10%) of the paid up capital of the Company (excluding any paid up capital held as treasury shares) carrying the right of voting at meetings of Members, may require the Directors to convene a meeting of Members in accordance with the Act. |
| Meetings of Members at two (2) or more venues | 75. | The meeting of Members may be held at more than one (1) venue using any technology or method that enables the Members to participate and to exercise the Members' rights to speak and vote at the meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum. The main venue of the meeting shall be in Malaysia and the chairperson of the meeting shall be present at that main venue of the meeting.  |

#### **NOTICE OF MEETINGS OF MEMBERS**

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| Notice of meetings                  | 76. | <p>Notice of at least fourteen (14) days or at least twenty-one (21) days in the case of a meeting for the passing of a special resolution and the holding of an annual general meeting, shall be given PROVIDED ALWAYS that a meeting of Members of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:</p> <p>(a) in the case of an annual general meeting, by all the Members entitled to attend and vote at such meeting; and</p> <p>(b) in the case of a meeting of Members other than an annual general meeting, by a majority who together hold not less than ninety-five per centum (95%) in the total number of the shares having a right to attend and vote at the meeting (excluding any shares in the Company held as treasury shares).</p> |
| Notice to specify time and business | 77. | The notices convening meetings of Members shall be exclusive of the day of the meeting and the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, day and hour of meeting, and in case of special business, the general nature of the business and any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect thereof. At least fourteen (14) days' 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. |



Notice of annual general meeting	78.	The notice convening an annual general meeting shall specify the meeting as such.
Notice of special resolution	79.	The notice convening a meeting of Members to consider a special resolution shall specify the intention to propose the resolution as a special resolution.
Member's right to appoint proxy	80.	In every notice calling a meeting of Members, there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote instead of him and that a proxy need not also be a Member PROVIDED ALWAYS that where a Member appoints two (2) proxies, he shall specify the proportion of his shareholding to be represented by each proxy respectively.
To whom the notice is given	81.	<p>Notice of every meeting of Members shall be given in any manner as provided for in this Constitution to:</p> <p>(a) every Member holding shares conferring the right to attend and vote at the meeting who, at the time of the convening of the meeting shall have paid all calls or other sums presently payable by him in respect of shares in the Company and includes any person who is entitled to a share in the Company 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 and the Company has been notified of the person's entitlement in writing;</p> <p>(b) the Auditors of the Company;</p> <p>(c) the Directors of the Company; and</p> <p>(d) every stock exchange on which the Company is listed.</p>
Omission not to invalidate proceedings	82.	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 resolution passed or the proceedings at any such meeting.
Record of Depositors	83.	<p>(1) The Company shall request the Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of meetings of Members shall be given by the Company.</p> <p>(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 not less than three (3) Market Days before the general meeting (hereinafter referred to as "General Meeting Record of Depositors").</p> <p>(2) Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable), a Depositor shall not be regarded as a Member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.</p>

## PROCEEDINGS AT MEETINGS OF MEMBERS

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| Meeting of Members and annual general meeting | 84. | All business shall be deemed special that is transacted at a meeting of Members and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, laying of the audited financial statements and the reports of the Directors and Auditors, the appointment and fixing of the Directors' fees and benefits, the election of Directors in the place of those retiring, and the appointment and fixing of the remuneration of the Auditors in accordance with the Act.   |
| Quorum  | 85. | No business shall be transacted at any meeting of Members unless a quorum is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two (2) Members present in person or by proxy shall be a quorum. For the purposes of this Constitution, "Member" includes a person attending as a proxy or representing a corporation which is a Member.  |
| Adjournment                                   | 86. | If within half (1/2) an hour from the time appointed for the holding of a meeting of Members a quorum is not present, the meeting if convened on 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 is 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, and if at such adjourned meeting, a quorum is not present within fifteen (15) minutes from the time appointed for holding the Meeting, the Members present shall be a quorum. |
| Chairperson of meetings of Members            | 87. | The Chairman (if any) shall preside at every meeting of Members, but if there be no such Chairman or if at any meeting he is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Directors present shall choose one (1) of the Directors to act, or if no Director be present, or if all the Directors present decline to take the chair, the persons present and entitled to vote shall elect one (1) of themselves to be chairperson of the meeting. The election of the chairperson shall be by a show of hands. However, a proxy shall not be eligible for election as chairperson of the meeting.                               |
| Adjournment with consent of meeting           | 88. | The chairperson of a meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.                  |

- Voting on resolution
89. (1) At any meeting of Members, a resolution put to the vote of such meeting shall be determined on a show of hands or by poll, as may be required by the Applicable Laws or otherwise.
- (2) A declaration by the chairperson of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the book containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- (3) The chairperson of the meeting shall declare whether or not the resolutions put to vote at a meeting of Members are carried, based on the poll results, which show the total number of votes cast on the poll (together with the percentage) in favour of and against the resolution, as confirmed by the scrutineer.

- Polls
90. (1) A poll may be demanded in writing by:
- (a) the chairperson of the meeting;
  - (b) not less than two (2) Members for the time being entitled to vote at the meeting;
  - (c) any Member representing not less than ten per centum (10%) of the total voting rights of all the Members having the right to vote at the meeting, excluding any voting rights attached to any shares in the Company held as treasury shares; or
  - (d) any Member holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than ten per centum (10%) of the total sum paid up on all the shares conferring that right, excluding shares in the Company conferring a right to vote at the meeting which are held as treasury shares.

The demand by poll may be withdrawn.

- (2) A poll shall be taken in such manner and either forthwith or after an interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was taken. The Company shall appoint at least one (1) scrutineer for the purposes of a poll in accordance with the Applicable Laws, and may in addition to the powers of adjourning meetings contained in this Constitution, adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll.
- (3) The poll may be conducted manually using voting slips or electronically using various forms of electronic voting devices. Such votes shall be counted by the poll administrator, and verified by the scrutineer, as may be appointed by the Company for the purpose of determining the outcome of the resolution to be decided on poll.

When no poll may be demanded	91.	No poll shall be demanded on the election of a chairperson of a meeting or on any question of adjournment.
Error in counting votes not to vitiate result	92.	If at any meeting of Members, any votes shall be counted which ought not to have been counted or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairperson of the meeting, be of sufficient magnitude to vitiate the result of the voting.
Casting vote of chairperson	93.	In the case of an equality of vote, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or on a poll shall be entitled to a casting vote in addition to the votes to which he may be entitled as a Member.

#### **VOTES OF MEMBERS**

How Members may vote	94.	Subject to this Constitution and any rights or restrictions as to voting for the time being attached to any shares or classes of shares for the time being forming part of the capital of the Company, every Member present in person or by proxy or represented by attorney or authorised representative shall have one (1) vote on a show of hands and upon a poll every such Member or proxy or attorney or authorised representative shall have one (1) vote for every share held or represented by him.
Definition of exempt authorised nominee	95.	An exempt authorised nominee refers to an authorised nominee defined under SICDA who is exempted from compliance with the provisions of subsection 25A(1) of the SICDA.
Appointment of multiple proxies	96.	Notwithstanding Article 85 where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds PROVIDED ALWAYS that where an exempt authorised nominee appoints two (2) or more proxies, he shall specify the proportion of his shareholding to be represented by each proxy respectively.
Vote of Members of unsound mind	97.	If any Member of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder, he may vote whether on a show of hands or at a poll, by his committee, receiver, curator bonis, or other legal curator, and such last-mentioned persons may give their votes either personally or by proxy.
Vote of joint Members	98.	If two (2) or more persons are jointly entitled to a share then, in voting upon any question, the vote of a First Member, who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other registered holders of the share.
Member barred from voting while call unpaid	99.	A Member shall be entitled to be present and to vote on any question either personally or by proxy or attorney or authorised representative at any meeting of Members (including annual general meeting) or upon a poll and to be reckoned in a quorum in respect of any fully paid up shares and of any shares upon which calls due and payable to the Company shall have been paid. No Member shall be entitled so to vote or be recognised in a quorum in respect of any shares upon which any call or other sum so due and payable shall be unpaid.

Corporate representative	100.	Subject to the Act, any corporation which is a Member of this Company may, by resolution of its directors or other governing body, authorise such person to act as its representative at any meetings of Members of this Company; and the person so authorised, shall in accordance with his authority and until his authority is revoked by the corporation be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it was a Member of the Company.
Form of proxy	101.	The instrument appointing a proxy shall be in such form the Directors may from time to time prescribe or approve.
Instrument of appointment	102.	The instrument appointing a proxy shall be in writing under the hand of the Member or of his attorney duly authorised in writing or if the Member is a corporation, shall be under the hand of its attorney duly authorised in writing or in some other manner approved by the Directors.
Instrument to be deposited	103.	The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in such 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.
Validity of proxy	104.	Unless otherwise directed by the Chairman, a vote given in accordance with the terms of an instrument of proxy shall be treated as valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### **DIRECTORS**

Number of Directors	105.	Until otherwise determined by a meeting of Members, the number of Directors shall not be less than two (2) or more than ten (10). All the Directors of the Company shall be natural persons.
First Directors	106.	The first Directors of the Company were:  Lionel Edgar Charles Letts; Henry Theodore Burt; Lee Loy Seng; Yeoh Chin Hin; and William John Huntsman.
Increase or reduction in number of Directors	107.	The Company may from time to time by ordinary resolution passed at a meeting of Members increase or reduce the maximum and the minimum number of the Directors, and may also determine in what rotation the increased or reduced number is to go out of office.

Director interested in contract to declare	108.	A Director who is in any way, whether directly or indirectly interested in a contract or proposed contract with the Company shall, as soon as practicable after the relevant facts have come to the Director's knowledge, declare the nature of his interest at a meeting of the Directors in accordance with the provisions of the Act.
Restriction on discussion and voting	109.	<p>A Director shall not participate in any discussion or vote in respect of any contract or proposed contract or arrangement in which he is directly or indirectly interested, and if he shall do so, his vote shall not be counted. A Director shall, notwithstanding his interest, be counted in the quorum present at 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. Notwithstanding the above provision, a Director may vote in respect of:</p> <p>(a) any arrangement for giving any 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</p> <p>(b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of security.</p>
Directors may hold office of profit under the Company	110.	<p>(1) A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as remuneration and otherwise) as the Directors may determine. No Directors or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any such other office or place of profit or as a vendor, purchaser or otherwise. No such contract, and no contract or arrangement entered into by or on behalf of the Company, in which any Director is in any way interested shall be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.</p> <p>(2) A Director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any such office or place of profit under the Company or whereat the terms of any such appointment are arranged and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof.</p>
Director may become director of other company	111.	A Director of the Company may, with the consent of the Board of Directors be or become a director or other officer of, or otherwise be interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a director or officer of, or from his interests in, such other company unless the Company otherwise directs.

Register of Directors to be kept	112.	The Company shall keep a register of Directors as required by the provisions of the Act, and the Directors may determine the times at which the said register shall be open to the inspection of Members and holders of the debentures of the Company in the manner provided by the Act.
Director's qualification	113.	A Director shall not be required to hold shares in the Company by way of qualifications shares for acting as a Director of the Company.
Directors' remuneration	114.	<p>The fees of the Directors and any benefits payable to the Directors including any compensation for loss of employment of a Director or former Director shall from time to time be determined by an ordinary resolution of the Company in meeting of Members on an annual basis, and shall (unless such resolution otherwise provides) be divisible amongst the Directors in such proportion and manner as they shall determine PROVIDED ALWAYS that:</p> <p>(a) Fees payable to non-executive Directors shall be paid by a fixed sum and not by a commission on or percentage of profits or turnover.</p> <p>(b) Salaries payable to executive Directors shall be paid by way of remuneration for their services, a fixed sum which shall not include a commission on or percentage of turnover.</p>
Company may remunerate Director for certain services	115.	If any Director, being willing, shall be called upon to perform extra services, or to make any special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by the Directors, and such remuneration may be either in addition to or in substitution for his or their share in the remuneration above provided but may not include a commission on or percentage of turnover.

### **MANAGING DIRECTORS**

Power to appoint Managing Director	116.	The Directors may from time to time appoint one (1) or more of their body to be Managing Director or Managing Directors (which term shall include such other designation as the Directors deem fit), for such period not exceeding three (3) years at such remuneration and upon such terms as to the duties to be performed, the powers to be exercised and all other matters as they think fit but so that no Managing Director shall be invested with any powers or entrusted with any duties which the Directors themselves could not have exercised or performed and such Managing Director or Managing Directors shall be subject to the control of the Board of Directors. The remuneration of a Managing Director (subject to the provisions of any contract between him and the Company) shall be by way of salary, commission or participation in profits, or by any or all of those modes, but shall not under any circumstances be by a commission on or percentage of turnover.
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Managing Director subject to retirement by rotation	117. A Managing Director shall, while he continues to hold that office, be subject to retirement by rotation, and he shall be taken into account in determining the rotation or retirement of Directors. Subject to the provisions of any contract between him and the Company, he shall 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 he shall <i>ipso facto</i> and immediately cease to be a Managing Director.
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**SECRETARY**

Appointment and resignation of Secretary	118. (1) The Secretary or joint Secretaries to the Company shall be appointed by the Directors, for such term, at such remuneration and upon such conditions, as they may think fit; and any Secretary or Joint Secretaries so appointed may be removed by them.  (2) The Secretary may resign from his office by giving a notice to the Board of Directors.
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Same person may not act as Director and Secretary simultaneously	119. A provision of the Act or this Constitution requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.
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Joint Secretaries	120. A provision of the Act or this Constitution requiring or authorising a thing to be done by or to the Secretary shall be satisfied by its being done by or to one (1) or more of the Joint Secretaries, if any, for the time being appointed by the Directors.
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**POWERS AND DUTIES OF DIRECTORS**

General powers of Company vested in Directors	121. Any sale or disposal by the Directors of the Company's main undertaking shall be subject to prior approval by Members in general meeting but, subject as aforesaid, the business of the Company shall be managed by the Directors who may exercise all such powers of the Company, save for powers or acts that are not by the Applicable Laws or by this Constitution required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Applicable Laws and this Constitution, being not inconsistent with the said provisions and this Constitution, as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
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Directors may pay gratuity, pension, or allowance	122. Without prejudice to the generality of the foregoing sub-clause, the Directors may on behalf of the Company pay a gratuity, pension or allowance on retirement to any employee or ex-employee, Director or former Director, or the wife, widow or other dependent of an employee or ex-employee, Director or former Director in such manner to such extent as the Directors shall think fit and for these purposes the Directors may if they think fit either alone or in conjunction with any other persons constitute and contribute to a scheme or trust for the purpose of providing any such gratuity, pension or allowance and take out policies of insurance and pay the premiums reserved thereby.
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Power of Directors to borrow	123.	The Directors may exercise all the powers of the Company to borrow or secure money, and to mortgage or charge its property and to issue securities, whether outright or as a security for any debt, liability or obligation of the Company or of its subsidiaries or of any third party.
Custody of Seal	124.	The Directors shall provide for the safe custody of the Seal which shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf; and every instrument to which the Seal shall be affixed shall be signed by one (1) Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose save that as regards any certificates for shares or debentures or other securities of the Company, the Directors may by resolution determine that such signatures shall be dispensed with or affixed by some method or system of mechanical signature.
Seal for use abroad	125.	The Company may exercise the powers conferred by the provisions of the Act with regard to having an official Seal for use abroad, and such powers shall be vested in the Directors.
Share seal	126.	The Company may also have a share seal as provided by the Act.
Branch register	127.	The Company may exercise the powers conferred upon the Company by the provisions of the Act with regard to the keeping of a branch register of Members in any place outside Malaysia which shall be deemed to be part of the Company's Register of Members.
Execution of negotiable instruments and receipt for money paid	128.	All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, in which the Company is in any way concerned or interested, and in all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner and by such persons as the Directors shall from time to time by resolution determine.
Local boards of agencies	129.	The Directors from time to time and at any time may establish any local boards or agencies for managing any of the affairs of Company, either in Malaysia or abroad, and may appoint any persons to be members of such local boards, or any managers, inspectors, or agents, and may fix their remuneration and may delegate to any local board, manager, inspector, or agent, any of the powers, authorities and discretions vested in the Directors with power to sub-delegate; and may authorise the members of any local board, or any of them to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby. Every Director while present in the country or territory in which any such local board or any committee thereof shall have been established shall be ex-officio a member thereof and entitled to attend and vote at all meetings thereof held while he is present in such country or territory.

- Appointment of attorney
130. The Directors may at any time, and from time to time, by power of attorney under the Seal, appoint any person or persons to be the attorney or 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 the Directors may from time to time think fit; and any such appointment may (if the Directors think fit) be made in favour of any of the members of any local board established as aforesaid, or in favour of any company or of the members, directors, nominees, or managers of any company or firm, or in favour of any fluctuating body of persons, whether nominated directly or indirectly by the Directors; and any such power of attorney may contain such powers and provisions for the protect on or convenience of persons dealing with such attorney or attorneys as the Directors may think fit. Any such delegates or attorneys as aforesaid may be authorised by the Directors to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them.
- Vacation of office
131. Subject to the provisions of any agreement for the time being subsisting, the office of a Director shall be vacated if he:
- (a) has retired in accordance with the Act or this Constitution but is not re-elected;
  - (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Mental Health Act 2001;
  - (c) is removed from office in accordance with the Act or this Constitution;
  - (d) resigns his office by notice in writing given to the Company;
  - (e) becomes disqualified from being a Director in accordance with the provisions of the Act;
  - (f) dies;
  - (g) be requested in writing by all the other Directors for the time being to vacate office;
  - (h) becomes bankrupt; and
  - (i) is absent from more than fifty per centum (50%) of the total Board of Directors' Meetings held during a financial year save and except in a case where Bursa Malaysia has granted a waiver to the Director from compliance with this requirement.

## ROTATION OF DIRECTORS

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| Rotation and retirement of Directors                                    | 132. | An election of Directors shall take place each year. At each annual general meeting, one-third (1/3) of the Directors for the time being, or if their number is not a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office PROVIDED ALWAYS that all Directors shall retire from office at least once in each three (3) years. A retiring Director shall be eligible for re-election and shall retain office until the close of the meeting at which he retires.  |
| Which Directors to retire   | 133. | The Directors to retire in every year shall be those who have been longest in office since their appointment or last election but as between persons who become Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.   |
| Filling a vacancy   | 134. | The Company, at the meeting of Members at which a Director retires as aforesaid may fill the vacated office by appointing a person thereto, and in default the retiring Director shall be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the meeting and lost.  |
| Nomination of Director  | 135. | No person, not being a retiring Director, shall be eligible for election to the office of Director at any meeting of Members unless a Member intending to propose him has, at least eleven (11) clear days before the meeting, left at the Office of the Company a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such Member to propose him 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 before to the meeting at which the election is to take place. |
| Directors' power to fill casual vacancy and make additional appointment | 136. | 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 Board of Directors, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with this Constitution. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the retirement of Directors by rotation at such meeting.  |
| Removal of Director   | 137. | The Company may by ordinary resolution, of which special notice has been given to all Members entitled to receive notices, remove any Director before the expiration of his period of office, notwithstanding anything in this Constitution or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.   |

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| Appointment of Director in place of one (1) removed                  | 138. | <p>(1) The Company may, subject to a special notice, by ordinary resolution appoint another person in place of a Director removed from office under the immediate preceding Article. A person appointed in place of a Director so removed shall be subject to retirement by rotation at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.</p> <p>(2) Without prejudice to the powers of the Directors in this behalf, the Company may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.</p> |
| Motion for appointment or reappointment of two (2) or more Directors | 139. | A motion for the appointment of two (2) or more persons as Directors of the Company by a single resolution shall not be made at a meeting of Members of the Company unless a resolution that it shall be so made had first been agreed to by the meeting without any vote being given against it.   |

#### **PROCEEDINGS OF DIRECTORS**

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| Third Schedule excluded   | 140. | The Third Schedule of the Act shall not apply to the Company, except to the extent the same clauses are repeated or contained in this Constitution.  |
| Quorum of meetings of Directors   | 141. | The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Until otherwise determined, a simple majority of Directors for the time being of the Company shall be a quorum. If within half (1/2) an hour from the time appointed for the holding of a meeting of Directors a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place where for the purpose of the meeting, any two (2) Directors present shall be a quorum.  |
| Voting at meetings of Directors   | 142. | Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairperson of the meeting shall have a second or casting vote. Where two (2) Directors form a quorum, the Chairman at which only such a quorum is present, or at which only two (2) Directors are competent to vote on the question at issue, shall not have a casting vote.   |
| Meeting of Directors at two (2) or more venues via instantaneous telecommunication device | 143. | <p>Subject to the laws for the time being in force in this jurisdiction the contemporaneous linking together by an instantaneous telecommunication device of a number of Directors no less than the required quorum, whether or not any one (1) or more of the Directors is out of Malaysia, is deemed to constitute a meeting of the Directors and all provisions of this Constitution as to meetings of the Directors will apply to such meeting held by instantaneous telecommunication device so long as the following conditions are met:</p> <p>(a) all the Directors shall have received notice of a meeting by instantaneous telecommunication device for the purpose of such meeting. Notice of any such meeting will be given on the instantaneous telecommunication device or in any other manner permitted by this Constitution;</p> |

(b) each of the Directors taking part in the meeting by the instantaneous telecommunication device must be able to hear and/or see each of the other Directors taking part at the commencement and for the duration of the meeting;

(c) at the commencement of the meeting each Director shall acknowledge his presence for the purpose of the meeting to all of the other Directors taking part.

For the purpose of this Article, “instantaneous telecommunication device” means any telecommunication conferencing device with or without visual capacity.

Prior consent	144.	A Director may not leave the meeting by disconnecting his instantaneous telecommunication device unless he has previously obtained the express consent of the chairperson of the meeting and a Director will be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by instantaneous telecommunication device unless he has previously obtained the express consent of the chairperson to leave the meeting.
Minutes of meeting via instantaneous telecommunication device	145.	Minutes of the proceedings at a meeting by instantaneous telecommunication device will be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minutes by the chairperson of the meeting.
Notice calling meeting of Directors	146.	On the request of a Director, the Secretary shall at any time summon a meeting of the Directors by notice served upon every Director. Notice of every meeting of the Directors shall be given in writing or by electronic means and shall be served on each Director entitled to receive the notice either personally or by electronic mail or other electronic device or by sending it by post to him at his registered address for the service of such notice with not less than seven (7) days' notice thereof unless such requirement is waived by all the Directors.
Chairman and Vice-Chairman	147.	The Directors shall elect a Chairman and may elect one (1) or more Vice-Chairmen and the Directors may determine the period for which such officers shall respectively hold office. The Chairman (if any), or, in the absence of the Chairman, the Vice-Chairman (if any), or, in the event that there are more than one (1) Vice-Chairmen, the senior in appointment among them, shall preside at the meetings of the Directors. If such officers have not been appointed, or if no such officer is present within five (5) minutes after the time appointed for a meeting, the Directors present shall choose one (1) of their number to be chairperson at such meeting.
Committees of the Board of Directors	148.	The Directors may delegate any of their powers, other than the powers to borrow and make calls, to committees consisting of such members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon them by the Directors.
Number of Directors below minimum	149.	The remaining Director may continue to act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the minimum number fixed by or pursuant to this Constitution, the remaining 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 meeting of Members of the Company, notwithstanding that there shall not be a quorum, but for no other purpose.

- All *bona-fide* acts valid notwithstanding 150. All acts *bona fide* done by any meeting of Directors, or by a committee of Directors, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
- Directors' Circular Resolution 151. A resolution in writing, signed or approved by letter, e-mail, facsimile, or other forms of electronic communication by a majority of the Directors for the time being present in Malaysia, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted, PROVIDED ALWAYS that where a Director is not so present but has an alternate who is so present, then such resolution shall also be signed by such alternate. All such resolution shall be described as "Directors' Circular Resolutions" and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's minute book and submitted for confirmation at a meeting of the Directors next following the receipt thereof by him. A Directors' Circular Resolution shall be inoperative if it shall purport to authorise or to do any act which a meeting of the Directors has decided shall not be authorised or done, until confirmed by a meeting of the Directors. A Directors' Circular Resolution may consist of several documents in like form, each signed by one (1) or more Directors or their alternates.
- Proper minutes of all appointments and proceedings 152. The Directors shall cause proper minutes to be made in books to be provided for the purpose of all appointments of officers made by the Directors, of the proceedings of all meetings of Directors and committees of Directors and of the attendances thereat, and of the proceedings of all meetings of Members of the Company, and all business transacted, resolutions passed and orders made at such meetings, and any such minute of any meeting, if purported to be signed by the chairperson of such meeting, or by the chairperson of the next succeeding meeting of the Company or Directors or committee, as the case may be, shall be sufficient evidence without any further proof of the facts therein stated.

#### **ALTERNATE DIRECTORS**

- Appointment or removal of an alternate Director 153. (1) A Director may appoint a person approved by a majority of the other members of the Board of Directors to act as his alternate, provided that such person is not a Director of the Company and such person does not act as an alternate for more than one (1) Director of the Company. Any fee paid by the Company to the alternate shall be deducted from that Director's remuneration, whether or not such person shall be a member of the Company, and may at any time remove the alternate Director so appointed by him from office. Subject to the provisions of the Listing Requirements, an alternate Director shall not be appointed as a member of any committee of the Company.
- (2) An alternate Director shall be entitled to receive from the Company such proportion (if any) of the remuneration otherwise payable to his appointor by way of remuneration for his services as Director as the appointor may by notice in writing to the Company from time to time direct, but save as aforesaid shall not in respect of such appointment be entitled to receive any remuneration from the Company.

- (3) An alternate Director shall be entitled to receive notices of all meetings of the Board of Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all the functions of his appointor as a Director in his absence.
- (4) An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director otherwise than by retiring and being re-elected at the same meeting.
- (5) All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the Office.

#### **DIVIDENDS AND RESERVES**

Distribution of dividends	154.	Subject as hereinafter provided, and to any rights or privileges for the time being attaching to any shares in the capital of the Company having preferential or special rights in regard to dividend, the profits or other moneys of the Company available for dividend shall be applied in payment of dividends upon the shares of the Company in proportion to the amounts paid up or credited as paid up thereon respectively otherwise than in advance of calls.
Distribution of dividends out of profit	155.	Subject to the provisions of the Act, the Directors may from time to time make a distribution of dividends to the Members out of the profits of the Company available if the Company is solvent, at such time and in such amount as the Directors consider appropriate.
Dividend in specie	156.	The Directors in authorising a distribution of dividends may direct payment of such dividends wholly or in part in specie, and may be satisfied in whole or in part by the distribution amongst the Members in accordance with their rights of fully paid shares, debentures or other securities of this or any other company, or of any other property suitable for distribution as aforesaid. The Directors shall have full liberty to make all such valuations, adjustments and arrangements, and to issue all such certificates or documents of title as may in their opinion be necessary or expedient with a view to facilitating the equitable distribution amongst the Members of any dividends or portions of dividends to be satisfied as aforesaid or to giving them the benefit of their proper shares and interest in the property, and no valuation, adjustment or arrangement so made shall be questioned by any Member.
Reserve funds	157.	The Directors may, before authorising any distribution of dividend, set aside, out of the profits of the Company such sum or sums as they deem fit, as a reserve fund or as reserve funds.

Application of reserve funds	158.	Subject to any provisions to the contrary contained in this Constitution, any such reserve fund or part thereof shall be applicable for meeting contingencies, or for equalising dividends, or for special dividends, or for repairing, improving and maintaining any of the property of the Company, or for such other purposes as the Directors shall at their absolute discretion think conducive to the interest of the Company, and pending such application the Directors may invest the sums set aside for such reserve fund or funds upon such investments (other than shares of the Company) as they may think fit, and from time to time may deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company, and may divide any reserve fund into such special funds as they think fit, and employ the reserve fund or funds or any part thereof in the business of the Company without being bound to keep the same separate from the other assets.
Notice of dividend	159.	Notice of any dividend that may have been declared shall be given in manner hereinafter provided to such Members as are entitled under this Constitution to receive notices from the Company.
Debts may be deducted	160.	The Directors may deduct from any dividend, bonus or other moneys payable, in respect of any shares held by a Member either alone or jointly with any other Member all such sums of money (if any) as may be due and payable by him either alone or jointly with any other person to the Company on account of calls or otherwise.
Mode of payment	161.	Any dividend, instalment of dividend, bonus or interest in respect of any share may be paid by cheque or warrant or via electronic transfer or remittance to the bank account provided by the Member or person entitles thereto who is named in the Register of Members and/or Record of Depositors or if several persons are entitled thereto in consequence of the death or bankruptcy of the holder, to any one of such persons and to such address or the bank account as such persons may in writing direct.
Payment by post and discharge	162.	Every such cheque or warrant or electronic transfer or remittance shall be made payable to the order of the person to whom it is sent or person or persons entitles to the share in consequence of the death or bankruptcy of the holder may direct and the payment of any such cheque or warrant or electronic transfer or remittance shall operate as good discharge to the Company in respect of the dividend represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon or the instruction for electronic transfer or remittance has been forged. Every such cheque or warrant or electronic transfer or remittance shall be sent at the risk of the person entitled to the money represented thereby.
No interest on unpaid dividend	163.	No unpaid dividend, bonus or interest shall bear interest as against the Company unless otherwise provided by the rights attached to the share.



Cash distributions 164. Notwithstanding Article 162, any cash distributions shall be paid via electronic transfer to the bank account provided by the securities holder or person entitled thereto who is named in the Register of Members and/or Record of Depositors.

“Cash distributions” means cash payment made by the Company in respect of its securities which are listed and quoted for trading on Bursa Malaysia, as prescribed by Bursa Malaysia from time to time which include:

- (a) Cash dividends;
- (b) Payments of interest or profit rates on debt securities or sukuk respectively;
- (c) Income distributions made by collective investment schemes;
- (d) Capital repayments; and
- (e) Cash payments in lieu of odd lots arising from distributions in specie.

### **CAPITALISATION OF PROFITS AND RESERVES**

Capitalisation of profits and reserves 165. (1) The Company in a meeting of Members may, upon the recommendation of the Directors, resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of the Company's reserve funds, 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 proportion, 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 or their nominees in the proportion aforesaid, or partly in the one way and partly in the other and the Directors shall give effect to such resolution.

(2) Whenever such a resolution as foresaid shall have been passed, the Directors shall make all appropriations and applications of the amounts resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision for the satisfaction of the right of any Member under such resolution to a fractional part of a share by the issue of fractional certificates or by payment in cash or otherwise, as they think fit, and also to authorise any person to enter, on behalf of all Members entitled thereto or their nominees, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up of any further shares in which they may be entitled upon such capitalisation; and any agreement made under such authority shall be effective and binding on all such Members and their nominees.

## AUTHENTICATION OF DOCUMENTS

- Authentication of documents
166. Any Director or the Secretary or any person approved by the Directors shall have the power to authenticate any documents in relation to 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.

## ACCOUNTS TO BE KEPT AND AUDITED FINANCIAL STATEMENTS

- Accounts to be kept
167. The Directors and managers of the Company shall cause to be kept accounting and other records to sufficiently explain the transactions and financial positions of the Company including its subsidiaries and enable true and fair profit and loss accounts and balance sheets and any documents required to be attached thereto to be prepared in accordance with the Applicable Laws and for convenient and proper audit, and shall distribute copies of balance sheets and other documents as required under the Applicable Laws.
- Books to be kept at the Office
168. The accounting and other records shall be kept at the Office, or at such other place or places as the Directors shall think fit, and shall always be opened to the inspection of the Directors.
- Inspection by Members
169. The Directors shall from time to time determine whether and to what extent and at what time and places and under what conditions or regulation, the accounts and books of the Company or any of them, shall be opened to the inspection of Members, 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 the Act or authorised by the Directors or by a resolution of the Company in meeting of Members.
- Preparation and issuance of audited financial statements and Directors' report
170. The Directors shall cause to be prepared, sent to every Member and laid before the Company in its annual general meeting the audited financial statements and Directors' report in accordance with the Act. The interval between the close of a financial year of the Company and the issue of the audited financial statements, the Directors' and Auditors' reports shall not exceed four (4) months.
- Members to have copies of accounts
171. A copy of each of the audited financial statements, the Directors' and Auditors' report (including every document required by law to be annexed thereto) which is to be laid before the Company in its annual general meeting, shall not less than twenty-one (21) days before the date of the meeting be delivered or sent to every Member of, and every holder of debentures of, the Company and to every other person who is entitled to receive notice of meetings of Members from the Company under the provisions of the Act or of this Constitution, in accordance with the provisions of the Act or of this Constitution PROVIDED ALWAYS that this Article shall not require a copy of those documents to be sent to any person whose address the Company is not aware of or to more than one (1) of the joint holders of any shares or debentures.

## **AUDIT**

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| Appointment of Auditors                          | 172. The Auditors shall be appointed for each financial year by ordinary resolution at the annual general meeting of the Company in accordance with the provisions of the Act.  |
| Attendance of Auditors at annual general meeting | 173. The Auditors shall attend every annual general meeting where the financial statements of the Company are to be laid, so as to respond according to their knowledge and ability to any question relevant to the audit of the financial statements in accordance with the provisions of the Act. |

## **NOTICES**

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| How notice to be served on Members                                | 174. Any notice or documents required to be sent to Members may be given by the Company or by the Secretary to any Member, either: <ul style="list-style-type: none"><li>(a) in hard copy, either delivered personally or sent by post to him in a prepaid letter addressed to him at his last known address; or</li><li>(b) in electronic form, and if sent by the any one (1) of the following electronic means:<ul style="list-style-type: none"><li>(i) transmitting to his last known electronic mail address; or</li><li>(ii) publishing the notice or document on a website or electronic platform provided that a notification of the publication of the notice or document on such website or electronic platform has been given to the Members in accordance with the Applicable Laws via hard copy or electronic mail or short messaging service.</li></ul></li></ul>     |
| Notice to joint holders   | 175. A notice may be given to the joint holders of a share by giving the notice to the First Member.   |
| Notice and/or documents to Members in case of death or bankruptcy | 176. A notice and/or document required to be sent to Members may be given 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 Member, or by any like designation, at his last known address, in any manner in which the same might have been given if the death or bankruptcy had not occurred. Every person who, by operation of law by transfer or by transmission or other approved means, become entitled to any share, shall be bound by every notice and/or document which has been given to the person from whom he derives the title to such share in respect of such share, which prior to his name and address being entered in the Register of Members or Record of Depositors as the registered holder of such share, shall have been duly given. |

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| Service of documents other than notice | 177. | Any document other than a notice requiring to be served on a Member, may be served in like manner as a notice may be given to him under this Constitution, and in the case where notice might be given exhibiting the same at the Office such document shall be deemed to be duly served if the same is available for him at the Office and the notice exhibited so states.  |
| Notice by post                         | 178. | Any notice or document, if sent by post, shall be deemed to have been given or served twenty-four (24) hours after the letter containing the same is put into the post.  |
| When service deemed effected           | 179. | <p>Any notice or document shall be deemed to have been served or delivered by the Company to a Member on the day specified below when:</p> <p>(a) the notice or document has been sent in hard copy by post, on the day the prepaid letter, envelope or wrapper containing such notice or documents is posted. A letter from the Secretary certifying that the letter, envelope or wrapper containing the notice or document was so addressed and posted on that day to the Member shall be sufficient to prove that the letter, envelope or wrapper was so addressed and posted.</p> <p style="text-align: center;">OR</p> <p>(b) the notice or document is sent by any one (1) of the following electronic means:</p> <p style="padding-left: 40px;">(i) via electronic mail, at the time of transmission to a Member's electronic mail address pursuant to this Constitution, 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</p> <p style="padding-left: 40px;">(ii) via publication on a website or electronic platform, on the date the notice or document is first made available on such website or electronic platform, provided that the notification on the publication of notice or document thereon has been given to the Members pursuant to this Constitution.</p> |

In the event that service of a notice or document pursuant to this Article is unsuccessful, the Company shall within two (2) Market Days from discovery of delivery failure, make alternative arrangements for service by serving the notice or document in hard copy in accordance with the provisions in this Constitution.

## **WINDING UP**

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| Distribution of assets           | 180. | If the Company is wound up, subject to due provision being made satisfying the claims of any holders of shares having rights in regard to the repayment of capital, the surplus assets shall be applied in repayment of the paid up share capital to the Members or credited as paid up on the ordinary shares at the commencement of the winding up.   |
| Distribution of assets in specie | 181. | If the Company is wound up, the liquidator may, with the sanction of a special resolution, divide amongst the Members in specie any part of the assets of the Company, and any such division may be otherwise than in accordance with the existing rights of the Members, but so that, if any division is resolved on otherwise than in accordance with such rights, the Members shall have the same right of dissent and consequential rights as if such resolution were a special resolution passed pursuant to the Act. A special resolution sanctioning a transfer or sale to another company duly passed pursuant to the said section may in like manner authorise the distribution of any shares or other consideration receivable by the liquidator amongst the Members otherwise than in accordance with their existing rights; and any such determination shall be binding upon all the Members subject to the right of dissent and consequential rights conferred by the Act. |
| Liquidator's commission          | 182. | On the voluntary liquidation of the Company, no commission or fee shall be paid to a 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.  |

## **INDEMNITY AND INSURANCE**

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| Indemnity and insurance for officers and Auditors | 183. | <p>(1) Subject to the provisions of the Act, the Company may indemnify an officer (as defined in the Act) or Auditors of the Company for the time being for any costs incurred by him or the Company in respect of any proceedings:</p> <ul style="list-style-type: none"><li>(a) that relate to the liability for any act or omission in his capacity as an officer or Auditors; and</li><li>(b) in which judgement is given in favour of the officer or Auditors or in which the officer or Auditors is acquitted or is granted relief under the Act, or where proceedings are discontinued or not pursued.</li></ul> <p>(2) Subject to the provisions of the Act, the Company may indemnify an officer (as defined in the Act) or Auditors of the Company in respect of:</p> <ul style="list-style-type: none"><li>(a) any liability to any person, other than the Company, for any act or omission in his capacity as an officer or Auditors of the Company; and</li></ul> |
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- (b) any cost incurred by that Director or officer in defending or settling any claim or proceedings relating to such liability except:
  - (i) any liability of the Director to pay:
    - a fine imposed in criminal proceedings; or
    - a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature, howsoever arising; or
  - (ii) any liability incurred by the Director:
    - in defending any criminal proceedings in which he is convicted; or
    - in defending any civil proceedings brought by the Company, or an associated company, in which judgment is given against him; or
  - (iii) any costs incurred in connection with an application for relief under the Act.

Effecting insurance for officers and Auditors 184.

- (1) The Company may, with the prior approval of the Directors, effect insurance for an officer or Auditors of the Company in respect of:
  - (a) civil liability, for any act or omission in his capacity as a Director or officer or Auditors of the Company; and
  - (b) costs incurred by that officer or Auditors of the Company in defending or settling any claim or proceeding relating to any such liability; or
  - (c) costs incurred by that officer or Auditors of the Company in defending or settling any proceedings that have been brought against that person in relation to any act or omission in that person's capacity as an officer or Auditors of the Company:
    - (i) in which that person is acquitted;
    - (ii) in which that person is granted relief under the Act; or
    - (iii) where proceedings are discontinued or not pursued.
- (2) The provisions of this Constitution shall not apply to any civil or criminal liability in respect of a breach of the duties and responsibility of Directors as specified in the Act.
- (3) The Directors shall:
  - (a) record or cause to be recorded in the minutes of the Board of Directors; and
  - (b) disclose or cause to be disclosed in the Directors' report referred to in the Act;

the particulars of any indemnity given, or insurance effected for any officer or Auditors of the Company.

## EFFECT OF THE LISTING REQUIREMENTS

Effect of the Listing Requirements

185. The effect of the Listing Requirements shall be as follows PROVIDED ALWAYS that the Company is listed:
- (a) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done.
  - (b) Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done.
  - (c) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
  - (d) If the Listing Requirements require this Constitution to contain a provision and it does not contain such a provision, this Constitution is deemed to contain that provision.
  - (e) If the Listing Requirements require this Constitution not to contain a provision and it contains such a provision, this Constitution is deemed not to contain that provision.
  - (f) If any provision of this Constitution is or becomes inconsistent with the Listing Requirements, this Constitution is deemed not to contain that provision to the extent of the inconsistency.

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# PROXY FORM

BATU KAWAN BERHAD (6292-U)

No. of Shares Held	CDS Account No.	Tel. No.

I/We .....  
(Full Name in Block Letters)

NRIC/Passport/Company No. ....

of .....  
being (a) member(s) of BATU KAWAN BERHAD hereby appoint

..... NRIC/Passport No. ....  
(Full Name in Block Letters)

or failing him THE CHAIRMAN OF THE MEETING as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at its Registered Office, Wisma Taiko, No. 1, Jalan S.P. Seenivasagam, 30000 Ipoh, Perak, Malaysia on Wednesday, 15 August 2018 at 11.00 a.m. and at any adjournment thereof, and to vote as indicated below:

Relating to:	For	Against
<b>SPECIAL RESOLUTION PROPOSED ADOPTION OF A NEW CONSTITUTION FOR THE COMPANY</b>		

Please indicate with a tick (✓) how you wish your vote to be cast

.....  
Signature of Shareholder

Date: .....

### Notes:

- (a) A member (other than an exempt authorised nominee) is entitled to appoint only one (1) proxy to vote in his stead. The proxy may, but need not be a member of the Company.
- (b) Where the proxy form is executed by a corporation, it must be either under its seal or under the hand of its officer or attorney duly authorised.
- (c) If a member having appointed a proxy to attend a general meeting attends such meeting in person, the appointment of such proxy shall be null and void in respect of such meeting and his proxy shall not be entitled to attend such meeting.
- (d) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in the notice of Extraordinary General Meeting shall be put to vote by poll.
- (e) Where a member is an exempt authorised nominee, as defined under the Securities Industry (Central Depositories) Act 1991, who holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- (f) Where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- (g) The instrument appointing a proxy and the power of attorney or other authority (if any), to be valid, must be deposited at the Registered Office of the Company not less than forty-eight (48) hours before the time for holding the meeting.
- (h) In the case of joint holders, the proxy form signed by the first named shareholder in the register shall be accepted to the exclusion of the other registered joint holder(s) of the shares.
- (i) If neither "for" nor "against" is indicated above, the proxy will vote or abstain as he thinks fit.
- (j) Only members whose names appear on the General Meeting Record of Depositors or Register of Members as at 9 August 2018 shall be entitled to attend or appoint proxies in his stead or in the case of a corporation, a duly authorised representative to attend and vote in his stead.

### Personal Data Privacy

By submitting the duly executed proxy form, the member consents to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the Extraordinary General Meeting, including any adjournment thereof.

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Affix  
Stamp  
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**THE COMPANY SECRETARIES  
BATU KAWAN BERHAD  
WISMA TAIKO  
NO. 1, JALAN S.P. SEENIVASAGAM  
30000 IPOH, PERAK  
MALAYSIA**

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