THE COMPANIES ACT 2016

PUBLIC COMPANY LIMITED BY SHARES

MALAYSIA

CONSTITUTION

of

EWI CAPITAL BERHAD

Registration No. 201301030020 (1059850-A)

Incorporated on the 28th day of August, 2013

Registration No. 201301030020 (1059850-A)

THE COMPANIES ACT 2016
MALAYSIA

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

EWI CAPITAL BERHAD

1. The name of the Company is EWI CAPITAL BERHAD.

2. The registered office of the Company will be situated in Malaysia.

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

   (1) To carry on the business of an investment holding company and for that purpose to acquire and hold either in the name of the Company or in that of any nominee shares, lands, houses, buildings, stocks, debentures, bonds, notes, obligations and securities issued or guaranteed by any company, any government or other authority of whatever nature in any part of the world.

   (2) To carry on the businesses of land developers, property developers, agriculture developers, and to develop and turn to account any land or property acquired by the Company or in which the Company is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing up and improving buildings.

   (3) To undertake and carry on the business of contractors of every description and to erect and construct houses, buildings or works of every description on any land or property of the Company or upon any other lands or property and to pull down, enlarge, alter and improve existing houses, buildings or works thereon and to sell, let or lease or otherwise dispose of or grant rights over any real property belonging to the Company.

4. The Company shall have full capacity and powers to achieve such objects as mentioned above.

5. The liability of the members is limited.

6. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.

THE COMPANIES ACT 2016

7. The provisions set out in the Companies Act 2016 which may be modified or substituted by the provisions of this Constitution shall not apply to the Company except in so far as the same are repeated or contained in this Constitution.

INTERPRETATION

8. Interpretation clause

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

"Act" means the Companies Act 2016 and any statutory modification, amendment or re-enactment thereof and any and every other legislation made thereunder for the time being in force.

"Auditors" means the auditors for the time being of the Company.

"Authorised Nominee" shall have the meaning ascribed thereto in the Central Depositories Act.

"Beneficial Owner" shall have the meaning ascribed thereto in the Central Depositories Act.

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

"Central Depositories Act" means the Securities Industry (Central Depositories) Act 1991 and any statutory modification, amendment or re-enactment thereof and any and every other legislation made thereunder for the time being in force.

"Chief Executive" means the chief executive of the Company (as defined in accordance with the Listing Requirements).

"Company" means EWI Capital Berhad (Registration No. 201301030020 (1059850-A)).

"Deposited Security" means a security, as defined in Section 2 of the Central Depositories Act, in the Company standing to the credit of a Securities Account and includes a security in a Securities Account that is in suspense.

"Depositor" means a holder of a Securities Account established by the Depository, as defined in Section 2 of the Central Depositories Act.

"Depository" means the Bursa Malaysia Depository Sdn Bhd (Registration No. 198701006854 (165570-W)) and its successors-in-title.

"Directors" means the Directors for the time being of the Company and has the meaning given in Section 2(1) of the Capital Markets and Services Act 2007.

"Document" means any document required to be sent under the Listing Requirements to securities holder.

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

"Electronic communication" means a document or information is sent or supplied by electronic communication if it is sent initially, and received at its destination by means of electronic equipment for the processing (which expression includes digital compression) or storage of data, and entirely transmitted, conveyed and received by wire, by radio, by optical means or by other electromagnetic means.

"Electronic form" means a document or information sent or supplied in electronic form are those sent by "electronic communication" or by any other means while in an electronic form whereby a recipient of such document or information would be able to retain a copy.

"Exchange" means Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W)).

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

"Listing Requirements" means the Main Market Listing Requirements of the Exchange, including any modifications or amendments to the Listing Requirements that may be made from time to time.

"Market Day" means a day on which the Exchange is open for trading in securities.

"member" or "securities holder" or any like expression means any person for the time being holding securities in the Company and whose name appears in the Register including Depositors, who may be Authorised Nominees, whose names appear on the Record of Depositors except the Depository or their nominees in their capacity as bare trustees.

"Office" means the registered office for the time being of the Company.

"Omnibus Account" means the Securities Account in which ordinary shares of the Company are held for multiple Beneficial Owners and includes a Securities Account maintained by an Exempt Authorised Nominee.

"Registrar" means such person, firm or company which for the time being maintains in Malaysia, the register of securities holders.

"Record of Depositors" means the record provided by the Depository to the Company or its Registrar or its issuing house under Chapter 24.0 of the Rules.

"Register" means the Register of Members to be kept by the Company pursuant to the Act, and unless otherwise expresses to the contrary, includes the Record of Depositors.

"Relevant Regulations" means all relevant rules, regulations, guidelines, directives, practice notes, guidance notes passed or issued by any relevant authority for the time being in force applying to or affecting the Company and this Constitution which shall include where applicable, the Act, the Central Depositories Act, the Listing Requirements and the Rules.

"Rules" means the Rules of the Depository as defined under the Central Depositories Act or any modification or amendment thereof for the time being in force.

"Seal" means the common seal of the Company.

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

"Securities Account" means an account established by the Depository for a Depositor for the recording of deposit of securities and for dealings in such securities by the Depositor as permitted under the Central Depositories Act and/or the Rules.

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

"Share Issuance Scheme" means a scheme involving a new issuance of shares to the employees.

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

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

Reference to "writing" shall, unless the contrary intention appears, be construed as including references to printing, typewriting, lithography, photography electronic storage or transmission and other modes of reading information or representing or reproducing words in a visible or readable form whether in a physical document or in an electronic communication or form or otherwise howsoever.

Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Interpretation and General Clauses Ordinance 1967 and of the Act as in force at the date at which this Constitution becomes binding on the Company.

Words including the singular only shall include the plural and the masculine gender shall include the feminine and neuter genders and the word "person" shall include corporations and companies.

Reference to "these Clauses" means this Constitution as originally framed or as from time to time altered by special resolution.

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

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

Reference to "transfer" in relation to shares shall include a transfer of shares pursuant to the Rules.

BUSINESS

9. Board may carry on business

Any branch or kind of business by which this Constitution, is either expressly or by implication authorised to be undertaken by the Board at such times or times as they think fit, and further, may be held in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Board may deem it expedient not to commence or proceed with such branch or kind of business.

10. Location of Office

The Office shall be at such place in Malaysia, as the Board shall from time to time determine.

SHARES

11. Power to issue shares with special rights

(1) The share capital of the Company may, subject to this Constitution, consist of shares issued in different classes, redeemable in accordance with the Act, which confer preferential rights to distributions of capital or income, which confer special, limited or conditional voting rights or which do not confer voting rights.

(2) Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares but subject to the Relevant Regulations and this Constitution, the Directors may issue, allot, grant options over or otherwise dispose of the unissued share capital of the Company and any such shares may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of

capital or otherwise as the Directors, subject to any ordinary resolution of the Company determine, provided that –

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

(b) no special rights shall be attached to shares of a class other than ordinary shares, until the same have been expressed in this Constitution;

(c) subject to the Listing Requirements and notwithstanding the existence of a resolution pursuant to Sections 75(1) and 76(1) of the Act, no shares or convertible securities shall be issued if the total number of those shares or convertible securities, when aggregated with the total number of any such shares or convertible securities issued during the preceding twelve (12) months, exceeds ten per centum (10%) of the total number of the issued and paid-up capital (excluding treasury shares) of the Company, except where the shares or convertible securities are issued with the prior approval of the members in general meeting of the precise terms and conditions of the issue;

(d) every Share Issuance Scheme for employees and/or Directors shall be approved by the members in general meeting and in relation to a Director such approval shall specifically detail the amount of shares or options to be issued to such Director and such Director has abstained from voting on the relevant resolution.

Subject to the Act, the provisions of this Constitution and the requirements of the Exchange, the Company shall have power to issue preference shares on such terms and conditions and carrying such rights or restriction.

12. Rights of preference shareholders

(1) The holders of preference shares shall have the same rights as the holders of ordinary shares as regards receiving notices, reports and audited financial statements and attending general meetings of the Company. The holders of preference shares shall also have the right to vote in each of the following circumstances:-

(a) where the dividend or part of the dividend on the preference shares is in arrears for more than six (6) months;

(b) on a proposal to reduce the Company's share capital;

(c) on a proposal to dispose the whole of the Company's property, business and undertaking;

(d) on a proposal or an alteration of Constitution that affects the rights and privileges attached to the preference shares;

(e) on a proposal to wind up the Company; and

(f) during the winding up of the Company.

(2) The Company shall not unless with the consent of the existing preference shareholders at a class meeting issue further preference capital ranking in priority above preference shares already issued but may issue preference shares ranking equally therewith; and

(3) Subject to the Act, any preference shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.

13. Repayment of preference capital

Notwithstanding Clause 14 hereof, the repayment of preference share capital other than redeemable preference share capital, or any other alteration of preference shareholders' rights, shall only be made pursuant to a special resolution of the preference shareholders concerned PROVIDED ALWAYS that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing if obtained from the holders representing not less than seventy-five per centum (75%) of the total voting rights of the preference capital concerned within two (2) months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting.

14. Modification of class rights

Subject to the provisions of Section 91 of the Act, if at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of shares of that class) may, whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the holders representing not less than seventy-five per centum (75%) of the total voting rights of the shareholders of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting, the provisions of this Constitution relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two (2) persons holding or representing by proxy not less than one tenth (1/10) of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll and shall be entitled on a poll to one (1) vote for every such share held by him. To every such special resolution the provisions of Section 292 of the Act shall, with such adaptations as are necessary, apply.

15. Right on creation or issue of further shares

The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking as regards to participation in the profits or assets of the Company in some or in all respects *pari passu* therewith.

16. Allotment and issuance of securities

The Company must ensure that all new issues of securities for which listing is sought on the Exchange are made by way of crediting the Securities Accounts of the allottees with such securities save and except where it is specifically exempted from compliance with Section 38 of the Central Depositories Act, in which event it shall so similarly be exempted from compliance with this requirement. For this purpose, the Company must notify the Depository of the names of the allottees and all such particulars required by the Depository, to enable the Depository to make the appropriate entries in the Securities Account(s) of such allottees. Subject to the Relevant Regulations, the Company must allot the securities and despatch notices of allotment to the allottees and make application for the quotation of such securities within the stipulated time frame as may be prescribed by the Exchange.

17. Crediting Securities Account

The Company must not allot or issue securities or cause or authorise its registrars to cause the Securities Accounts of the allottees to be credited with the additional securities until after it has filed with the Exchange an application for listing of such additional securities and has been notified by the Exchange that such new issue of securities has been approved in principle for listing.

18. Restriction on use of Company's funds

The Company shall not give whether directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company or in its holding company nor shall the Company make a loan for any purpose whatsoever on the security of its shares or those of its holding company, but nothing in this Clause shall prohibit transactions mentioned in the provision to Section 123 of the Act or the purchase by the Company of its own shares pursuant to Clause 19 and Section 127 of the Act. The Directors may however in their discretion accept a surrender of shares by way of compromise of any question as to whether or not the same have been validly issued or in any other case where the surrender is within the powers of the Company. Any shares so surrendered may be sold or re-issued in the same manner as forfeited shares.

19. Purchase of own shares

(1) Subject to and in accordance with the provisions of the Act and any regulations made thereunder, the Listing Requirements and the rules, regulations, orders and guidelines issued by the Exchange and any other relevant authorities, and to any rights previously conferred on the holders of any class of shares and to any requirements imposed by the Exchange, the Company may at any time and from time to time and on any terms it deems fit, purchase or may enter into a contract under which it will or may purchase any of its shares of any class, including any redeemable shares from any party(ies) whatsoever in accordance with the laws.

(2) Neither the Company nor the Board shall be required to select the shares to be purchased rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares.

20. Commission and brokerage

In addition to all other powers of paying commissions, the Company (or the Board on behalf of the Company) may exercise the powers conferred by Section 80 of the Act of applying its shares or capital monies in paying commissions to persons subscribing or procuring subscriptions for shares of the Company, or agreeing so to do whether absolutely or conditionally, provided that the percentage or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the commission shall not exceed 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. Subject to the provisions of Section 78 of the Act, such commission may be satisfied by the payment of cash or allotment of fully paid shares or partly paid shares or by a combination of any of the aforesaid methods of payment. The Company (or the Board on behalf of the Company) may also on any issue of the shares pay such brokerage as may be lawful.

21. Interest on share capital during construction

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

22. Trusts not to be recognised

Except only as otherwise expressly provided by this Constitution or as required by law or as provided under the Central Depositories Act, the Rules, or pursuant to any order by court, no person (other than Bursa Malaysia Depository Nominees Sdn Bhd) shall be recognised by the

Company as holding any share upon any trust and the Company shall not, even when having notice thereof, be bound or compelled in any way to recognise any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or any other right in respect of any share except an absolute right to the entirety thereof in the person registered as the holder of the share.

23. Shares to be offered to members before issue

Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible securities from time to time to be created shall, before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares or securities which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Clause.

24. Rights of members

No person shall exercise any rights of a member until his name shall have been entered in the Register or his name appears in the Record of Depositors and he shall have paid all calls and other monies for the time being due and payable on any share held by him whether alone or jointly with any other person PROVIDED THAT the Depository or its nominee company in whose name the Deposited Security is registered shall not be entitled to any such rights unless required by virtue of the Central Depositories Act, the Rules, the Relevant Regulations or the context of this Constitution.

25. Payment of allotment

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

DISPOSAL OF SHARES OF MEMBERS WHOSE WHEREABOUTS UNKNOWN

26. Reasonable diligence

(1) Subject to the provisions of the Central Depositories Act and the Rules, where by the exercise of reasonable diligence the Company is unable to discover the whereabouts of a member for a period of not less than ten (10) years, the Company may cause an advertisement to be published in a newspaper circulating in the place shown in the Register or the Record of Depositors as the address of the member stating that the Company after expiration of thirty (30) days from the date of the advertisement intends to transfer the shares to the Minister charged with responsibility for finance.

(2) If after the expiration of thirty (30) days from the date of the advertisement the whereabouts of the member remains unknown, the Company may transfer the shares held by that member in the Company to the Minister charged with responsibility for finance and for the purpose may execute for and on behalf of such member a transfer of those shares to the Minister charged with responsibility for finance.

CERTIFICATES

27. Issuance of share certificates

Subject to Clause 159, 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 signatures or autographic signatures 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 to which it relates and amounts paid thereon provided that the Directors may by resolution determine that such signature or either of them, shall be affixed by such other person as may be authorised by the Directors or some method or system of mechanical signature.

CALLS ON SHARES

28. Directors may make calls

The Directors may, subject to the Act and the provisions of the Listing Requirements, from time to time make such calls upon the members in respect of the amounts unpaid on their shares, and not by the conditions of allotment made payable at fixed date provided 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 and each member shall be entitled to receive at least fourteen (14) days' notice specifying the date, time and place of payment.

29. How calls may be made

Any call may be made payable either in one sum or by installments, and each member upon whom a call is made is liable to pay the amount of the call to the Company and at the date, time and place appointed by the Directors. A call may be revoked or postponed as the Directors may determine.

30. When a call is deemed made

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

31. Calls in respect of joint-holders

Joint-holders of a share shall be jointly and severally liable for the payment of all calls in respect thereof and any interest accrued thereon.

32. Directors may differentiate between holders

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

33. Payment on allotment treated as call

Any sum which by the terms of issue of a share is made payable upon allotment or at any fixed date shall, for all purposes of this Constitution, be deemed to be a call duly made and payable on such fixed date, and in case of non-payment all the 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.

34. Interest on calls in arrears

If any sum in respect of a call is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment, at such rate, not exceeding eight per centum (8%) per annum, as the Directors may determine provided however the Directors may waive payment of such interest in whole or in part.

35. Payment on calls in advance

The Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the monies payable in respect of any share held by him beyond the amount of the calls actually made thereon and upon the monies so advanced, or so much thereof as shall from time to time exceed the amount of the calls due upon such shares, the Company may pay interest at such rate not exceeding eight per centum (8%) per annum, as may be agreed between the Directors and the member paying the sum in advance. Any capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. Except in liquidation, sums paid in advance of calls shall not, until the same would but for such advance have become payable, be treated as paid-up in the shares in respect of which they have been paid.

FORFEITURE AND SURRENDER OF SHARES

36. Notice to pay calls

If any member fails to pay the whole or any part of any call on the day appointed for the payment thereof, the Directors may at any time thereafter during such time as the call or any part thereof remains unpaid, serve a notice on him by transmission requiring him to pay such call or such part thereof as remains unpaid, together with any interest at such rate not exceeding eight per centum (8%) per annum or at such rate as the Directors shall determine, any expenses which may have accrued by reason of such non-payment.

37. Form of notice

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

38. Failure to comply with notice

If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends which shall have been declared on the forfeited shares and not actually paid before the forfeiture. The Directors may accept the surrender of any share liable to be forfeited hereunder.

39. Redemption of forfeited share

Notwithstanding any such forfeiture as aforesaid, the Directors may at any time before the forfeited share has been otherwise disposed of, permit the share so forfeited to be redeemed upon the terms of payment of all calls and interest due upon and expenses incurred in respect of the share, and upon any further or other terms they may think fit.

40. Forfeited share becomes property of Company

A share so forfeited or surrendered shall become the property of the Company and may be re-sold, re-allotted or otherwise disposed of either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto, or to any other person upon such terms and in such manner as the Directors shall think fit, and at any time before a sale, re-allotment or disposition the forfeiture or surrender may be cancelled on such terms as the Directors think fit and whether with or without all or any part of the amount previously paid on the share being cancelled as paid.

41. Liability of member on forfeiture

A person whose shares have been forfeited or surrendered shall cease to be a member in respect of the forfeited or surrendered shares, but shall, notwithstanding, remain liable to pay to the Company all monies which, at the date of forfeiture or surrender were payable by him to the Company in respect of the shares (together with interest not exceeding the rate of eight per centum (8%) per annum from the date of forfeiture or surrender on the money for the time being unpaid if the Directors think fit to enforce payment of such interest) but his liability shall cease if and when the Company receives payment in full of all such monies in respect of the shares.

42. Result of forfeiture

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

43. Evidence of forfeiture and transfer of forfeited shares

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 or surrendered or sold to satisfy a lien on a date in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration, if any, given for the forfeited shares on any sale or disposition thereof and the Directors may authorise some person to execute a transfer of the share in favour of the person to whom the share is sold or otherwise disposed of and he shall thereupon be registered as the registered holder of the share, or (in the case of share that is Deposited Security) authorise its Registrar to cause the Depository to credit the Securities Account of the person to whom the share is sold or disposed of with the forfeited share or otherwise in accordance with the directions of such person as aforesaid. The purchaser shall not be bound to see to the application of the purchase monies, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or other disposal of the share.
In order to give effect to any such sale or disposal the Directors may authorise any person to transfer the (forfeited) shares sold or disposed of to the purchaser.

44. Non-payment of sums due on issue of shares

The provisions of this Constitution as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, as if the same had been payable by virtue of a call duly made and notified.

45. Notice of forfeiture

When any share has been forfeited in accordance with this Constitution, notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by reason of the death or bankruptcy as the case may be immediately prior to the forfeiture, and an entry of the forfeiture with the date thereof shall forthwith be made in the Register but no forfeiture shall in

any manner be invalidated by any omission or neglect to give such notice or to make such entry aforesaid.

46. Proceeds of sale of forfeited shares

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.

LIEN

47. Company's lien on shares and dividends

The Company shall have a first and paramount lien on every share (not being fully paid share) for all money called or payable at a fixed time in respect of the particular share and registered in the name of a member (whether solely or jointly with others) for all monies payable by him or his estate either alone or jointly with any other person, to the Company, but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Clause. The Company's lien on shares and dividends from time to time declared in respect of such shares, if any, shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such monies are due and unpaid and to such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of the member or deceased member.

48. Power to enforce lien by sale

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

49. Application of proceeds of sale

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

50. Power to transfer shares

Upon any such sale as aforesaid, the Directors may enter the purchaser's name in the Register as holder of the shares, and the purchaser shall not be bound to see to the regularity or validity of, or be affected by any irregularity or invalidity in the proceedings or procedure relating to the transfer of the shares or be bound to see to the application of the purchase money, and after his name has been entered in the Register the validity of the sale shall not be impeached by any person, and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

51. Imposition of liability by law

Whenever any law for the time being of any country, state or place imposes or purports to impose any immediate or future or possible liability upon the Company to make any payment or empowers any government or taxing authority or government official to require the Company to

make any payment in respect of any shares registered in the Register as held either jointly or solely by any member or in respect of any dividends, bonuses or other monies due or payable or accruing due or which may become due or payable to such member by the Company or in respect of any shares registered as aforesaid or for or on account or in respect of any member and whether in consequence of:

(a) the death of such member;

(b) the non-payment of any income tax or other tax by such member; or

(c) any other act or thing;

the Company in every such case:

(i) shall be fully indemnified by such member or his executor or administrator from all liability;

(ii) shall have a lien upon all dividends, bonuses and other monies payable in respect of the shares registered in the Register and/or the Record of Depositors as held either jointly or solely by such member for all monies paid or payable by the Company in respect of the same shares or in respect of any dividend, bonus or other monies as aforesaid thereon or for or on account or in respect of such member under or in consequence of any such law together with interest at the rate of not exceeding eight per centum (8%) per annum thereon from date of payment to date of repayment and may deduct or set off against any such dividend, bonus or other money payable as aforesaid any monies paid or payable by the Company as aforesaid together with interest as aforesaid; and

(iii) may recover as a debt due from such member or his executor or administrator wherever constituted any monies paid by the Company under or in consequence of any such law and interest thereon at the rate and for the period aforesaid in excess of any dividend, bonus or other money as aforesaid then due or payable by the Company to such member.

TRANSFER OF SHARES, REGISTERS AND RECORD OF DEPOSITORS

52. Form of transfer

Subject to the provisions of the Act, this Constitution and the Relevant Regulations with respect to transfer of Deposited Security, all transfers of shares:-

(a) to the Depository or their nominee company; or

(b) prior to the listing and quotation of such shares on the relevant Exchange,

may be effected by an instrument in writing in the form prescribed under the Act and/or approved by the Exchange, or such form as may from time to time, be prescribed under the Act or approved by the Exchange. Subject to this Constitution, there shall be no restriction on the transfer of fully paid-up shares except where required by law.

53. Transfer of Securities

(1) The transfer of any Deposited Security 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 such Deposited Security.

(2) A depositor shall not withdraw the securities which have been deposited with the Depository except in such manner as maybe specified in Rules and Central Depositories Act.

(3) For the purpose of registration of a transfer of shares that are not Deposited Securities, every instrument of transfer shall be left at the office of the Registrar together with the certificate of the shares to be transferred and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares.

(4) All instruments of transfer in respect of shares that are not Deposited Securities which shall be registered shall be retained by the Company but any instrument of transfer which the Directors may decline to register shall on demand be returned to the person depositing the same.

(5) Before registering any transfer tendered for registration in respect of shares that are not Deposited Securities, the Directors may, if they think fit, give notice by letter posted in the ordinary course to the registered holder that such transfer deed has been lodged and that unless objection is taken, the transfer will be registered and if such registered holder fails to lodge an objection in writing at the Office within ten (10) days from the posting of such notice to him, he shall be deemed to have admitted the validity of the said transfer.

54. Instrument of transfer

(a) Subject to the Central Depositories Act, the Rules, and the Relevant Regulations, the instrument of transfer of any Deposited Security lodged with the Company for registration must be signed by or on behalf of the transferor and transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof.

(b) Subject to the Listing Requirements and the Rules, the transfer of any securities may be suspended at such times and for such periods as the Directors may from time to time determine. Ten (10) Market Days' notice, or such other period as may from time to time be specified by the Exchange governing the Register concerned, of intention to close the Register shall be given to the Exchange. At least three (3) Market Days' prior notice shall be given to the Central Depository to prepare the appropriate Record of Depositors.

55. Restriction of transfer

(1) No share shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind.

(2) The Depository may refuse to register any transfer of deposited security that does not comply with the Central Depositories Act and the Rules or where the reason for the transfer does not fall within any of the approved reasons provided in the Rules.

(3) The Directors may in their absolute discretion decline to register any transfer of shares that is not a Deposited Security where the registration of the transfer would result in contravention of or failure to observe the provisions of any laws in Malaysia or the transfer is in respect of a partly paid shares in respect of which a call has been made and is unpaid.

(4) If in the exercise of its rights under this Clause, the Directors refuse to register a transfer of a shares that is not a Deposited Security, they shall despatch to the lodging broker (if any) and the transferee written notice of the refusal and the precise reasons thereof within ten (10) Market Days after the date of which the transfer was lodged with the Company (or such period as may be prescribed by the Act and/or the Listing Requirements).

56. Suspension of registration of transfers

The registration of transfers (including transfers of beneficial ownership of any Deposited Security held through an Omnibus Account) may be suspended at such time and for such period as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty (30) days in any year or such number of days as may be prescribed by the Exchange.

57. Recognition of renunciation of allotment

Nothing in this Constitution shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person or otherwise.

58. Limitation of liability

Neither the Company or the Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of shares apparently made by sufficient parties, although the same may, by reason of any fraud or other cause not known to the Company or the Directors or other officers, be legally inoperative or insufficient to pass the property in the securities proposed or professed to be transferred, and although the transfer may, as between the transferor and transferee, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the shares transferred, or otherwise in defective manner.

In every such case, the person registered as transferee, his executors, administrators and assignees alone shall be entitled to be recognised as the holder of such shares and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto.

TRANSMISSION OF SHARES

59. Transmission of Securities

(1) Subject to the Relevant Regulations, where:-

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

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

the Company shall, upon request by a Depositor, permit a transmission of securities held by such Depositor from the register of holders maintained by the registrar of the Company in the jurisdiction of the other stock exchange, to the Register 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.

(2) The procedures for the transmission of the securities between the Depository for the deposition and withdrawal of any securities held under scripless system shall be determined by the Directors from time to time subject to and in accordance with the Relevant Regulations.

60. Death of member

In the case of death of a member, the survivor(s) 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 person recognised by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of the deceased member from any liability in respect of any share which had been held by him alone or jointly with some other person.

61. Rights on death or bankruptcy

Any person becoming entitled to shares in consequence of the death or bankruptcy of any member may upon such evidence of title being produced as may from time to time be required by the Directors (but subject to the provisions hereinafter contained) elect either to be registered himself as a member in respect of such shares or to have another person nominated by him registered as 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. Before recognising any executor or administrator, the Directors may require him to take out probate or letters of administration as evidence. Provided always that where the share is a Deposited Security, a transfer of the share may be carried out by the person becoming so entitled, subject to the Relevant Regulations.

62. Election of person entitled to be registered himself

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

63. Notice requiring registration of transfer

The Directors may at any time give notice requiring any such person referred to in Clause 62 above to elect either to be registered himself or to transfer the share and, if the notice is not complied with within sixty (60) days, the Directors may thereafter withhold payment of all dividends or other monies payable in respect of the share until compliance has been made with the requirements of such notice.

64. Rights on death or bankruptcy

A person entitled to shares in consequence of the death or bankruptcy of a member shall be entitled upon the production of such evidence as may from time to time be properly required by the Directors and the Depository in that behalf and subject to the Central Depositories Act and the Rules, to receive and may give a discharge for all dividends and other monies payable in respect of the shares, but he shall not be entitled to receive notice of or to attend or vote at any meeting and, or, save as aforesaid, to exercise any of the rights and privileges of a member, unless and until he shall have become a member in respect of the shares. Where two (2) or more persons are jointly held to any share in consequence of the death of the holder of the share they shall, for the purposes of this Constitution, be deemed to be the joint holders of the share.

JOINT HOLDERS OF SHARES

65. Joint holders of shares

Subject to the Central Depositories Act and the Rules, where two (2) or more persons are registered as the holders of any share, they shall be deemed to hold the same as joint tenants with benefit or survivorship subject to the following provisions:-

(a) The Company shall not be bound to register more than three (3) persons as the holders of any share except in the case of executors, or trustees of a deceased member.

(b) The joint-holders of a share shall be liable severally as well as jointly in respect of all calls and other payments which ought to be made in respect of such share.

(c) On the death of any one of such joint-holders the survivor or survivors shall be the only person or persons recognised by the Company as having any title to such share but the Directors may require such evidence of death as they may deem fit.

(d) Any one of such joint-holders may give effectual receipts for any dividend and payment on account of dividend, bonus, return of capital and other money payable in respect of such share.

(e) Only the person whose name stands first in the Register as one of the joint-holders of any share shall be entitled to delivery of the certificate relating to such share or to receive notices from the Company and any notice given to such person shall be deemed notice to all the joint holders.

CONVERSION OF SHARES INTO STOCKS

66. Company may convert shares into stock

The Company may by ordinary resolution convert any paid-up shares into stock, and reconvert any stock into paid-up shares of any number.

67. Holders of stock may transfer their interest

The holders of stock may transfer the same or any part thereof in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit; provided however that the Directors may from time to time, if they think fit, fix the minimum amount of stock transferable, and direct that fractions of a Ringgit Malaysia or of any other sum shall not be dealt with, with power nevertheless, at their discretion to waive such stipulations in any particular case.

68. Participation in dividends and profits

The stock shall confer on the holders thereof respectively the same rights, privileges and advantages, as regards dividends, participation in assets on a winding up, voting at meetings of the Company, and other matters as would have been conferred by the shares from which the stock arose, but so that none of such rights, privileges or advantages, (except participation in dividends and profits of the Company and in assets on a winding up) shall be conferred by an amount of the stock which would not, if existing in shares, have conferred such privileges or advantages.

69. Application of provisions

All such provisions of this Constitution as are applicable to paid up shares shall apply to stock and in all such provisions the word “share” shall include “stock” and the word “shareholder” and “member” shall include “stockholder”.

INCREASE OF CAPITAL

70. Power to increase capital

The Company may from time to time, whether all the shares for the time being authorised shall have been issued or all the shares for the time being issued shall have been fully paid up or not, by ordinary resolution increase its share capital by the creation and issue of new shares, such new capital to be of such amount to be divided into shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company by the resolution authorising such increase directs.

71. New capital to be considered as part of present share capital

Except so far as otherwise provided by the condition of issue, any capital raised by the creation of new shares shall be considered as part of the original share capital of the Company. All new shares shall be subject to the provisions herein contained with reference to allotments, the payment of calls and installments, transmissions, forfeiture, lien or otherwise and shall also be subject to the Rules.

ALTERATION OF CAPITAL

72. Consolidation, sub-division and cancellation

The Company may from time to time by ordinary resolution:-

(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) sub divide its shares or any part thereof, whatever is in the subdivision, the proportion between the amount paid and the amount (if any) unpaid on each subdivided share shall be the same as it was in the case of the shares from which the subdivided share is derived. Any resolution whereby any share is sub-divided may determine that, as between the holders of shares resulting from such subdivision, one or more of such shares may have such preferred or other special rights over, or may be given any preference or advantage as regards dividends, return of capital, voting or otherwise over the other or others of such shares;

(c) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled;

(d) increase its share capital by such sum to be divided into shares of such amount as the resolution may prescribe; and

(e) subject to the provisions of this Constitution and the Act, convert and/or reclassify any class of shares into other class of shares.

All new shares created as a result of any increase or change in the Company’s capital shall be subject to the same provisions of this Constitution with reference to allotment, payment of calls, lien, transfer, transmission, forfeiture and otherwise as the shares in the original share capital.

73. Alteration in accordance with conditions and terms

Anything done in pursuance of the last preceding Clause shall be done in the manner provided and subject to any conditions imposed by the Act so far as they shall be applicable, and so far as they are not applicable, in accordance with the terms of the resolution authorising the same, and so far as such resolution shall not be applicable, in such manner as the Directors deem most expedient.

74. Power to reduce capital

The Company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner and with and subject to, any authorisation, and conditions prescribed by the Act and subject to any consent required by the law.

75. Information on shareholding

(1) The Company may by notice in writing require any member of the Company within such reasonable time as is specified in the notice:-

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

(b) if he holds them as trustee or nominee, to indicate so far as he can the persons for whom he holds them by name or by other particulars sufficient to enable those persons to be identified and the nature of their interest.

(2) Where the Company is informed in pursuance of a notice given to any person under sub-Clause 75(1) hereof or under this sub-Clause that any other person has an interest in any of the voting shares in the Company, the Company may by notice in writing require that other person within such reasonable time as is specified in the notice:-

(a) to inform the Company whether he holds that interest as Beneficial Owner or as trustee or nominee; and

(b) if he holds them as trustee or nominee, to indicate so far as he can the persons for whom he holds it by name or by other particulars sufficient to enable them to be identified and the nature of their interest.

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

GENERAL MEETINGS

76. Annual general meeting

The Company shall in every calendar year hold a general meeting as its annual general meeting within six (6) months of the Company's financial year end, and not more than fifteen (15) months after the holding of the last preceding annual general meeting, but so long as the Company holds its first annual general meeting within eighteen (18) months of its incorporation, it need not hold it in the year of its incorporation or in the following year.

77. Extraordinary general meeting

All general meetings other than annual general meetings shall be called extraordinary general meetings.

78. Meeting to be held at more than one (1) venue

The Company shall hold its general meetings within Malaysia and such general meetings within Malaysia at more than one (1) venue using any technology that allows all members a reasonable opportunity to participate and such general meetings shall be held at such time, day and place as the Directors shall determine. Every notice of convening a general meeting shall contain sufficient information to enable a member to decide whether to attend the meeting and any other information as required by the Listing Requirements. Every notice of convening a meeting for passing a special resolution shall state the intention to propose such resolution as a special resolution.

79. Convening of extraordinary general meeting

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

80. Notices of meetings

(1) Subject to the Act, every notice of convening meetings shall specify the place, day and time of the meeting, and shall be given to all members at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting.

(2) The notice shall be exclusive of 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, the day and the time of the meeting and, in the case of special business shall also specify the general nature of that business and shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. The notice must also include the date of the Record of Depositors, as at the latest date which is reasonably practical and in any event shall not be less than three (3) Market Days before the meeting for the purpose of determining whether a depositor shall be regarded as a member entitled to attend, speak and vote at the meeting. At least fourteen (14) days' notice or, where a special resolution is proposed or in the case of an annual general meeting, at least twenty one (21) days' notice of every such meeting shall also 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.

(3) Provided that in respect of Deposited Securities (including Deposited Securities standing to the credit of an Omnibus Account):-

(a) the Company shall request the Depository in accordance with the Rules, to prepare a Record of Depositors to whom notices of general meetings shall be given by the Company. The Record of Depositors requested under this Clause 80(3)(a) when made available to the Company shall be treated as the final record of all Depositors who shall be deemed to be the registered holders of shares of the Company entitled to receive notice of the general meeting;

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

(c) 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 by a person or proxy unless his name appears in the General Meeting Record of Depositors.

(4) Subject to the Act, Listing Requirements, laws, rules or regulations, notice of a general meeting shall be in writing or Document which is required or permitted to be given, sent or served under the Act or under this Constitution shall be given to the members either:-

(a) in hard copy,

(b) in electronic form, or

(c) partly in hard copy and partly in electronic form.

(5) A notice or Document:-

(a) given in hard copy shall be sent to any member or securities holder either personally or by post to the address supplied by the member or securities holder to the Company for such purpose; or

(b) given in electronic form shall be transmitted to the electronic address provided by the member or securities holder to the Company for such purpose or by publishing on a website.

(6) A notice of a general meeting or Document shall not be validly given by the Company by means of a website unless a notification to that effect is given in accordance with Section 320 of the Act.

(7) The Company shall notify members or securities holders of the publication of the notice or Document on the website and the designated website link or address where a copy of the document may be downloaded and such notifications shall be in writing and shall be given in hard copy or electronic form stating:-

(a) that it concerns a general meeting;

(b) the place, date and time of the general meeting; and

(c) whether the meeting is an annual general meeting.

(8) The notice or Document shall be made available on the website throughout the period beginning from the date of the notification referred to in Clause 80(7) until the conclusion of the meeting.

(9) If the Company sends the notice or Documents or notifications through electronic mail, there must be proof of electronic mail delivery. In the event of delivery failure, the Company shall send for a hard copy of the notice or Documents to him.

(10) The contact details of the member or securities holder as provided to the Depository shall be deemed as the last known address provided by the member or securities holder to the Company for purposes of communication with the member or securities holder.

(11) Where any member or securities holder requests for a hard copy of the Document, the Company shall forward a hard copy of these Documents to the member or securities holder as soon as reasonably practicable after the receipt of the request, free of charge.

(12) Where it relates to Documents required to be completed by members or securities holders for a rights issue or offer for sale, the Company must send these Documents through electronic mail, in hard copy or in any other manner as the Exchange may prescribe from time to time.

81. Business at meetings

Subject always to the provisions of the Act, all business shall be deemed special that is transacted at any extraordinary general meeting and also all business that is transacted at an annual general meeting, with the exception of the laying of the audited financial statements and the report of the Directors and auditors, the fixing of the Directors' fees and benefits payable, the election of Directors in the place of those retiring by rotation or otherwise, and the appointment of and fixing of the remuneration of the Auditors.

82. Entitlement to appoint proxy

(1) A member of the Company entitled to attend and vote at a meeting of the Company, or at a meeting of any class of members of the Company, shall be entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his stead at the meeting. A proxy may vote only as directed in the proxy form. However, if the appointor or representative attends and votes on a resolution, the proxy or attorney shall not be allowed to vote on the same. A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy. In every notice calling a meeting of the Company, there shall appear with reasonable prominence a statement that a member entitled to attend and vote at a meeting of the Company, or at a meeting of any class of members of the Company, may appoint not more than two (2) proxies to attend and vote at the same meeting.

(2) A proxy appointed to attend and vote at a meeting of a Company shall have the same rights as the member to speak at the meeting. A proxy shall be entitled to vote (whether by a show of hands or poll) on any question at the meeting save that on a voting by show of hands, if there are more than one (1) proxy appointed, only the proxy nominated to vote or where no such proxy is nominated, the first named proxy on the form of proxy, is entitled to vote on behalf of the member. In a voting by poll, each proxy shall be entitled to such number of votes equal to the proportion of the member's shareholdings represented by such proxy.

(3) Where a member appoints more than one (1) proxy, he shall specify the proportions of his holdings to be represented by each proxy, failing which the appointment shall be invalid.

(4) Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple Beneficial Owners in an 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.

83. Appointment of proxy via electronic communication

(1) Subject to the Act and the Listing Requirements, the Directors or any agent of the Company so authorised by the Directors, may accept the appointment of proxy received by electronic communication on such terms and subject to such conditions as they consider fit. The appointment of proxy by electronic communication shall be in accordance with this Constitution and shall not be subject to the requirements of Clause 108(1).

(2) For the purpose of Clause 83, the Directors may require such reasonable evidence they consider necessary to determine:-

(a) the identity of the member and the proxy; and

(b) where the proxy is appointed by a person acting on behalf of the member, the authority of that person to make the appointment.

(3) Without prejudice to Clause 83, the appointment of proxy by electronic communication must be received at the electronic address specified by the Company in any of the following sources and shall be subject to any terms, conditions or limitations specified therein:-

(a) notice calling the meeting;

(b) instrument of proxy sent out by the Company in relation to the meeting; or

(c) website maintained by or on behalf of the Company.

(4) An appointment of proxy by electronic communication must be received at the electronic address specified by the Company pursuant to Clause 83(3) not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote, and in default the instrument of proxy shall not be treated as valid.

(5) An appointment of proxy by electronic communication which is not made in accordance with this Clause shall be invalid.

84. Omission to give notice

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

85. Meeting deemed duly called

A meeting shall, notwithstanding that it is called by notice shorter than is required by Clause 80 be deemed to be duly called if it is so agreed:-

(1) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; or

(2) in the case of any other meeting, by a majority in number of the members having a right to attend and vote thereat, being a majority which together holds not less than ninety five per centum (95%) in the number of the shares giving a right to attend and vote.

86. Special notice

Where by the Act special notice is required of a resolution, the resolution shall not be effective unless notice of the intention to move it has been given to the Company not less than twenty eight (28) days before the meeting at which it is moved and the Company shall give its members notice of any such proposed resolution at the same time and in the same manner as it gives notice of the meeting or, if that is not practicable shall give them notice thereof, in any manner allowed by this Constitution, not less than fourteen (14) days before the meeting, but if after notice of the intention to move such a resolution has been given to the Company, a meeting is called for a date twenty eight (28) days or less after the notice has been given the notice although not given to the Company within the time required by this Clause shall be deemed to be properly given.

Registration No. 201301030020 (1059850-A)

PROCEEDINGS AT GENERAL MEETINGS

87. Quorum at general meetings

No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two (2) members of the Company present in person or by proxy, or, in the case of corporations, by a representative duly appointed in that behalf shall be a quorum.

88. If quorum not present meeting adjourned or dissolved

If within half an hour after the time appointed for the meeting a quorum is not present, the meeting, if convened by or upon the requisition of members, shall be dissolved. If otherwise convened, it shall stand adjourned to the same day in the next week (or if that day be a public holiday, then to the next business day following such public holiday), at the same time and place or to such other day and at such other time and place as the Directors may determine, but if a quorum is not present within fifteen (15) minutes from the time appointed for holding the adjourned meeting the member or members present at an adjourned meeting shall form a quorum.

89. Chairman of general meeting

(1) The Chairman of the Directors, if any, or in his absence the deputy Chairman of the Directors, if any, shall preside as Chairman at every general meeting, but if there be no such Chairman or deputy Chairman, or if neither of them be present within fifteen (15) minutes after the time appointed for holding the meeting, or shall decline to take or shall retire from the chair, the Directors present shall choose one (1) of their number to act as Chairman of such general meeting, and if there be no Director chosen who shall be willing to act, the members present in person or by proxy and entitled to vote shall elect one (1) of their own number to act as Chairman at such general meeting. The election of the Chairman shall be by a show of hands. No business except the election of the Chairman or the adjournment of the meeting shall be transacted or discussed at any general meeting which the chair is vacant.

(2) Without prejudice to any other power which the Chairman may have under the provisions of this Constitution or at common law and subject to the Act and the Listing Requirements, the Chairman may take such action as he thinks fit to promote the orderly conduct of business of all general meetings as specified in the notice of such meetings and the Chairman's decision on matters of procedure or arising incidentally from the business of such meetings shall be final, as shall be his determination as to whether any matter of such nature.

(3) The decision of the Chairman on points of order, matters of procedure or matters arising incidentally out of the business of a general meeting is conclusive, as it is the Chairman’s decision, acting in good faith on whether a point or matter is of this nature.

90. Notice of adjournment to be given

The Chairman of the meeting may, with the consent of the meeting at which a quorum is present and if directed by the meeting shall, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business that might be transacted or left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

91. How resolutions are decided

(1) Subject to the Listing Requirements, any resolution set out in the notice of any general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting shall be voted by poll. Notwithstanding the above, poll may be demanded in writing:-

(a) by the Chairman of the meeting;

(b) by at least three (3) members present in person or by proxy or by attorney or in the case of a corporation by a representative and entitled to vote thereat;

(c) by any member or members present in person or by proxy or by attorney or in the case of a corporation by a representative and representing not less than one-tenth (1/10) of the total voting rights of all the members having the right to vote at the meeting, excluding any voting rights attached to shares in the Company held as treasury shares; or

(d) by a member or members present in person or by proxy or by attorney or in the case of a corporation by a representative holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one tenth (1/10) of the total sum paid up on all the shares conferring that right, excluding any voting rights attached to shares in the Company held as treasury shares.

No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.

(2) Subject to Clause 91(1), a declaration by the Chairman of the meeting that a resolution has been carried or lost or has not been carried by any particular majority, and an entry to that effect in the minutes of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number, proportion or validity of the votes, recorded in favour of or against such resolution.

92. Authority of proxy to demand poll

The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to demand, or join in demanding a poll, and, for the purposes of the last preceding Clause, a demand by a person as proxy for a member shall be the same as a demand by the member.

93. Error in vote count

If any votes shall have been counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting or at any adjournment thereof and unless in the opinion of the Chairman (whose decision should be final and conclusive) at the meeting or any adjournment thereof as the case may be, it shall be of sufficient importance to vitiate the result of the voting.

94. Poll to be taken as Chairman shall direct

A poll shall be taken in such manner as the Chairman of the meeting may direct and at least one (1) scrutineer must be appointed to validate the votes cast at the general meeting. The appointed scrutineer must not be an officer of the Company or its related corporation, and must be independent of the person undertaking the polling process. The Chairman of the meeting may fix a place and time for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

The poll may be conducted manually using voting slips or electronically using various forms or electronic devices. Such votes shall be counted by the poll administrator, and verified by the scrutineer, as may be appointed by the Chairman of the meeting for the purpose of determining the outcome of the resolution(s) to be decided on poll.

95. Time frame for taking poll

Subject to Clause 91, a poll demanded on any resolution shall be taken either forthwith or at such time and place as the Chairman of the meeting directs not being more than thirty (30) days from the date of the meeting or adjourned meeting at which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

96. Continuance of meeting despite poll

Subject to Clause 91, the demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

97. Poll may be withdrawn and notice must be given if not taken immediately

The demand for a poll may be withdrawn, and notice must be given of a poll not taken immediately.

98. Authority of Chairman for proper and orderly conduct

The Chairman of a meeting can take any action he considers appropriate:-

(a) for proper and orderly conduct at a general meeting. This may include, demanding that debate or discussion on any business, question, motion or resolution being ended or that business or that the business, question, motion or resolution be put to a vote of the members; or

(b) so that the meeting reflects the wishes of the majority.

99. Security Arrangements

The Board can ask members or proxies wanting to attend a general meeting to submit to searches or other security arrangements which the Board decides. The Board can, at their discretion, refuse entry to, or remove from, a general meeting, a member or proxy who does not submit to those searches or comply with those security arrangements. Security arrangements may include member or proxy not being allowed into a general meeting which recording or broadcasting devices or an article which the Chairman of the meeting considers as to be dangerous, offensive, or liable to cause disruption.

VOTES OF MEMBERS

100. Rights and votes of members

(1) Subject to Clause 80(3) and any special rights or restrictions for the time being attached to any class or classes of shares, at meetings of members or classes of members, each member shall be entitled to be present and to vote at any general meeting of the Company either personally or by proxy or by attorney and to be reckoned in a quorum in respect of shares fully paid and in respect of partly paid shares upon which all calls due to the Company have been paid.

(2) Subject to Clause 80(3) and any special rights or restrictions as to voting attached to any class or classes of shares by or in accordance with this Constitution, on a show of hands every person present who is a member or a member's representative, or holder of

preference shares or proxy or attorney shall have one (1) vote and in the case of a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one (1) vote for every share held by him upon which all calls due to the Company have been paid. A person entitled to more than one (1) vote need not use all his votes or cast all the votes he uses on a poll in the same way. Subject to Clause 80(3), the shares held or represented by a member present in person or by proxy or by attorney or other duly authorised representative shall, in relation to shares of a Depositor, be the number of shares entered against his name in the Record of Depositors.

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

101. Corporation as member

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

(2) If the corporation authorises more than one (1) person as its representative, every one of the representative is entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if every one of the representative is an individual member of the Company.

(3) If the corporation authorises more than one (1) person and more than one (1) of the representatives purport to exercise the power on the above:

(a) where the representatives purport to exercise the power in the same way, the power is treated as exercised in that way; or

(b) where the representatives do not purport to exercise the power in the same way, the power is treated as not exercised.

102. Votes of joint-holders

Subject to the Central Depositories Act and the Rules, when there are joint-holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, and if more than one (1) of such joint-holders be present at any meeting personally or by proxy, the person whose name stands first on the Register or to the extent permissible under the Central Depositories Act and the Rules, on the Record of Depositors in respect of such share shall alone be entitled to vote in respect thereof.

103. Votes of lunatic, deceased or bankrupt member

(1) Any member being of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote by his committee, receiver curator bonis, or other legal guardian or such other person as properly has the management of his estate. Any one of such person may vote either personally or by proxy or by attorney provided such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than forty-eight (48) hours before the time appointed for holding the meeting.

(2) The legal personal representative of a deceased member or the person entitled under Clauses 60 to 64 to any share in consequence of the death or bankruptcy of any member may vote at any general meeting in respect thereof in the same manner as if he was the registered holder of such shares provided that forty-eight (48) hours at least before the time of holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, as the case may be at which he proposes to vote he shall satisfy the Directors of his right to any share in consequence of the death or bankruptcy of any member unless the Directors shall have previously admitted his right to vote in respect thereof.

104. Member in default

No member shall be entitled to be present or to vote at any general meeting or to exercise any privilege as a member nor be counted as one (1) of the quorum unless all calls or other sums immediately payable by him in respect of shares in the Company have been paid.

105. Time for objection

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

106. Casting of votes by member

On a poll, votes may be given either personally or by proxy or attorney, and a member entitled to more than one (1) vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.

107. Chairman of the meeting to have casting vote

In the case of any equality of votes on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

108. Instruments of proxy

(1) The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. The Directors may, but shall not be bound to require evidence of the authority of any such attorney or officer. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

(2) Save as provided in Clause 82(4), a member shall be entitled to appoint not more than two (2) proxies to attend, participate, speak and vote at the same meeting. Where a member appoints more than one (1) proxy the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.

(3) The Company shall be entitled and bound:-

(a) to reject any instrument of proxy lodged if the member is not shown to have any shares entered against his name in the Register and/or the Record of Depositors made available to the Company;

(b) to accept as the maximum number of votes which in aggregate the proxy or proxies, as the case may be, appointed by the member is able to cast on a poll the aggregate number of shares which is entered (i) against the name of that member

in the Register and/or the Record of Depositors made available to the Company or (ii) in the case of a member who is a Depositor and an Authorised Nominee including an Exempt Authorised Nominee, against the Securities Account number and name of the Beneficial Owner for whom the Authorised Nominee or Exempt Authorised Nominee is acting as shown in the Record of Depositors made available to the Company whether that number is greater or smaller than the number specified in any instrument of proxy executed by or on behalf of that member;

(c) where a member of the Company is an Authorised Nominee as defined under the Central Depositories Act, to accept the appointment of not more than two (2) proxies in respect of each Securities Account it holds to which ordinary shares in the Company are credited. Each appointment of proxy by an Authorised Nominee may be made separately or in one (1) instrument of proxy and specify the Securities Account number and the name of the Beneficial Owner for whom the Authorised Nominee is acting; and

(d) where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple Beneficial Owners in an 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.

109. Form of proxy

The instrument appointing a proxy shall be in the following form or such in such other form as the Directors may approve or in any particular case may accept:-

EWI CAPITAL BERHAD
(Registration No. 201301030020 (1059850-A))

I/We, ---------- NRIC No./Passport No./ Company No. ----------of ---------- and telephone no./email address ---------- being a member/members of EWI Capital Berhad (the "Company"), hereby appoint ---------- NRIC No.---------- of ---------- (Proportion:-----%) and/or failing him/her, ----------NRIC No.---------- of ---------- (Proportion:-----%) or failing him/her, THE CHAIRMAN OF THE MEETING as my/our proxy/proxies to vote for me/us on my/our behalf at the Meeting of Members of the Company, to be held at ---------- on ---------- or at any adjournment thereof. I/We indicate with an "x" in the spaces below how I/we wish my/our vote to be cast.

Resolution	For	Against

Signed this_____ day of_____, 20__

Subject to the abovestated voting instructions, my/our proxy/proxies may vote or abstain from voting on any resolutions as *he/*she/*they may think fit.

If appointment of proxy is under hand ..... Signed by *individual member/*officer or attorney of member/*authorised nominee of …… (beneficial owner)	No of shares held :…… Securities Account No: ……..….. (CDS Account No.) (Compulsory) Date :

Registration No. 201301030020 (1059850-A)

If appointment of proxy is under seal The Common Seal of …….. was hereto affixed in accordance with its Constitution in the presence of:- …… …….. Director Director/Secretary in its capacity as *member/*attorney of member/ *authorised nominee of …….(beneficial owner)	Seal No of shares held :…… Securities Account No: ……..….. (CDS Account No.) (Compulsory) Date :

*Strike out whichever is not desired. Unless otherwise instructed, the proxy may vote as he thinks fit.

Notes:

A proxy may but need not be a member.

To be valid, this form, duly completed must be deposited at the Office of the Company not less than forty eight (48) hours before the time for holding the meeting PROVIDED that in the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his / their proxy, Provided always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the member(s).

A member entitled to attend, participate, speak and vote is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote instead of him. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.

Where a member 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.

If the appointor is a corporation this form must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.

---

110. Deposit of proxy

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 that 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 appointed for holding the meeting or adjourned meeting, as the case may be, at which the person named as proxy 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.

111. Validity of proxy

A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid, notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument of proxy, or of the authority which the instrument of proxy was executed, or the transfer

of the share in respect of which the instrument of proxy is given provided that no intimation in writing of such death, unsoundness of mind, revocation or transfer shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting (or in the case of a poll, before the time appointed for the taking of the poll) at which the instrument is used.

DIRECTORS

112. First Directors

(1) The first Directors of the Company are:
(a) Tai Yit Chan
(b) Tan Ai Ning

(2) Until otherwise determined by the Company in general meeting the number of Directors shall not be less than two (2) nor more than fifteen (15). No one other than a natural person shall be a Director of the Company.

(3) The minimum number of Directors shall ordinarily reside in Malaysia by having a principal place of residence in Malaysia and shall not include an alternate director or substitute director.

113. Director's qualification

There shall be no shareholding qualifications for a Director. Notwithstanding that Directors are not members, all Directors shall be entitled to receive notice of and to attend and speak at all general meetings of, and any separate meeting of the holders of any class of share in the Company.

114. Rotation and retirement of Directors

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

(2) The Directors to retire in every year shall be those who have been longest in office since their last election, but as between Directors of equal seniority, the Directors to retire shall (unless they otherwise agree among themselves) be determined from among them by lot.

115. Nomination of Directors

A retiring Director shall be eligible for election but save as aforesaid and as provided in Clause 121. No person, not being a retiring director, shall be eligible for election to the office of Director at a general meeting unless a member intending to propose him for election has, at least eleven (11) clear days, left at the Office a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such member to propose him for election, PROVIDED THAT in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary and notice of each and every candidature for election shall be served on all members at least seven (7) days prior to the meeting at which the election is to take place. The cost of serving the notice to propose the election of a director where the nomination is made by a member or members shall be borne by the member or members making such nomination.

116. Retiring director deemed to be re-elected

The Company at the meeting at which a Director retires under any provision of this Constitution may by ordinary resolution fill the vacated office by electing a person thereto. In default the retiring Director shall be deemed to have been re-elected, unless:-

(a) at such meeting it is expressly resolved not to fill such vacated office, or a resolution for the re-election of such Director is put to the meeting and lost; and

(b) such Director has given notice in writing to the Company that he is unwilling to be re-elected; or

(c) such Director has attained the retiring age applicable to him as Director; or

(d) such Director is disqualified under the Act or some other law for the time being in force holding office as a Director.

The retirement shall not take effect until the conclusion of the meeting except where a resolution is passed to elect some other person in the place of the director or a resolution for his re-election is put to the meeting and lost; and accordingly a retiring director who is re-elected or deemed to have been re-elected will continue in office without a break.

117. Election of Directors

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

118. Company may increase or reduce number of Directors

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

119. Alternate Directors

(i) (a) Each Director shall have power from time to time to appoint any person, not being a Director, to act as his alternate Director provided that:-

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

(ii) such person does not act as an alternate for more than one (1) Director of the Company;

(iii) the appointment is approved by a majority of the other Directors.

An alternate Director so appointed shall be entitled to receive from the Company such proportion (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but save as aforesaid he shall not in respect of such appointment be entitled to receive any remuneration from the Company.

(b) The appointment of an alternate Director shall be valid if made by facsimile or other electronic transmission, provided that such nomination shall be confirmed within one (1) month from the date of such facsimile or other electronic transmission by a written nomination complying with the above mentioned

requirements and any act done by the alternate Director nominated in such facsimile or other electronic transmission shall be as valid and effectual as if such alternate Director had been duly appointed in the first instance.

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

(ii) The appointment of an alternate Director shall ipso facto determine:-

(a) if his appointor ceases for any reason to be a Director; or

(b) if his appointor revokes his appointment by delivering a notice in writing to the Office;

Provided that if any Director retires by rotation but is re-elected by the meeting or is, pursuant to the provisions of this Constitution deemed to be re-elected at the meeting at which such retirement took effect, any appointment made by him pursuant to this Clause which was in force immediately prior to his retirement shall continue to operate after such re-election as if he had not so retired. Every person acting as an alternate Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults and he shall not be deemed to be agent of or for the Director appointing him.

(iii) An alternate Director shall be entitled (subject to his giving to the Company an address at which notices may be served on him) to receive notices of meetings of the 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 in the absence of his appointor to perform all the functions of his appointor as a Director.

120. Removal of Directors

The Company may, by ordinary resolution of which special notice has been given, remove any Director before the expiration of his period of office, notwithstanding any provisions of this Constitution or of any agreement between the Company and such Director but without prejudice to any claim he may have for damages for breach of any such agreement. The Company may by ordinary resolution appoint another person in place of a Director so removed from office and any person so appointed shall be subject to retirement by rotation at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In default of such appointment the vacancy so arising may be filled by the Directors as a casual vacancy.

121. Directors' power to fill casual vacancies or appoint additional Directors

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 Board, but the total number of Directors shall not at any time exceed the maximum number fixed in accordance with this Constitution. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

122. Annual shareholder approval for Directors' fees and benefits

The total fees of the Directors and any benefits payable to Directors of the Company and its subsidiaries including any compensation for loss of employment of Director or former Director shall from time to time be determined by an ordinary resolution of the Company in general meeting and such fee shall be divisible (unless otherwise determined by an ordinary resolution of the Company

in general meeting) among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such fees are payable shall be entitled only to rank in such division for a proportion of the fee related to the period during which he has held office provided always that:

(a) fees payable to non-executive Directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover and which shall not exceed the amount approved by the shareholders in general meeting;

(b) remuneration and other emoluments (including bonus, benefits or any other emoluments) payable to Director(s) holding executive position(s) under Clause 154(1) may not include a commission on or percentage of turnover;

(c) fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting;

(d) any fee paid to an alternate Director shall be agreed upon between himself and the Director nominating him and shall be paid out of the fees of the latter;

(e) executive Director(s) shall, in addition to fees payable to such executive Director as determined by the Company in general meeting, and subject to the terms of any agreement entered into in any particular case, receive(s) such remuneration as the Directors may from time to time determine; and

(f) the fees and / or benefits payable to non-executive Directors who are also Directors of the subsidiaries includes fees, meeting allowances, travelling allowances, benefits, gratuity and compensation for loss of employment of Director or former Director of the Company provided by the Company and subsidiaries, but does not include insurance premium or any issue of securities.

123. Payment of expenses and other remuneration

(1) The Directors (including alternate Directors) shall be entitled to be reimbursed for all travelling, hotel or such reasonable expenses properly incurred in attending and returning from meetings of the Directors or of any committee of the Directors or general meetings or otherwise howsoever in or about the business of the Company in the course of the performance of their duties as Directors.

(2) If by arrangement with the Directors, any Director shall perform or render any special duties or services outside his ordinary duties as a Director in particular without limiting to the generality of the foregoing if any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special duties or services to the business of the Company as a member of a committee of Directors, the Company may remunerate the Director so doing either by a fixed sum or otherwise (other than by a sum to include a commission on or percentage of turnover) as may be determined by the Board provided that in the case of non-executive Directors, the said remuneration shall not include a commission on or percentage of profits or turnover. In the case of an executive Director, such fee may be either in addition to or in substitution for his share in the fee from time to time provided for the Directors.

(3) In case the Company be wound up for any reason or purpose whatsoever, a Director shall not be entitled to any compensation in respect of the period which elapses between the date of the said winding up and the date at which, if the Company has not been wound up, he would have retired under this Constitution.

(4) Any extra remuneration payable to:

(a) a non-executive Director shall not include a commission on or percentage of profits or turnover; and

(b) an executive Director shall not include a commission on or percentage of turnover.

124. Vacation of office of Directors

(1) The office of Director shall, ipso facto, be vacated:-

(a) if he is an undischarged bankrupt;

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

(c) if he has been convicted of an offence involving bribery, fraud or dishonesty;

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

(e) if he has been disqualified by Court under Section 199 of the Act;

(f) if he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder during his term of office;

(g) if he is absent from more than fifty per centum (50%) of the total Board meetings held during a financial year unless an exemption or waiver is obtained from the Exchange;

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

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

(j) if he has retired in accordance with the Act or the Constitution of the Company but is not re-elected;

(k) if he without the consent of the Company in general meeting holds any other office of profit under the Company except that of executive officer; or

(l) if he is disqualified from acting as a Director in any jurisdiction for reasons other than on technical grounds (in which case he must immediately resign from the Board); or

(m) otherwise vacates his office in accordance with the Act or this Constitution.

(2) The circumstances referred to in Subclauses (1)(a), (b), (c) and (d) shall be applicable to circumstances in or outside Malaysia.

(3) If the office of a Director is vacated for any reason, he shall cease to be a member of any committee or sub-committee of the Board.

POWERS AND DUTIES OF DIRECTORS

125. General power of Directors to manage Company's business

The business of the Company shall be managed by the Directors who may exercise all such powers of the Company, and do on behalf of the Company all such acts as are within the scope of this Constitution and as are not by the Act or by this Constitution required to be exercised or done by the Company in general meeting, subject nevertheless to this Constitution, to the provisions of the Act, and to such regulations, being not inconsistent with this Constitution, as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

126. Cases where prior approval in general meeting of Company is required

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

(1) enter or carry into effect any arrangement or execute any transaction for the acquisition of any undertaking or property of a substantial value, or the disposal of a substantial portion of the undertaking or property of the Company;

(2) exercise any power of the Company to issue shares unless otherwise permitted under the Act, the Listing Requirements or this Constitution;

(3) subject to Sections 228(2) and 229 of the Act, enter into or carry into effect any arrangement or transaction with a Director or a substantial shareholder of the Company or a director of the holding company of the Company, or with a person connected with such a Director or substantial shareholder to acquire from or dispose to such a Director or person any shares or non-cash assets of the requisite value, as stated in the Act;

(4) issue any securities on such terms and subject to such conditions which confer a right to subscribe for new shares of the Company.

127. Borrowing powers of Directors

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

(2) The Directors shall cause a proper register to be kept in accordance with Section 362 of the Act of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of Section 353 of the Act in regard to the registration of mortgages and charges therein specified and otherwise.

(3) If the Directors or any of them, or any other person, shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.

128. Debentures may be assignable

Debentures or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

129. Benefits to those who serve the Company and to members

The Directors may procure the establishment and maintenance of any non-contributory or contributory pension or superannuation fund or life assurance scheme for the benefit of, and pay, provide for or procure the grant of donations, gratuities, pensions, allowances or benefits to any persons who are or shall have, been at any time in the employment or service of the Company or any subsidiary company or to any persons who are or have been a Director or other officer of and holds or have held salaried employment in the Company or any subsidiary company, or the wives, widows, families or dependents of any such persons. The Directors may also procure the establishment and subsidy of or subscription and support to any institutions, association, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or of its members and payment for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibitions or for any public, general or useful object PROVIDED THAT any Director holding such salaried employment shall be entitled to retain any benefit received by him hereunder subject only where the Act requires for proper disclosure to the members of the Company in general meeting.

130. Power to appoint attorneys

The Directors may from time to time, and at any time, by power of attorney under Seal appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (which shall not exceed those vested in or exercisable by the Directors under this Constitution and which shall not be such that the Directors are divested of the control and management of the Company's affairs) and for such period and subject to such conditions as the Directors may from time to time think fit, and any such power of attorney may be made in favour of any corporation or of the members, directors, nominees or managers of any corporation or firm or otherwise 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 provisions for the protection or convenience of persons dealing with any such attorney as the Directors think fit. Any such attorneys as aforesaid may be authorised by the Directors to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.

131. Signatures on cheques and bills

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

132. Director may hold any other office or place of profit

Subject always to the Act and requirements of the Exchange, a Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. No Director or intending Director shall be disqualified by his office from contracting with the Company with regard to his tenure of any such office or place of profit or as vendor, purchaser or in any other respect nor shall any such contract, or any contract or arrangement entered into by or on behalf of any company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested, be liable to be avoided, nor shall any Director so contracting or being so interested liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established provided always that Sections 221 and 228 and all other relevant provisions of the Act, the Listing Requirements and this Constitution are complied with.

133. Right to payment for professional services

Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as auditor of the Company and provided further that such professional services and remuneration shall be at normal commercial terms.

MINUTES AND REGISTERS

134. Minutes to be entered into minutes book

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

(1) of all appointments of managers and secretaries involve in the management of the Company's affairs;

(2) of the names of all the Directors present at each meeting of the Directors and of any Committee of Directors and of the Company in general meeting;

(3) of all resolutions and proceedings of general meetings and of meetings of the Directors and Committees of Directors; and

(4) of all orders made by the Directors and any Committee of Directors.

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

The books containing the minutes of proceedings of any general meeting shall be kept by the Company at the Office or any other place determined by the Company, and shall be open to the inspection of any member without charge.

135. Keeping of registers of Directors, managers and secretaries

The Company shall in accordance with the provisions of Section 57 of the Act, keep at the Office or any other place determined by the Company, a register containing such particulars with respect to the Directors, managers and secretaries of the Company as are required by the Act and shall from time to time notify the Registrar of Companies of any change in such Register and of the date of such change in manner prescribed by the Act.

136. Keeping of register of Substantial Shareholders and particular of Directors' shareholdings and interests

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

(a) a register of substantial shareholders and of information received in pursuance of the requirements under Section 144 of the Act; and

(b) a register of the particulars of each of the Directors' shareholdings and interests as required under Section 59 of the Act.

Registration No. 201301030020 (1059850-A)

PROCEEDINGS OF DIRECTORS

137. Meetings of Directors

The Directors may meet together for the despatch of business at such time and place, adjourn and otherwise regulate their meetings and proceeding as they think fit.

138. Competency of quorum present

The quorum necessary for the transaction of business of the Directors shall be two (2) and a meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under this Constitution vested in or exercisable by the Directors generally. Subject to this Constitution, questions arising at any meeting of Directors shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a determination of the Directors. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote except where only two (2) Directors are competent to vote on the question at issue, or are the quorum present at meeting.

139. Meeting by conference telephone

A member of the Board, or of a committee of the Board, may participate in a meeting of the Board or the committee by means of a conference telephone or any other audio, or audio-visual, communication equipment which allows all persons participating in the meeting to hear and speak with each other. A participant shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. The venue of meeting held by means of a conference telephone or similar electronic tele-communicating equipment shall be decided by the Directors. Any person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly subject to and in accordance with the provisions of the Act and this Constitution. Unless otherwise decided by the Directors, such a meeting shall be deemed to take place at the venue of the meeting stated in the notice of meeting.

140. Business transacted by electronic means

Subject to the Act, all business transacted in the manner provided above by electronic means shall for the purpose of this Constitution be deemed to be validly and effectively transacted at a meeting of the Board provided that at least one (1) of the Directors present at the meeting was at such place as resolved or deemed (as the case may be) pursuant to Clause 139 for the duration of the meeting. All information and documents must be made equally available to all participants prior to or at / during the meeting.

141. Powers of continuing Directors during vacancy

The continuing Directors or sole continuing Director may continue to act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the minimum number fixed by or pursuant to this Constitution and the Act, the continuing Director or Directors may, except in an emergency, act only for the purpose of increasing the number of Directors to such minimum number or of summoning a general meeting of the Company. If there are no Directors or director able or willing to act, then any two (2) members may summon a general meeting for the purpose of appointing Directors.

142. Calling for meetings

A Director may at any time summon a meeting of the Directors, and the Secretary, upon the request of the Chairman of the Directors or any one Director, shall convene a meeting of the Directors. Unless otherwise determined by the Directors, at least seven (7) days' notice of a Board meeting shall be given to all Directors and their alternate Directors. Such notice is deemed to be duly given to a Director or his alternate Director if it is given to him personally or by electronic communication to an address given by him to the Company for that purpose or sent in writing to him at his last-

known address or another address given by him to the Company for that purpose, except in the case of an emergency, where reasonable notice of the meeting shall be sufficient. A Director may waive the requirement that notice be given to him of a Board meeting, either prospectively or retrospectively provided that the waiver is made and signed by the Director in writing. A Director absent or intending to be absent from Malaysia may request that notices of Board meetings during his absence be sent in hard copy form or by electronic communication to him at an address given by him to the Company for that purpose. If no request is made (and/or if no such non-Malaysian address is given) it is not necessary to give notice of a Board meeting to a Director who is absent from Malaysia.

143. Directors may elect and remove a Chairman

The Directors may from time to time elect and remove a Chairman and deputy Chairman of the Directors and determine the period for which they are respectively to hold the office. The Chairman of the Directors so elected, or in his absence the deputy Chairman of the Directors, shall preside at all meetings of the Directors but if no such Chairman or deputy Chairman of the Directors be elected, or if at any meeting the Chairman or deputy Chairman be not present within fifteen (15) minutes after the time appointed for holding the same, the Directors present shall choose one (1) of their number to act as Chairman of such Directors meeting.

144. Disclosure of interest by Directors

(1) Every Director shall comply with the provisions of Sections 219 and 221 of the Act in connection with the disclosure of his shareholding and interests whether direct or indirect in the Company and his interest in any contract or proposed contract with the Company and in connection with the disclosure, every Director shall state the fact and the nature, character and extent of any office or possession of any property whereby whether directly or indirectly duties or interests might be created in conflict with his duty or interest as a Director of the Company.

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

145. Director not to vote in contracts where he has an interest

No Director may vote in respect of any other contract or proposed contract or arrangement in which he is directly or indirectly interested nor any contract or proposed contract or arrangement with any other company in which he is interested either as an officer of that company or as a holder of shares or other securities in that other company.

146. Director may be counted in quorum notwithstanding his interest

A Director, notwithstanding his interest may, provided that none of the other Directors present disagree, be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or whereat the terms of any such appointment as hereinafter mentioned are considered or where any decision is taken upon any contract or arrangement, in which he is in any way interested provided always that he has complied with Section 221 of the Act and all other relevant provisions of the Act and of this Constitution.

147. Voting right of Directors

A Director may be or become or continue to be a director, managing director, manager or other officer or member of or otherwise interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise, or any corporation, which is directly or indirectly interested in the Company as shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a director, managing director, manager or other officer of or member of, or from his interest in such corporation, whether as a nominee of the Company or otherwise, unless the Company otherwise directs at the time of his appointment. The Director may, provided that he has complied with Section 221 of the Act and all other relevant provisions of the Act, the Listing Requirements and of this Constitution, exercise the voting power conferred by the shares or other interest in any such other corporation held or owned by the Company, or exercisable by him as director of such other corporation in such manner and in all respects as he thinks fit but a Director may not vote in favour of the exercise of such voting rights in the manner as aforesaid, if he may be, or is about to be appointed, a director, managing director, manager or other officer of such corporation and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

148. Voting right of Directors under certain circumstances

Director may vote in respect of:-

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

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

COMMITTEES OF DIRECTORS

149. Power to establish Committees etc.

The Directors may establish any committees, local boards or agencies comprising two (2) or more persons for managing any of the affairs of the Company, either in Malaysia or elsewhere, and may lay down, vary or annul such rules and regulations as they may think fit for the conduct of the business thereof, and may appoint any persons (whether or not a Director) to be a member or members of any such committee or local board, or any managers or agents, and may fix their remuneration, and may delegate to any such committee, local board, manager or agent any of these powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the member or members of any such committee or local board, agency or managers or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no persons dealing in good faith without notice of any such annulment or variation shall be affected thereby.

150. Meetings and proceedings of Committees

The meetings and proceedings of any such committee consisting of two (2) or more members (whether or not a Director) shall be governed by the terms of reference prescribed by the Directors. The quorum of any such committee meeting shall be fixed at two (2). Where the Board resolves to delegate any of its powers, authorities and discretions to a committee and that resolution states that the committee shall consist of any one or more unnamed Directors, it is not necessary to give notice of a meeting of that committee to Directors other than the Director or Directors who form the committee and in the absence of such terms of reference, the provisions herein contained for regulating meetings and

proceedings of Directors shall in so far as possible apply to meetings and proceedings of any such committee.

151. Chairman of Committees

A committee, local board or agency may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting, the Chairman is not present within fifteen (15) minutes after the time appointed for holding of the meeting, the members present may choose one (1) of their number to be the Chairman at the meeting.

VALIDATION OF ACTS OF DIRECTORS

152. Validity of acts of Directors

All acts bona fide done by any meeting of the Directors or of a committee of the Directors or by any person acting as a Director, local board or agency 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, or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or member of such committee, local board or agency as aforesaid and had been entitled to vote.

CIRCULAR RESOLUTIONS

153. Resolutions signed by Directors to be valid

A resolution in writing signed or approved by letter, electronic mail or telefax or other electronic communication by majority of the Directors for the time being not being less than two (2) Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted; provided that where a Director is not so present in Malaysia and has not supplied to the Secretary an address for the giving of notices to him while he is not so present but has an alternate who is so present, then such resolution shall be signed by such alternate.

All such resolutions 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. Any such resolution may consist of several documents in like form, each signed by one (1) or more Directors or their alternates. Any such document may be accepted as sufficiently signed by a Director or his alternate if transmitted to the Company by any technology purporting to include a signature and/or electronic or digital signature of the Director or his alternate.

EXECUTIVE OFFICER(S)

154. Executive officer

(1) The Board may from time to time appoint any one or more of their body to be the holder of any executive office or person performing the functions of a managing director, by whatever named called or position (including but not limited to the office of Executive Vice Chairman, Chief Executive, Managing Director, Joint Managing Director, Assistant Managing Director or Chief Financial Officer) for such period and upon such terms as they think fit.

(2) The appointment of any Director to an executive position under Clause 154(1) shall be subject to termination if he ceases from any cause to be a Director but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company.

(3) The Board may entrust to and confer upon such Director(s) appointed to an executive position under Clause 154(1), any of the powers exercisable by it upon such terms and conditions and with such restrictions as it thinks fit and may from time to time (subject to the terms of any agreement entered into in any particular case) revoke, withdraw, alter or vary all or any of such powers, provided always that the Chief Executive and/or the managing Director shall be subject to the control of the Board.

155. No exemption of executive Director and other appointees from retirement by rotation

The managing Director or managing Directors or executive Director or executive Directors shall, while he continues to hold such office, be subject to retirement by rotation and he shall be taken into account in determining the rotation or retirement of Directors pursuant to Clause 116. He shall also be subject to the provisions of any contract between him and the Company and the same provisions as to resignation and removal from office as the other Directors of the Company and if he shall cease to hold the office of Director he shall ipso facto and immediately cease to be the managing Director or managing Directors or executive Director or executive Directors, as the case may be.

156. Remuneration of executive officer

The remuneration of the Directors appointed to an executive position under Clause 154(1), subject to the terms of any agreement entered into in any particular case, may be by way of salary or commission or participation in profits or otherwise or by any or all of these modes but such remuneration shall not include a commission on or percentage of turnover but it may be a term of their appointment that they shall receive pension, gratuity or other benefits upon their retirement. The remuneration of the Director(s) appointed to an executive position under Clause 154(1) shall be determined by the Board and can either be in addition to or in lieu of his/their fee as a Director.

ASSOCIATE DIRECTORS

157. Power of Directors to appoint associate Directors

The Directors may from time to time appoint any person or persons to be an associate Director or associate Directors and may from time to time cancel any such appointments. The Directors may fix, determine and vary the powers, duties and remuneration of any person or persons so appointed and the number of associate Directors that the Company may have from time to time and at any time. Any person or persons so appointed shall not be required to hold any shares to qualify for appointment nor have any right to attend or vote at any meeting of Directors except by the invitation and with the consent of the Directors.

THE SECRETARY

158. (1) First Secretaries

The first Secretaries of the Company shall be Tai Yit Chan (MAICSA 7009143) and Tan Ai Ning (MAICSA 7015852).

(2) Vacation of office of Secretary

The office of the Secretary shall become vacant if the Secretary resigns his office by notice in writing to the Company or he becomes prohibited to act as the Secretary in accordance with Section 238 of the Act.

(3) Appointment by Directors

The Secretary shall, in accordance with the Act, be appointed by the Directors for such term, at such remuneration, and upon such conditions as the Directors think fit and any Secretary so appointed may be removed by them but without prejudice to any claim he or they may have for damages for breach of any contract of service with the Company. The Directors may from time to time by resolution appoint a temporary substitute for the Secretary who shall be deemed to be the Secretary during the term of his appointment.

SEAL

159. Formalities of affixing seal

The Directors shall provide for the safe custody of the Seal which shall only be used pursuant to a resolution of the Directors, or a committee of the Directors authorised by the Directors to use the Seal. The Directors may from time to time (subject to the provisions of Clause 27) make such regulations as they think fit determining the persons and the number of such persons in whose presence the Seal shall be affixed and, until otherwise so determined, every instrument to which the Seal shall be affixed shall (subject to Clause 27) be signed by at least two (2) Directors or by one (1) Director and by the Secretary or by some other person appointed by the Directors for the purpose provided always that no person dealing with the Company shall be concerned to see or enquire as to whether any regulations so made have been complied with. The Directors may by resolution determine either generally or in any particular case that the signature of any Director, the Secretary or such other persons appointed as aforesaid may be affixed or reproduced by facsimile, autographic or other mechanical means provided that the use of such is restricted to a certificate or other documents of title in respect of any share, stock, debenture or marketable security created or issued by the Company to be given under the Seal of the Company. The Company may exercise the powers of Section 62 of the Act, and such powers are accordingly hereby vested in the Directors.

160. Share Seal

The Company may also have a Share Seal pursuant to the Act. The Share Seal is a duplicate common seal which shall be a facsimile of the Seal of the Company with the addition on its face of the words “Share Seal” which is specifically used for affixing onto share certificates issued by the Company and the affixing of the Share Seal shall be authenticated in the manner set out in Clause 159.

SEAL FOR USE ABROAD

161. Power to have official seal for use abroad

The Company or the Directors on behalf of the Company may exercise the powers conferred by the provisions of the Act with regard to having an official seal for use abroad and the powers conferred by the provisions of the Act with regard to the keeping of a branch Register.

DIVIDEND

162. Payment of dividends

(1) The profits of the Company available for dividend and determined to be distributed shall be applied in the payment of dividends to the members in accordance with their respective rights and priorities.

(2) The Directors may authorise a distribution of dividend at such time and in such amount as the Directors consider appropriate, if the Directors are satisfied that the Company will be solvent immediately after the distribution is made the Company is regarded as solvent if the Company is able to pay its debts and when the debts become due within twelve (12) months immediately after the distribution is made.

163. Amount of dividend

No dividend shall be paid otherwise than out of profits of the Company and no dividend shall be paid in excess of the amount recommended by the Directors.

164. Apportionment of dividends

Subject to the rights of persons (if any) entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid up on the shares in respect whereof the dividends is paid, but amount paid up on a share in advance of calls shall not, whilst carrying interest pursuant to Clause 35, be treated for the purpose of this Clause as paid-up in the share.

All dividends shall be apportioned and paid pro-rata according to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid except that if any share is issued on terms providing that it shall rank for dividend as if paid-up (in whole or in part) as from a particular date, such share shall rank for dividend accordingly.

165. Payment of dividends to different classes of shares

If at any time the share capital of the Company is divided into different classes the Directors may pay dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Directors act bona fide they shall not incur any responsibility to the holder of shares conferring any preferential rights for any damage that they may suffer by reason of the payment of such dividend on any shares having deferred or non-preferential rights. The Directors may also pay half-yearly or at other suitable intervals to be determined by them any dividend which may be payable at a fixed rate if they are of the opinion that the profits justify the payment.

166. Power to retain dividends

(1) The Directors may deduct from any dividend payable to any member all sums of money (if any) immediately payable by him to the Company on account of calls or otherwise in relation to the shares of the Company held by him.

(2) The Directors may retain any dividend or other monies payable on or in respect of a share other than fully paid shares on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

167. Dividends shall not bear interest

Without prejudice to the powers of the Company to pay interest on share capital as hereinbefore provided, any dividend or other monies payable on or in respect of any share shall not bear interest against the Company.

168. Asset, business or property bought by the Company

Subject to the provisions of the Act where any asset, business or property is bought by the Company as from a past date upon the terms that the Company shall as from that date take the profits and bear the losses thereof, such profits or losses as the case may be, shall, at the discretion

of the Directors, be credited or debited wholly or in part to revenue account, and in that case the amount so credited or debited shall, for the purpose of ascertaining the fund available for dividend, be treated as a profit or loss arising from the business of the Company and available for dividend accordingly.

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

169. Members only entitled to dividends

Every dividend shall belong and be paid (subject to the Company's lien) to those members who shall be on the Register and Record of Depositors at the date fixed for entitlement of such dividend, notwithstanding any subsequent or transmission of share.

170. Power to retain dividends in respect of transmission of shares

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

171. Transfer does not affect right to dividends declared before registration

A transfer of shares shall not pass the right to any dividend declared on such shares before the registration of the transfer provided that any dividend declared on Deposited Securities shall accrue to the Depositors whose names appear on the Record of Depositors issued to the Company or the Company's Registrar pursuant to the Rules for the purpose of determining the Depositors who are entitled to the dividends declared.

172. Receipt of dividends

The receipt of a single person appearing in the Register and/or the Record of Depositors to be the holder of any shares and where several persons appear in the Register or to the extent permissible under the Central Depositories Act and the Rules and the Relevant Regulations, in the Record of Depositors to be the joint-holders of any shares, the receipt of any one of such joint-holders shall be a sufficient discharge to the Company for any dividend or other monies payable in respect of such shares.

173. Payment procedure

Subject to the provisions of the Act, the Central Depositories Act, the Rules, the Listing Requirements and/or regulatory authorities, any dividend, interest or other sum payable in cash by the Company in respect of a share may be paid by directly crediting the members' dividend entitlements into their bank accounts by way of electronic bank transfer, cheque or warrant sent by post addressed to the holder at his registered address as it appears in the Register or the Record of Depositors or addressed to such person and at such address as the holder may in writing direct. Every electronic bank transfer, cheque or warrant shall, unless the holder otherwise directs, be remitted or made payable to the holder whose name appears in the Register or the Record of Depositors in respect of the shares, and shall be sent at his risk and payment of the cheque or warrant by a bank on which it is drawn shall constitute a good and full discharge to the Company. In addition, any such dividend or other sum may (subject to any restrictions which may be imposed by applicable law) be paid by any bank or other funds transfer system or such other means and to or through such person as the holder may in writing direct, and the Company shall have no responsibility for any sums lost or delayed in the course of any such transfer or where it has acted on any such directions. Any holder may give effectual receipts for any dividends or other monies payable or property distributable in respect of the shares held by him. Where a person is entitled by transmission to a share, any dividend or other sum payable by the Company in respect of the

share may be paid as if he were the holder of the share and his address noted in the Register or Record of Depositors were his registered address.

174. Dividends payable in respect of shares deposited with the Depository

Any dividend, interest or other monies payable in cash in respect of shares deposited with the Depository will be paid by direct transfer or any other electronic means to the bank account of the member as provided to the Depository from time to time. Every such payment shall be effected in accordance with the provisions of the Act, the Central Depositories Act, the Rules, the Listing Requirements and/or any other legislative or regulatory provisions. Every such payment shall be a good discharge to the Company and be effected at the risk of the person entitled to the money represented thereby.

175. Payment of dividend in specie

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

176. Unclaimed dividends

(1) All dividends unclaimed for more than one (1) year after having been declared may be disposed off in accordance with the provisions of the Unclaimed Moneys Act, 1965.

(2) The payment by the Directors of any unclaimed dividend or other monies payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof and any dividend unclaimed after a period of six (6) years from the date of declaration of such dividend may be forfeited and if so shall revert to the Company.

CAPITALISATION OF PROFITS

177. Capitalisation on recommendation of Directors

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

178. Appropriations and allotments

Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and

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

ACCOUNTS

179. Accounts to be kept, custody of books and inspection by members

The Company, Directors and managers of the Company shall cause proper accounting and other records to be kept and shall distribute copies of balance sheets and other documents as required by the Act and shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting. Subject always to Section 245 of the Act, the books of account or records of operations shall be kept at the Office or at such other place as the Directors think fit and shall always be open to inspection by the Directors.

180. Presentation of accounts

The Directors shall from time to time in accordance with Section 244 of the Act, cause to be prepared and laid before the Company in general meeting such profit and loss account, balance sheet and report as are referred to in the section.

181. Directors not bound to publish any securities or investments of the Company

Save as may be necessary for complying with the provisions of the Act or Listing Requirements as the Company may by special resolution otherwise resolve, the Directors shall not be bound to publish any list or particulars of the securities or investments held by the Company or to give any information with reference to the same to any member.

182. Issuance of Documents by Electronic Means

Subject to the compliance with the Listing Requirements and any other relevant laws and regulations, the Company may send any Document required under the Listing Requirements to its securities holders, in electronic form, which shall be transmitted to the electronic address provided by the securities holders to the Company for such purpose or by publishing on a website.

AUDITORS

183. Appointment of auditors

The Auditors shall be appointed in accordance with Sections 263 and 264 of the Act and their duties regulated in accordance with the Act.

184. Auditors right to receive notices of and attend and speak at general meetings

The Auditors shall be entitled to attend any general meeting and to receive all notices of and other communications relating to any general meeting which any member is entitled to receive, and to be heard at any general meeting on any part of the business of the meeting which concerns the Auditors.

LANGUAGE

185. Accounts to be kept in English or Bahasa Malaysia language

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

DESTRUCTION OF DOCUMENTS

186. Destruction of records

Subject as hereinbefore provided and to any law in Malaysia for the time being in force, the Company shall be entitled to destroy:-

(i) at any time after a reasonable time from the date of registration thereof or on which an entry in respect thereof shall have been made (as the case may be), all instruments of transfer of shares or other forms of security of the Company which shall have been registered and all letters of request, renounces allotment letters, share certificates, forms of acceptance and transfer and applications for allotment in respect of which an entry in the register of transfer shall have been made and all records on microfilm or on any other system of data recording and storage;

(ii) at any time after the expiration of one (1) year from the date of cancellation thereof, all registered certificates for shares or representing any other form of security of the Company (being certificates for shares or other securities in the name of a transferor and in respect whereof the Company has registered a transfer) and mandates and other written directions as to the payment of dividends or interest (being mandates or directions which have been cancelled); and

(iii) at any time after the expiration of one (1) year from the date of the recording thereof, all notifications of change of name or address;

and it shall conclusively be presumed in favour of the Company that:-

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

(b) every certificate for shares or representing any other form of security so destroyed was a valid certificate duly and properly cancelled; and

(c) every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company.

Provided that:-

(aa) the provisions aforesaid shall apply only to the destruction of documents in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant;

(bb) nothing herein contained shall be construed as imposing on the Company any ability in respect of the destruction of any such document earlier that as aforesaid or in any case where the conditions of provision (i) above are not fulfilled; and

(cc) references herein to the destruction of any document include references to the disposal thereof in any manner.

AUTHENTICATION OF DOCUMENTS

187. Authentication of documents

Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the Constitution of the Company and any resolution passed by the Company or the Directors, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and, where any books, records, documents or accounts are kept elsewhere other than in the Office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid. A document purporting to be a copy of a resolution of the Directors or any extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of this Clause shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors.

NOTICES

188. Service of notices

(1) A notice or other document shall be served by the Company or the Secretary on any member or Director, as the case may be, either personally or by sending it through the post in prepaid letter addressed to such member or Director at his registered address as appearing in the Register or the register of Directors and the Records of Depositors, as the case may be, in Malaysia to the address or addresses, if any, within Malaysia supplied by him to the Company for the giving of notices to him. A notice or other document to be served on a member with an address outside Malaysia shall be forwarded by airmail or any speedier form of transmission permitted by law.

(2) Notwithstanding Clause 193(1) and subject to the requirement of Clause 80 and the Listing Requirements, the Company may serve notice on a member by way of electronic communication or by means of publication of the notice or other document at the Company's website or partly in hard copy and partly in electronic form.

189. Proof of service

(1) In proving service by post it shall be sufficient to prove that the letter containing the notice or document was properly addressed and stamped and put into a government post office letter box.

(2) (a) A notice, Document or information served, sent or supplied by electronic communication to an address specified for the purpose by the member or Director is deemed to have been given to or received by the intended recipient twenty-four (24) hours after it was sent, and in proving service it is sufficient to prove that the communication was properly addressed and sent (notwithstanding any delayed receipt, non-delivery or "returned mail" reply message or any other error message indicating that the electronic communication was delayed or not successfully sent) unless otherwise provided under the Act and/or any other applicable laws.

(b) A member or securities holder shall be implied to have agreed to receive such notice or Document or information by way of such electronic communication. However, members or securities holders are given a right to request for a hard copy of such notice, Document or information and the Company shall forward a hard copy of such notice or Document or information to the member within the prescribed period specified under the Listing Requirements.

(c) The Directors may, at their discretion, at any time give a member or securities holder an opportunity to elect within a specified period of time whether to receive such notice, Document or information by way of electronic communications or as a physical copy, and such member shall be deemed to have consented to receive such notice, Document or information by way of electronic communications if he was given such an opportunity and he failed to make an election within the specified time, and he shall not in such an event have right to receive a physical copy of such notice, Document or information.

(3) A notice, Document or information served, sent or supplied by means of a website is deemed to have been given to or received by the intended recipient when the material was first made available on the website and the Company notifying the member in the following manner in writing:-

(a) the publication of the notice, Document or information on the website; and

(b) the designated website link or address where a copy of the notice, Document or information may be downloaded.

(4) A notice, Document or information served by means of publication in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper or in writing to the Exchange shall be deemed to have been given or received by the intended recipient when it was first published in such daily newspaper or the Exchange's website.

190. Service of notices in respect of joint holdings

With respect to any share to which persons are jointly entitled, all notices shall be given to the person first named in the Register or to the extent permissible under the Central Depositories Act and the Rules, in the Record of Depositors and any notice so given shall be sufficient notice to all the holders of such share.

191. Service of notices after death or bankruptcy of member

Every person who, by operation of law, transfer, transmission or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, prior to his name and address being entered in the Register or Record of Depositors as the registered holder of such share, shall have been duly given to the person from whom he derives the title to such share provided always that a person entitled to a share in consequence of the death or bankruptcy of a member, upon supplying to the Company and the Depository such evidence as the Directors may reasonably require, and as the Depository may require to show his title to the share, and upon supplying also an address within Malaysia for the service of notices, shall be entitled to have served upon him at such address any notice or Document including electronic form

in accordance with Clause 188 to which the member but for his death or bankruptcy would be entitled, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

192. Service of notice on deceased member

Subject always to the provisions of Clause 191, any notice or Document given in electronic form or any other document in accordance with Clause 188 shall, if such member be then deceased, and whether or not the Company has notice of his death, be deemed to have been duly served on his legal personal representatives.

193. Notice of general meeting

(1) Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

(a) every member at his registered address as appearing in the Register or Record of Depositors, as the case may be, in Malaysia, or (if he has address within Malaysia) to the address, if any, within Malaysia supplied by him to the Company for the giving of notices to him;

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

(c) the Auditors for the time being of the Company; and

(d) the Exchange and any other relevant authorities.

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

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

(4) Whenever any notice is required to be given under the provisions of the laws of Malaysia or of this Constitution, waiver or the shortening of the period of such notice, may be effectively given by complying with Section 316(4) of the Act.

WINDING UP

194. Distribution of assets in specie

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

195. Proportionate distribution of assets

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

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

(2) If in a winding up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed among the members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding up, on the shares held by them respectively.

196. Power of Liquidator to accept shares, etc., as consideration for sale of property of the Company

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

(a) receive in compensation or part compensation for the transfer or sale of the shares, debentures, policies or other like interests in the corporation for distribution among the members of the Company; or

(b) enter into any other arrangement whereby the members of the Company may, in lieu of receiving cash, shares, debentures, policies or other like interests or in addition to the arrangement, participate in the profits of or receive any other benefit from the corporation,

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

(2) If any member of the Company expresses his dissent on matters referred to in sub-clause (2) in writing addressed to the liquidator and delivered to the office of the liquidator within seven (7) days from the passing of the resolution, the member may require the liquidator to either abstain from carrying the resolution into effect or to purchase his interest at a price to be determined by an agreement or by arbitration in the manner set out in Section 457 of the Act.

197. Liquidator's remuneration subject to approval of members

On a voluntary winding up of the Company, no commission or fee shall be paid to a liquidator without the prior approval of the members in general meeting. The amount of such commission or fee shall be notified to all members not less than seven (7) days before the meeting at which it is to be considered.

SECRECY CLAUSE

198. Member not entitled to information of the Company

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

Registration No. 201301030020 (1059850-A)

INDEMNITY

199. Indemnity to officers

Except where any liability which by law would otherwise attach to an officer or auditor of the Company in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company, every Director, whether holding an executive office pursuant to this Constitution or not, auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company (including effect of insurance) against:-

(a) any loss or liability incurred by him that related to the liability for any act or omission in his capacity as an officer or auditor and in which judgment is given in favour of the officer or auditor or in which the officer or auditor is acquitted or in which the officer or auditor is granted relief under this Act, or where proceedings are discontinued or not pursued; and

(b) any cost incurred by him in defending any proceedings relating to any liability to any person, other than Company for any act or omission in his capacity as an officer or auditor except a fine imposed in criminal proceedings, a sum payable to regulatory authority, any liability incurred in defending criminal proceedings in which he is convicted or in defending civil proceedings brought by the Company, or an associated company, in which judgment is given against him.

RECONSTRUCTION

200. Power of Directors or liquidators

On the sale of the undertaking of the Company, the Directors or the liquidators on a winding up may, if authorised by a special resolution, accept fully paid or partly paid-up shares, debentures or securities of any other company, either then existing or to be formed for the purchase in whole or in part of the property of the Company, and the Directors (if the profits of the Company permit), or the liquidators (on a winding up), may distribute such shares or securities, or any property of the Company amongst the members without realisation, or vest the same in trust for them and any special resolution may provide for the distribution or appropriation of the cash, shares or other securities, benefits or property, otherwise than in accordance with the strict legal rights of the members or contributories of the Company, and for valuation of any such securities or property at such price and in such manner as the meeting may approve, and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised, and waive all rights in relation thereto, save only in the case of the Company which is proposed to be or is in the course of being wound up, such statutory rights (if any) under Section 457 of the Act as are incapable of being varied or excluded by this Constitution.

ALTERATION OF CONSTITUTION

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

EFFECT OF THE LISTING REQUIREMENTS

202. This Constitution shall be construed with strict compliance to the Listing Requirements in that:-

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

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

(iii) 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).

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

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

(vi) 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.

Notwithstanding the foregoing, nothing herein shall prevent the Company from applying to the Exchange for any waiver of its compliance or observance of any of the Listing Requirements and in the event the compliance or observance of any of the Listing Requirements is waived by the Exchange, the Company shall be exempted from such compliance.

The provisions of this Clause 202 shall only apply so long as any of the securities of the Company are listed on the Exchange.

203. Compliance with statutes, regulations and rules

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

204. Waiver

Where permitted under the law, the Company is empowered to apply as the Directors think fit, to the Exchange to:

(i) waive or modify the Company's compliance with any of the Listing Requirements or part thereof; and/or

(ii) vary or revoke any decision(s) made by the Exchange in respect of the Company's compliance with any of the Listing Requirements or part thereof.