

**CONSTITUTION**

**OF**

**TASCO BERHAD**  
**(Company No. 20218-T)**

**THE COMPANIES ACT 2016  
MALAYSIA**

**PUBLIC COMPANY LIMITED BY SHARES**

**THE CONSTITUTION OF  
TASCO BERHAD**

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1. The name of the Company is TASCO Berhad.
2. The Registered Office of the Company shall be situated in Malaysia.
3. The provisions set out in the Third Schedule of the Companies Act 2016 shall not apply to the Company except so far as the same are repeated and contained in this Constitution.
4. Section 21 of the Companies Act 2016 shall apply to the Company and the Company shall be capable of exercising all the functions of a body corporate and have the full capacity to carry on or undertake any business or activity the Directors considered advantageous to the Company and are not prohibited under any law for the time being enforce in Malaysia.
5. The liability of members is limited.

**INTERPRETATION**

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

**WORDS**

**MEANINGS**

Authorised Nominee	A person who is authorised to act as nominee as specified under the Rules.
Beneficial Owner	In relation to Deposited Securities, the ultimate owner of the Deposited Securities who is the person who is entitled to all rights, benefits, powers and privileges and is subject to all liabilities, duties and obligations in respect of, or arising from, the Deposited Securities and does not include a nominee of any description.
Books closing date	The specified time and date set by the Company for the purpose of determining entitlements to dividends, interest, new securities or other distributions or rights of holders of its securities.
Bursa Depository	Bursa Malaysia Depository Sdn. Bhd. (Company No. 165570-W).
Bursa Securities	Bursa Malaysia Securities Berhad (Company No. 635998-W).

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Central Depositories Act	The Securities Industry (Central Depositories) Act, 1991, or any statutory modification, amendment or re-enactment thereof for the time being in force.
Company	TASCO Berhad (Company No. 20218-T).
Constitution	The Constitution of the Company as original framed or as altered from time to time by Special Resolution.
Depositor	A holder of a Securities Account as hereinafter defined.
Deposited Security	A security in the Company standing to the credit of a Securities Account of the Depositor and includes securities in the Securities Account that is in suspense subject to the provisions of the Central Depositories Act and the Rules.
Directors	The Directors for the time being of the Company.
Exempt Authorised Nominee	An authorised nominee defined under Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.
Listing Requirements	Bursa Securities Listing Requirements including any amendment to the Listing Requirements that may be made from time to time, including Practice Notes and other relevant requirements issued by Bursa Securities from time to time.
Market Days	Any day on which the stock market of Bursa Securities is open for trading in securities.
Member(s)	Any person(s) for the time being holding shares in the Company and whose name(s) appears in the Register of Members and includes a Depositor whose name(s) appears on the Record of Depositors and who shall be treated as if he was a Member pursuant to Section 35 of the Central Depositories Act but excludes Bursa Depository in its capacity as a bare trustee.
Meeting of Members	Any meeting of members of the Company and includes Annual General Meeting convened under this Constitution. Any meeting of Members other than Annual General Meeting may be called Extraordinary General Meeting.
Office	The Registered Office for the time being of the Company.
Record of Depositors	A record provided by the Depository to the Company under Chapter 24.0 of the Rules.

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Registrar	Any persons appointed to perform the duties of the Registrar of the Company.
Rules	The Rules of Bursa Depository.
Seal	The common seal of the Company.
Secretary	Any person appointed to perform the duties of the Secretary of the Company including an assistant or deputy secretary or any person appointed temporarily.
Securities	Securities defined in Section 2(1) of the Capital Markets and Services Act 2007 (“CMSA”).
Securities Account	An account established by the Bursa Depository for a Depositor for the recording of deposit of securities and for dealing in such securities by the Depositor, as defined in the Central Depositories Act and/or the Rules.
The Act	The Companies Act 2016 and any statutory modification, amendment or re-enactment thereof for the time being in force concerning companies and affecting the Company.

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

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

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

Words importing persons shall include corporations and companies.

Subject as aforesaid words or expressions contained in these Articles shall be interpreted in accordance with the provisions of the Interpretation Act, 1967 and of the Act as in force at the date on which these Articles become binding on the Company.

## SHARES

7. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, and subject to the provisions of these Constitution and the Act and to the provisions of any resolution of the Company, every issue of shares or options in the Company shall be approved by the Members in general meeting and such shares may be issued by the Directors, who may allot, or otherwise dispose of such shares to such persons, on such terms and conditions, with such preferred, deferred or other special rights, and subject to such restrictions and at such times as the Directors may determine but the Directors in making any issue of shares shall comply with the following conditions:-
- (a) in the case of shares of any class, other than ordinary shares, no special rights shall be attached until the same have been expressed in these Constitution;
- (b) no issue of shares shall be made which will have the effect of transferring a controlling interest in the Company to any person, company or syndicate without the prior approval of the Members of the Company in general meeting; and
- (c) no Director shall participate in a share issuance scheme unless the Members in general meeting have approved the allotment to be made to such Director.
8. The Company must ensure that all new issues of securities for which listing is sought are made by way of crediting the Securities Accounts of the allottees with such securities save and except where it is specifically exempted from compliance with section 38 of the Central Depositories Act, in which event it shall so similarly be exempted from compliance with the Listing Requirements. For this purpose, the Company must notify Bursa Depository of the names of the allottees and all such particulars required by Bursa Depository, to enable Bursa Depository to make the appropriate entries in the Securities Accounts of such allottees.
9. The Company must not cause or authorise its registrars to cause the Securities Accounts of the allottees to be credited with the additional securities until after the Company has filed with Bursa Securities an application for listing of such additional securities and has been notified by Bursa Securities that they have been authorised for listing.
10. Subject to the provisions of the Act, the Central Depositories Act, the Listing Requirements and the Rules, the Company shall allot and/or issue securities, dispatch notices of allotment to the successful allottees and make an application for the quotation of such securities within such period as prescribed under the Listing Requirements.
11. The certificates of title to share, stock, debentures, debentures stock, notes and other securities shall be issued under the seal of the Company with security features and of such size as prescribed by the Bursa Securities and all such certificates shall be signed by at least one (1) Director and the Secretary or in lieu of the Secretary by such other person as the Directors may appoint for the purpose. It shall be sufficient evidence that the seal has been duly affixed to any such certificate and signed as aforesaid if a facsimile of the signature of a Director and of the Secretary appears thereon.
- Allotment of shares
- Issue of New Securities
- Crediting of Securities Account
- Allotment and dispatch of notice for an issue
- Certificates

12. The Company shall have power to issue preference shares carrying a right to redemption out of profits or liable to be redeemed at the option of the Company or to issue preference capital ranking equally with or in priority to preference shares already issued and the Directors may, subject to the provisions of the Act, redeem such shares on such terms and in such manner as they may think fit. Preference Shares
13. Subject to the provisions of section 91 of the Act, all or any of the rights, privileges or conditions for the time being attached or belonging to any class of shares for the time being forming part of the share capital of the Company may from time to time be modified, effected, varied, extended or surrendered in any manner with the consent in writing of the holders of not less than three-fourths (3/4) of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the Members of that class. To every such separate meeting all the provisions of this Constitution as to general meetings of the Company shall with such modifications specified in Section 339 of the Act mutatis mutandis apply, but so that the necessary quorum shall be two (2) Members of the class holding or representing by proxy, one-third (1/3) of the share capital paid or credited as paid on the issued shares of the class excluding any shares of that class held as treasury shares, and every holder of shares of the class in question 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 adaptation as are necessary apply. Modification of class rights
14. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company, provided that the rate per cent or the amount of procuring or agreeing to procure subscriptions, whether absolute or conditional, of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act, that such commission shall not exceed ten per cent (10%) of the price at which such shares are issued, or an amount equivalent to such percentage, and that the requirements of Sections 79 and 80 of the Act shall be observed. Subject to the provisions of Section 78 of the Act, such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of securities pay such brokerage as may be lawful. Commission and Brokerage
15. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be required in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any other rights in respect of any share other than an absolute right to the entity thereof in the registered holder except only as by this Constitution otherwise provided for or as by the Act or the Rules required or pursuant to any order of the Court. Trusts not to be recognised
16. The Company may by notice in writing, require any Member of the Company, within such reasonable time as is specified in the notice:- Information of Shareholding
- a) to inform the Company whether he holds any voting shares in the Company as beneficial owner, Authorised Nominee or as trustee; and
- b) if he holds them as trustee or Authorised Nominee, to indicate so far as he can, the persons for whom he holds them by name and by other particulars sufficient to enable those persons to be identified and the nature of their interest.

17. The Company shall have the power, subject to and in accordance with the provisions of the Act and any rules, regulations and guidelines thereunder issued by Bursa Securities and any other relevant authorities in respect thereof for the time being in force, to purchase its own shares and thereafter to deal with the shares purchased in accordance with the provisions of the Act and any rules, regulations and guidelines thereunder issued by Bursa Securities and any other relevant authorities in respect thereof.
- Shares buy-back

### LIEN

18. The Company shall have a first and paramount lien upon all shares (not being a fully paid-up share) registered in the name of any Member, for his debts, liabilities and engagements whether the period for the payment, fulfillment or discharge thereof, shall have actually arrived or not, and such lien shall extend to all dividends from time to time declared in respect of such shares, but the Directors may at any time declare any share to be wholly or in part exempt from the provision of this clause. The Company's lien, if any, on shares and dividends from time to time declared in respect of such shares, shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such money are due and unpaid, and to such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of the Member or deceased Member.
- Company to have a paramount lien
19. The Directors may sell any shares subject to such lien at such time or times and in such manner as they think fit, but no sale shall be made until such time as the money in respect of which such lien exists or some part thereof are or is presently payable or a liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, and until a demand and notice in writing stating the amount due or specifying the liability or engagement and demanding payment or fulfillment or discharge thereof, and giving notice of intention to sell in default, shall have been served on such Member or the persons (if any) entitled by transmission to the shares, and default in payment, fulfillment or discharge shall have been made by him or them for fourteen (14) days after such notice.
- Enforcing lien by sale
20. To give effect to any sale the Directors may authorise some person to transfer the shares sold to the purchaser and 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 application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale and the remedy of the holder of such shares or of any person claiming under or through him in respect of any alleged irregularity or invalidity, shall be against the Company.
- Evidence
21. The net proceeds of any such sale shall be applied in or towards satisfaction of the amount due to the Company, or of the liability or engagement, as the case may be, and the balance (if any) shall be paid to the Member or the person (if any) entitled by transmission to the shares so sold.
- Application of proceeds
22. No Member shall be entitled to receive any dividend or to exercise any privileges as a Member until he has paid all calls for the time being due and payable on every share held by him, together with interest and expenses (if any).
- Member not entitled to dividend or to vote until calls paid

### **CALLS ON SHARES**

23. The Directors may, subject to the provisions of this Constitution, from time to time make such calls upon the Members in respect of all moneys unpaid on their shares as they think fit, provided that fourteen (14) days notice at least is given of each call and each Member shall be liable to pay the amount of every call so made upon him to the persons by the instalments (if any) and at the times and places appointed by the Directors. A call may be revoked or postponed as the Directors may determine. Directors may make call
24. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed. Call
25. If before or on the day appointed for payment thereof a call or instalment payable in respect of a share is not paid, the person from whom the same is due shall pay interest on the amount of the call or instalment at such rate not exceeding ten per cent (10%) per annum as the Directors shall fix from the day appointed for payment thereof to the time of actual payment, but the Directors may waive payment of such interest wholly or in part. Unpaid call
26. Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, whether on account of the amount of the share or by way of premium, shall, for all purpose of this Constitution, be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment the provisions of this Constitution as to payment of interest and expenses, forfeiture and the like, and all the relevant provisions of this Constitution, shall apply as if such sum were a call duly made and notified as hereby provided. Automatic call
27. The Directors may, from time to time, make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and in the time of payment of such calls. Payment of calls
28. The Directors may, if they think fit, receive from any Member willing to advance the same, all or any part of the money uncalled and unpaid upon any shares held by him, and upon all or any part of the money so advanced may (until the same would, but for the advance, become payable) pay interest at such rate (unless the Company in general meeting shall otherwise direct) as may be agreed upon between the Directors and the Member paying the sum in advance, in addition to the dividend payable upon such part of the share in respect of which such advance has been made as is actually called up. Such capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. Except in liquidation, sums paid in advance of calls shall not, until the same would but for such advance have become payable, be treated as paid-up on the shares in respect of which they have been paid. Advance on call

### **TRANSFER OF SECURITIES**

29. The instrument of transfer of any securities shall be executed by or on behalf of the transferor and transferee, and the transferor shall be deemed to remain the holder of the securities until the name of the transferee is entered in the Record of Depositors in respect thereof. Transferor's Rights



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| 30. | Bursa Depository may refuse to register any transfer of Deposited Securities that does not comply with the Central Depositories Act and the Rules, no securities shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind.  | Refusal to register transfers |
| 31. | The registration of transfers may be closed at such times and for such periods as the Directors may from time to time determine, provided it shall not be closed for more than thirty (30) days in any year. The Company shall give Bursa Securities prior written notice of the period of the intended suspension or closure and the purposes thereof, which notice shall be at least ten (10) market days or such number of days as may be prescribed by Bursa Securities. In relation to the suspension or closure, the Company shall give written notice in accordance with the Rules to prepare the appropriate Record of Depositors. | Closing of registers          |
| 32. | The transfer of any listed securities or class of listed securities of the Company which have been deposited with Bursa Depository, shall be by way of book entry by Bursa Depository in accordance with the Rules and, notwithstanding Sections 105, 106 or 110 of the Act, but subject to subsection 148(2) of the Act, and any exemption that may be made from compliance with subsection 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of such listed securities.  | Transfer of securities        |
| 33. | Subject to the provisions of the Central Depositories Act and the Rules, every instrument of transfer shall be in writing and in the form approved in the Rules and shall be presented to the Bursa Depository with such evidence (if any) as the Bursa Depository may require to prove the title of the intending transferor and that the intended transferee is a qualified person.  | Instrument of Transfer        |

### **TRANSMISSION OF SECURITIES**

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| 34. | In the case of the death of a Member, the legal personal representative or representatives, the executors or administrators of the deceased, shall be the only person recognised by the Company as having any title to his securities. Any person becoming entitled to securities in consequence of the death or bankruptcy of a Member may, subject to the Rules and Clause 35 hereof, transfer the securities to himself or to some other person nominated by him as the transferee but nothing herein contained shall release the estate of a deceased from any liability in respect of any shares which had been held by him.   | Transmission                    |
| 35. | Any person becoming entitled to securities in consequence of the death or bankruptcy of a Member, may, upon such evidence being produced as may from time to time properly be required by the Rules and subject as hereinafter provided, elect either to be registered himself as holder of the securities or to have some other person nominated by him registered as the transferee thereof, but the Bursa Depository shall in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the securities by that Member before his death or bankruptcy. Provided always that where the securities is a deposited securities, a transfer of the securities may be subject to the Rules carried out by the person(s) becoming so entitled. | Death or bankruptcy of a Member |

36. A person entitled to securities by transmission shall be entitled to receive, and may give a discharge for, any dividends or other moneys payable in respect of the securities, but he shall not be entitled in respect of it to receive notice of or to attend or vote at meetings of the Company or, save as aforesaid, to exercise any of the rights or, privileges as a Member unless and until he shall become a Member in respect of the securities. If the person becoming entitled elects to have the securities transferred to him, the aforesaid notice shall be given to the Bursa Depository and subject to the Rules, a transfer of the securities may be carried out by the person becoming so entitled. Person entitled to receive and give discharge for dividends
37. Where :- Transmission of securities from other stock exchange
- (a) the securities of the Company are listed on another stock exchange; and
- (b) the Company is exempted from compliance with section 14 of the Central Depositories Act or Section 29 of the Securities Industry (Central Depositories) (Amendment) Act 1998, as the case may be, under the Rules in respect of such securities,
- the Company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the Registrar of the Company in the jurisdiction of the other stock exchange, to the register of holders maintained by the Registrar of the Company in Malaysia and vice versa provided that there shall be no change in the ownership of such securities.

### **FORFEITURE OF SHARES**

38. If any Member fails to pay the whole or any part of any call or instalment of a call on or before the day appointed for the payment thereof, the Directors may at any time thereafter, during such time as the call or instalment or any part thereof remains unpaid, serve a notice on him or on the person entitled to the share by transmission requiring him to pay such call or instalment or such part thereof as remains unpaid, together with interest at such rate not exceeding ten per cent (10%) per annum or at such rate as the Directors shall determine, and any expenses that may have accrued by reason of such non-payment. Notice to pay calls
39. The notice shall name a further day (not earlier than the expiration of fourteen (14) days from the date of the notice) on or before which such call or instalment, or such part as aforesaid, and all interest and expenses that have accrued by reason of such non-payment, are to be paid. It shall also name the place where payment 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. Form of notice
40. 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 the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. A forfeiture of shares shall include all dividends in respect of the shares not actually paid before the forfeiture notwithstanding that they shall have been declared. Shares forfeiture

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41. 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 shares by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the Record of Depositors opposite to the share. Notice of forfeiture
42. Notwithstanding any such forfeiture as aforesaid, the Directors may, at any time before the forfeited share has been otherwise disposed of, annul the forfeiture upon the terms of payment of all calls and interest due thereon and all expenses incurred in respect of the share and upon such further terms (if any) as they shall see fit. Directors may allow forfeited share to be redeemed
43. Every share which shall be forfeited may be sold, re-allotted or otherwise disposed of, either to the person who was before forfeiture 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 the Directors may, if necessary, authorise some person to transfer the same to such other person as aforesaid. Subject to any lien for sums not presently payable, if any, any residue of the proceeds of sale of shares which are forfeited and sold or disposed of, after the satisfaction of the unpaid calls 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. Forfeited shares may be sold or re-allotted
44. A member whose shares have been forfeited shall cease to be a Member but shall notwithstanding, be liable to pay to the Company all calls made and not paid on such shares at the time of forfeiture, and interest thereon at such rate not exceeding ten per cent (10%) per annum to the date of payment, in the same manner in all respects as if the shares had not been forfeited, and to satisfy all (if any) the claims and demands which the Company may have enforced in respect of the shares at the time of forfeiture, without any deduction or allowance for the value of the shares at the time of forfeiture. Arrears to be paid notwithstanding forfeiture
45. 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 member whose share is forfeited and the Company, except only such of those rights and liabilities as are by these Articles expressly saved, or as are by the Act, the Central Depositories Act and the Rules, given or imposed in the case of past Members. Forfeiture of shares shall involve extinction of interest in and claims against Company
46. A statutory declaration in writing that the declarant is a Director or Secretary of the Company, and that a share has been duly forfeited in pursuance of this Constitution, and stating the date upon which it was forfeited, shall, as against all persons claiming to be entitled to the share adversely to the forfeiture thereof, be conclusive evidence of the facts therein stated, and such declaration, together with the receipt of the Company for the consideration (if any), given for the share on the sale or disposition thereof, shall constitute a good title to the share, and such person shall be registered as the holder of the share and shall be discharged from all calls made prior to such sale or disposition, and shall not be bound to see the application of the purchase money (if any), nor shall his title to the share be affected by any act, omission or irregularity relating to or connected with the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share. Evidence of forfeiture and validity of sale

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

47. (1) The Company may by ordinary resolution passed at a general meeting convert any paid-up shares into stock and reconvert any stock into paid-up shares of any denomination. Conversion of shares into stock and reconversion
- (2) The holders of stock may transfer the same or any part thereof in the same manner and subject to this Constitution and subject to which the shares from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit; but the Directors may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum. Shareholders of stock may transfer their interests
- (3) The holders of stock shall according to the amount of the stock held by them have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by any such amount of the stock which would not if existing in shares have conferred that privilege or advantage. Participation in dividends and profits
- (4) Such of the clauses as are applicable to paid-up shares shall apply to stock, and the words "shares" and "shareholders" therein include "stock" and "stockholder". Provision applicable to paid-up shares apply to stock

### **ALTERATION OF CAPITAL**

48. The Company may from time to time by ordinary resolution, whether all the shares for the time being issued shall have been fully called-up or not, increase the share capital by the creation of new shares, such new capital to be of such amount and to be divided into shares of such respective manner and (subject to any special rights for the time being attached to any existing class of shares) to carry such preferential, deferred or other special rights (if any), or to be subject to such conditions or restriction (if any) in regard to dividend, return of capital, voting or otherwise, as the general meeting resolving upon such increase directs. Power to increase capital

49. 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, shall be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may 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 Constitution.
- Issue of new shares to Members
50. Notwithstanding the foregoing and subject to the Act and the Listing Requirements, the Company must ensure that it shall not issue any shares or convertible securities 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 cent (10%) of the total number of the issued and paid-up capital 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.
- Issue of securities
51. The Company may by ordinary resolution:-
- Company may alter its capital in certain ways
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; or
- (b) sub-divide its share capital or any part thereof into shares of smaller amount than is fixed by the Constitution and the Act; provided that in the sub-division the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived and so that as between the resulting shares one or more of such share may, by the resolution by which such sub-division is effected, be given any preference or advantage as regards dividend, return of capital, voting or otherwise over the others or any other of such shares; or
- (c) subject to the provision of this Constitution and the Act, convert any class of shares into any other class of shares.
52. Except so far as otherwise provided by the conditions of issue or by this Constitution, any capital raised by the creation of new shares shall be considered as part of the original capital, and shall be subject to the provisions herein contained with reference to payment of calls and instalments, transfer and transmission, forfeiture, lien, surrender and otherwise. Unless otherwise provided in accordance with this Constitution the new shares shall be Ordinary Shares.
- Capital raised by the creation of new shares
53. The Company may by special resolution reduce its share capital in any manner authorised and subject to any conditions prescribed by the Act.
- Reduction of capital

## GENERAL MEETINGS

54. An annual general meeting of the Company shall be held in accordance with the provisions of the Act. All general meetings other than the annual general meetings shall be called extraordinary general meetings. All general meetings shall be held at such time and place as the Directors shall determine. Every notice of an annual general meeting shall specify the meeting as such and every meeting convened for passing a special resolution shall state the intention to propose such resolution as a special resolution. General meeting
55. The Directors may whenever they so decide by resolution convene a meeting of Members of the Company. In addition, an extraordinary general meeting shall be convened on such requisition as referred to in Section 311 of the Act, or if the Company makes default in convening a meeting in compliance with a requisition received pursuant to Section 311, a meeting may be convened by the requisitionists themselves in the manner provided in Section 311 of the Act. Convening of meeting of Members
56. Subject to the provision of the Act relating to special resolutions and special notice and the Listing Requirements, the notices convening meetings shall specify the place, day and hour 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. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any special resolution is proposed or where it is the annual general meeting, of every such meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed. Notice of meeting
57. (1) The Company shall request the Depository in accordance with the Rules of the Depository, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company. Record of Depositors
- (2) The Company shall also request the Depository in accordance with the Rules of the Depository, to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than three (3) market days before the general meeting (hereinafter referred to as "~~the~~ General Meeting Record of Depositors").
- (3) Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable), a depositor shall not be regarded as a member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.
58. All business shall be special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the financial statements, balance sheets, and reports of the Directors and auditors, Directors' fees, the election of Directors in the place of those retiring, and the appointment and fixing of the remuneration of the auditors. Special business

59. The accidental omission to give any notice of any meeting to or the non-receipt of any such notice by any of the Members shall not invalidate the proceedings at any general meeting or any resolution passed thereat. Omission to give notice

### **PROCEEDINGS AT GENERAL MEETING**

60. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two (2) Members present in person or by proxy, or in the case of corporations which are Members, present by their representatives appointed pursuant to the provisions of this Constitution and entitled to vote shall be a quorum. Quorum
61. If within half (1/2) an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week 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 half (1/2) an hour at any adjourned meeting the Member or Members present shall be a quorum and may transact the business for which the meeting was called but no notice of any such adjournment as aforesaid shall be required to be given to the Members. When quorum not present
62. The Chairman (if any) of the Board of Directors shall preside as Chairman at every general meeting of the Company. If there is no such Chairman or Deputy Chairman, or if at any meeting neither the Chairman nor the Deputy Chairman is present within fifteen (15) minutes after the time appointed for holding the meeting, or if neither of them is willing to act as chairman, the Directors present shall choose one (1) of their number to act, or if one (1) Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, the persons present and entitled to vote on a poll shall elect one (1) of their number to be chairman. Chairman of general meeting
63. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. Power to adjourn general meeting
64. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result on the show of hands) demanded:- Voting on resolution
- (a) by the Chairman;
  - (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;
  - (c) by a 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; 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.

Unless a poll is so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

65. If a poll is duly demanded, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meetings at which the poll was demanded, but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. The demand for a poll shall not prevent the continuance of a meeting for a transaction of any business other than the question on which the poll has been demanded. The Chairman of the meeting may (and if so directed by the meeting shall) appoint scrutineers and may in addition to the powers of adjourning meetings contained in Clause 63 adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll. Poll to be taken
66. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote in addition to any other vote he may have. Chairman to have casting votes

### **VOTES OF MEMBERS**

67. Subject to any rights or restrictions for the time being attaching to any class or classes of shares, at meetings of Members or of classes of Members, each Member entitled to vote may vote in person or by proxy or by attorney or being a corporation is represented by a representative and on a show of hands. On resolution to be decided on a show of hands, every person personally present who is a Member, whether a holder of ordinary shares or preference shares and entitled to vote, or a proxy or an attorney or being a corporation is represented by an authorised representative of a Member, shall have one (1) vote. On resolution to be decided on a poll, every Member present in person or by proxy or by attorney or other duly authorised representative for a corporation shall have one (1) vote for every such share he holds. A proxy appointed to attend and vote at a meeting of a company shall be entitled to vote on any question at any general meeting and have the same rights as the member to speak at the meeting. Right to vote



Company No. **20218-T**

68. A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote, whether on a show of hands or on a poll, by his committee or by such other person who properly has the management of his estate, and any such committee or other person may vote by proxy or attorney and any such committee or other person entitled under this clause hereof to vote, 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 at least forty-eight (48) hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote, he shall satisfy the Directors of his right to vote unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof. Members of unsound mind
69. No Member shall be entitled to be present and to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid. No Member to vote whilst calls unpaid
70. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive. Votes to be taken as Chairman shall direct
71. 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 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. There shall be no restriction as to the qualification of the proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. Proxy to be in writing
72. A Member may appoint not more than two (2) proxies to attend the same meeting. Where a Member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy. Where a Member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary share in the Company for multiple beneficial owners in one securities account (omnibus account), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds. Number of proxy

73. The instrument appointing a proxy shall be in the following form with such variations as circumstances may require or the statutes permit or in such other form as the Directors may approve:- Form of proxy

TASCO BERHAD (20218-T)

I/We, \_\_\_\_\_ (NRIC No./Company No.) \_\_\_\_\_  
of \_\_\_\_\_  
being a member/members of TASCO BERHAD hereby appoint \_\_\_\_\_  
\_\_\_\_\_ of \_\_\_\_\_,  
or failing him, \_\_\_\_\_  
of \_\_\_\_\_  
or failing him, the CHAIRMAN OF THE MEETING as my/our Proxy to  
vote for me/us and act on my/our behalf at the Annual/Extraordinary  
General Meeting or Meeting of Members of the Company to be held at  
\_\_\_\_\_ on \_\_\_\_\_, \_\_\_\_ day of \_\_\_\_\_  
at \_\_\_\_\_ and at any adjournment thereof for/against\* the  
resolution(s) to be proposed thereat.

Dated this \_\_\_\_\_ day of \_\_\_\_\_

Number of shares held	
-----------------------	--

\_\_\_\_\_  
Signature/Common Seal of Shareholder (s)

74. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority shall be deposited by hand at or by facsimile transmission or by electronic mail to the Office of the Company, 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 at which the person named in the instrument proposed 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. Instrument appointing proxy to be deposited
75. Every power, right or privilege herein given in these presents to any Member of the Company to convene, attend, vote and in any way take part in any meeting of the Company, may be exercised in the event of such Member being out of Malaysia, by any attorney, whether a Member of the Company or not, duly appointed by such Member for the purpose, by a power of attorney produced at the Office of the Company during business hours not less than two (2) clear days before the same is acted on. And any vote given or things done by such attorney shall be valid notwithstanding the previous death of the Member giving such power of attorney or revocation of such power of attorney by other means provided no intimation in writing of such death or revocations shall have been received at the Office of the Company before such vote is given or thing done. Power of Attorney

76. A vote given in accordance with the terms of an instrument of proxy or attorney or authority shall be valid, notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument of proxy or of the authority under which the instrument of proxy was executed, or the transfer of the share in respect of which the instrument of proxy is given, if no intimation in writing of such death, unsoundness of mind, revocation or transfer as aforesaid has been received by the Company at the Office before the commencement of the meeting or adjourned meeting or in the case of poll before the time appointed for the taking of the poll, at which the instrument of proxy is used. Validity of vote given under proxy
77. A corporation may by resolution of its Directors or other governing body, if it is a Member of the Company, authorise such person as it thinks fit to act as its representative either at a particular general meeting or at all general meetings of the Company or of any class of Members and a person so authorised shall be in accordance with his authority and until his authority is revoked by the corporation, be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual Member of the Company. Corporate Representative

#### **DIRECTORS' APPOINTMENT, ETC.**

78. Until otherwise determined by general meeting the number of Directors shall not be less than two (2) nor more than twenty (20) but in the event of any casual vacancy occurring and reducing the number of Directors below the aforesaid minimum the continuing Director or Directors may, except in an emergency, act only for the purpose of increasing the number of Directors to such minimum number or to summon a general meeting of the Company. Number of Directors
79. At the first annual general meeting of the Company all the Directors shall retire from office, and at the annual general meeting in every subsequent year one-third (1/3) of the Directors for the time being, or if their number is not three (3) or a multiple of three (3), then the number nearest one-third (1/3) shall retire from office and be eligible for re-election provided always that all Directors shall retire from office once at least in each three (3) years, but shall be eligible for re-election. Retirement of Directors
80. Subject to the terms of any contract between the Company and a Managing Director or Deputy Managing Director, the Directors to retire in every year shall be those who have been longest in office since their last election, but as between person who become Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Determination of Director to retire
81. No person not being a retiring Director, shall be eligible for election to the office of Director at any general meeting unless a Member intending to propose him for election has, at least eleven (11) clear days before the meeting, left at the Registered Office of the Company a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such Member to propose him for election, provided that in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary, and notice of each and every candidature for election to the Board of Directors shall be served on the registered holders of shares at least seven (7) days before to the meeting at which the election is to take place. Notice of candidate as a Director

82. A motion for the appointment of two (2) or more persons as Directors by a single resolution shall not be made at any general meeting unless a resolution that it shall be so made has first been agreed to by the meeting without any vote being given against it; and any resolution moved in contravention of this provision shall be void. Appointment of Directors to be voted on individually
83. The Company at the meeting at which a Director so retires may fill the vacated office by electing a person thereto, and in default the retiring Director shall if offering himself for re-election and not being disqualified under the Act from holding office as a Director be deemed to have been re-elected, unless at that meeting it is expressly resolved not to fill the vacated office, or unless a resolution for the re-election of that Director is put to the meeting and lost. Filling of vacancy
84. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with this Constitution. Any Director so appointed shall hold office only until the next 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. Casual vacancy or additional appointment
85. The Company may by ordinary resolution, of which special notice is given, remove any Director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead; the person so appointed shall be subject to retirement 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. Removal of Directors
86. The fees payable to the Directors shall from time to time be determined by the Company in general meeting, and such fees shall be divided among the Directors in such proportions and manner as that Directors may determine provided always that:- Directors' remuneration
- (a) fees payable to Directors who hold no executive office in the Company shall be paid by a fixed sum and not by a commission on or percentage of profits or turnover. The fees of directors and any benefits payable to directors shall be subject to annual shareholder approval at a general meeting;
  - (b) 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;
  - (c) any fee paid to an Alternate Director shall be such amount as shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter;
  - (d) salaries and other remuneration including benefits payable to Executive Directors pursuant to a contract of service need not be determined by the Company in meetings of Members and it may not include a commission on or a percentage of turnover.

The Directors may also be paid all traveling, hotel, and other expenses properly incurred by them in attending and returning from meeting of the Directors or any committee of the Directors or general meetings of the Company or in connection with the business of the Company. Any Director who is appointed to any executive office including the office of Chairman or who serves on any committee or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary percentage of profits or otherwise as the Directors may determine but not a commission on or percentage of turnover.

87. A Director of the Company may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such director shall be accountable to the Company for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company unless the Company otherwise directs. Director may hold other office
88. A Director shall not be required to hold any qualification shares. Qualification of Directors
89. The office of Director shall become vacant if the Director during his term of office:- Office of Directors vacated in certain cases
- (a) ceases to be a Director by virtue of the Act;
  - (b) becomes bankrupt or makes any arrangement or composition with its creditors generally;
  - (c) becomes prohibited from being a Director by reason of any order made under the Act;
  - (d) 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;
  - (e) resigns his office by notice in writing to the Company; or
  - (f) is removed by a resolution of the Company in general meeting and in the case of an alternate or substitute Director by a resolution of the Directors.

### **POWERS AND DUTIES OF DIRECTORS**

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

91. The Directors shall not without the prior approval of the Company in general meeting: Powers of Directors
- (a) carry into effect any proposal or execute any transaction for the acquisition of an undertaking or property of a substantial value, or the disposal of a substantial portion of or a controlling interest in the Company's undertaking or property;
  - (b) exercise any power of the Company to issue shares unless otherwise permitted under the Act;
  - (c) subject to Section 228 of the Act, enter into any arrangement or transaction with a Director of the Company or its holding Company or with a person connected with such a Director to acquire from or dispose to such Director or person any non-cash assets of the requisite value as stated in the Act; and
  - (d) issue warrants as call options on such terms and subject to such conditions which may be recommended by the Directors which confers a right to subscribe for new shares of the Company.
92. The Directors may exercise all the powers of the Company to borrow or raise money for the purpose of the Company's or any of its related corporations' businesses on such terms as they think fit and may secure the repayment of the same by mortgage or charge upon the whole or any part of the Company's undertaking and property (both present and future) including its uncalled or unissued capital and may issue bonds, debentures and other securities whether charged upon the whole or part of the assets of the Company or otherwise but the Directors shall not borrow any money or mortgage or charge any of the Company's or any of the subsidiary companies' undertaking, property or any uncalled capital or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party. Director's borrowing powers
93. The Directors may establish or arrange any contributory or non-contributory pension or superannuation scheme for the benefit of, or pay a gratuity, pension or emolument to any person who is or has been employed by or in the service of the Company or any subsidiary of the Company, or to any person who is or has been a Director or other officer of and holds or has held salaried employment in the Company or any such subsidiary, and the widow, family or dependants of any such person. The Directors may also subscribe to any association or fund which they consider to be for the benefit of the Company or any such subsidiary or any such persons as aforesaid and make payments for or towards any hospital or scholastic expenses and any Director holding such salaried employment shall be entitled to retain any benefit received by him hereunder subject only, where the Act requires, to proper disclosure to the Members and the approval of the Company in general meeting. Power to maintain pension fund
94. The Directors may exercise all the powers of the Company in relation to any official seal for use outside Malaysia and in relation to branch register. Branch registers

95. The Directors may from time to time by power of attorney 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 (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities, and discretions vested in him. Directors may appoint attorneys
96. Any Director with the approval of the majority of Directors may appoint any person (whether a Member of the Company or not) to be an Alternate or Substitute Director in his place during such period as he thinks fit. An Alternate or Substitute Director shall not require to hold any qualification share. Appointment of Alternate Directors
97. All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors from time to time by resolution determine. Execution of negotiable instruments and receipts for money paid
98. A Director shall at all times act honestly and use reasonable diligence in the discharge of the duties of his office and shall not make use of any information acquired by virtue of his position to gain directly or indirectly an improper advantage for himself or for any other person or to cause detriment to the Company. Discharge of duties
99. Every Director shall give notice to the Company of such events and matter relating to himself as may be necessary or expedient to enable the Company and its officers to comply with the requirements of the Act. Notice of disclosures
100. Subject always to the provisions of the Act, a Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified, by his office, from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company which a Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established. Power of Directors to hold offices of profit and to contract with Company
101. Any Director may act by himself or his firm in a professional capacity for the Company and he and his firm shall be entitled to remuneration for his or his firm's professional services as if he was not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as auditor of the Company and provided further that such shall be at normal commercial terms. Director may act in his professional capacity

102. The Directors shall cause minutes to be duly entered in books provided for the purpose:-
- (a) of all appointments of officers to be engaged in the management of the Company's affairs;
- (b) of names of Directors present at each meeting of Directors and of any committee of Directors and of the Company in general meeting;
- (c) of all resolutions and proceedings at all meetings of the Company and of any class of Members, of the Directors and of committee of Directors; and
- (d) of all orders made by the Directors and any Committee of Directors.

Minutes to be made and when signed by Chairman to be conclusive evidence

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.

103. The Directors shall duly comply with the provisions of the Act and in particular the provisions in regard to keeping a Register of Directors and Secretaries, a Register of Members, a Register of Charges, a Register of Directors' Shareholdings, Register of Debenture Holders, Register of Substantial Shareholders and Register of Option Holders and in regard to the production and furnishing of copies of such Registers.

Keeping of Registers

### **PROCEEDINGS OF DIRECTORS**

104. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. A meeting of the Directors may be held anywhere in the world. Any Director may at any time and the Secretary shall on the requisition of any of the Directors, summon a meeting of the Directors. The Directors may participate in a Board meeting by means of a conference between Directors who are not all in one place, but each is able, directly or by telephonic, video or other electronic communications to communicate with each of the others simultaneously. Such participation shall be deemed to be present in person.
105. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be two (2).
106. It shall not be necessary to give any Director or Alternate Director who has not got an address in Malaysia, registered with the Company, notice of a meeting of the Directors. Unless otherwise determined by the Directors from time to time, notice of all Directors' meetings shall be given to all Directors and their alternates who have a registered address in Malaysia. Except in the case of an emergency, reasonable notice of every Directors' meeting shall be given in writing. The Director may waive notice of any meeting and any such waiver may be retroactive. The notice of each Directors' meeting shall be deemed to be served if a properly stamped letter containing the notice is posted or the notice is sent by hand, facsimile transmission, electronic mail or other electronic communications to the Directors.

Meetings

Quorum

Notice of Directors' Meeting



- |      |  |                                     |
|------|--|-------------------------------------|
| 107. | Subject to this Constitution, any question arising at any meeting of Directors shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a determination of the Directors. In case of an equality of votes subject to Clause 110, the Chairman of the meeting shall have a second or casting vote. Where two (2) Directors form a quorum, the Chairman of the meeting at which only such a quorum is present, or at which only two (2) Directors are competent to vote on the question at issue, shall not have a second or casting vote.  | Directors' power to vote            |
| 108. | A Director shall not vote in respect of any contract or proposed contract or arrangement in which he has, directly or indirectly, an interest and if he shall do so his vote shall not be counted.   | Restriction on voting               |
| 109. | Every Director shall comply with the provisions of Sections 219 and 221 of the Act in connection with the disclosure of his shareholding and interest 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.  | Disclosure of interest by Directors |
| 110. | The remaining Directors 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 the Constitution of the Company as the necessary quorum of Directors, the remaining Directors or Director may, except in an emergency, act only for the purpose of increasing the number of Directors to that minimum number, or to summon a general meeting of the Company, but for no other purpose.   | Number reduced below quorum         |
| 111. | The Directors may elect a Chairman or a Deputy Chairman of their meetings and determine the period for which he is to hold office, but if no such Chairman is elected, or if at any meeting the Chairman or Deputy Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Directors present may choose one (1) of their Member to be the Chairman of the meetings.  | Chairman                            |
| 112. | The Directors may establish any committees, local boards or agencies comprising one (1) 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 person or persons to be the member or members of any such committee or local board or agency and may fix their remuneration and may delegate to any such committee or local board or agency any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the member or members of any such committee or local board or agency or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment of 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 or persons so appointed, and may annul or vary any such delegation, but no person or persons dealing in good faith and without notice of any such annulment or variation shall be affected thereby. Where two (2) persons form a quorum, the Chairman of a meeting of any such committee of local board or agency at which only such a quorum is present, or at which only two (2) persons are competent to vote in the question at issue, shall not have a casting vote. | Committees                          |

113. A committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, or is unwilling to act the Members present may choose one (1) of their number to be Chairman of the meeting. Chairman of committee
114. Subject to any rules and regulations made hereunder, a committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Members present, and in the case of an equality of votes the Chairman shall have a second or casting vote. Meetings of committee
115. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director. Validity of acts where appointment defective
116. A resolution in writing signed by a majority of all 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 has an alternate, then such resolution may also be signed by such alternate. All such resolutions shall be described as "Directors' Circular Resolution" and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's Minutes Book. Any such resolution may consist of several documents in the like form, each signed by one or more Directors. Any such document may be accepted as sufficiently signed by a director if transmitted to the Company by any technology purporting to include a signature and/or electronic or digital signature of the Director. Resolutions in writing signed by Directors effective
117. Notwithstanding any provisions to the contrary contained in this Constitution but subject to the law, all or any of the Directors or members of any committee of the Directors may participate at a meeting of the Directors or that committee by means of telephone or video conferencing or by means of other communication equipment whereby all persons participating in the meeting are able to hear each other and be heard for the entire duration of the meeting. A person so participating shall be deemed to be present in person and shall be entitled to vote or be counted in a quorum accordingly. Any meeting held in such manner shall be deemed to be held at such place as shall be agreed upon by the persons attending the meeting or where the largest group of those participating is assembled or, if there is no such group, where the Chairman of the meeting then is. Participation in meetings by way of telephone and video conferencing

### **ALTERNATE DIRECTOR**

118. Each Director shall have power to appoint in writing under his hand any person approved for that purpose by a majority of the other Directors to act as Alternate Director in his place and on such appointment being so made and approved the Alternate Director shall in all respects (except as regards power to appoint an Alternate Director and remuneration) be subject to the terms and conditions existing with reference to the other Directors and each Alternate Director, whilst acting in the place of the Director whom he represents, shall exercise and discharge all the duties and functions of such Director but shall look to such Director solely for his remuneration and shall not be entitled to claim remuneration from the Company. An Alternate Director shall be entitled to receive notices of all meetings of the Directors and to attend, speak and vote and at such meeting at which his appointor is not present. One (1) person may not act as Alternate Director to more than one (1) Director. Appointment and remuneration
119. An Alternate Director may be removed from office by a resolution of the Board of Directors. Removal
120. If a Director making any such appointment as aforesaid shall cease to be a Director (otherwise than by reason of vacating his office at a meeting of the Company at which he is re-elected), the person appointed by him shall thereupon cease to have any power or authority to act as an Alternate Director. Cessation of appointment of Alternate Director
121. Every person acting as an Alternate Director shall be deemed to 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 an agent of or for the Director appointing him. Responsibility of Alternate Director
122. An Alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Directors attended by him at which he is entitled to vote. Effect on quorum

### **MANAGING DIRECTORS AND/OR EXECUTIVE DIRECTORS**

123. The Directors may from time to time appoint any one (1) or more of their body to be Managing Director or Deputy Managing Director and/or Executive Directors. If the appointment is for a fixed term, that term shall not exceed three (3) years, and upon such conditions as the Directors think fit, and may vest in such Managing Director or Deputy Managing Director and/or Executive Directors the power hereby vested in the Directors generally as they may think fit, but provided always that such Managing Director, Deputy Managing Director and/or Executive Directors shall be subject to the control of the Directors. Appointment of Managing Director and/or Executive Directors

124. A Managing Director or Deputy Managing Director and/or Executive Directors shall, while he continues to hold that office, be subject to retirement by rotation, and he shall be reckoned as a Director for the purpose of determining the rotation of retirement of Directors or in fixing the number of Directors to retire and subject to provisions of any contract between him and the Company shall, be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he ceases to hold the office of Director for any cause shall ipso facto and immediately cease to be a Managing Director or Deputy Managing Director and/or Executive Directors. Position of Managing Director and/or Executive Directors
125. A Managing Director or Deputy Managing Director and/or Executive Directors shall, subject to the terms of any agreement entered into in any particular case, receive such remuneration (whether by way of salary, commission, or participation in profits or partly in one way and partly in another) as the Directors may determine and such remuneration shall not include a commission on or a percentage of turnover. Remuneration of Managing Director and/or Executive Director
126. The Directors may entrust to and confer upon a Managing Director or Deputy Managing Director and/or Executive Directors any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter, or vary all or any of those powers. Powers

#### **ASSOCIATE DIRECTORS**

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

#### **AUTHENTICATION OF DOCUMENTS**

128. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents effecting the constitution of the Company and any resolution passed by the Company or the Directors and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are kept elsewhere than in the Office, the local manager or other officer of the Company having custody thereof shall be deemed to be a person appointed by the Directors as aforesaid. Authentication of documents
129. 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 Clause 128, 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. Conclusive evidence of resolutions and extract of minutes of meetings

### **SECRETARY/JOINT SECRETARIES**

130. The Secretary/Joint Secretaries shall in accordance with the Act be appointed by the Directors for such term, at such remuneration, and, upon such conditions as they may think fit, and any Secretary/Joint Secretaries so appointed may be removed by them. Secretary/  
Joint  
Secretaries

### **SEAL**

131. The Directors shall provide for the safe custody of the Seal, which shall only be used pursuant to the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf. The Directors may from time to time 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 unless otherwise so determined, every instrument to which the Seal is affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose. Manner in  
which Seal is to  
be affixed
132. For purpose of sealing share certificates to be issued by the Company, the Company shall have a duplicate common seal which shall be an exact replica of its common seal with the addition on the face of it of the words "Share Seal" and a certificate sealed with such duplicate seal bearing the autographic or facsimile signature of a Director, countersigned by the Secretary or by a second Director or by some other person appointed by the Director for the purpose, shall be deemed to be sealed with the Seal. Share Seal
133. The Company may exercise the power conferred by the Act with regard to having an official seal for use abroad and such powers shall be vested in the Directors. Power to have  
Seal for use  
abroad

### **ACCOUNTS**

134. The Directors shall cause proper accounting and other records to be kept and shall distribute copies as required in accordance with 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 opened 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 the Act or authorised by the Directors or by the Company in general meeting. Accounts to be  
kept

135. The Directors shall from time to time in accordance with Section 248 of the Act and the Listing Requirements, cause to be prepared and laid before the Company in general meeting such audited financial statements and the Directors' and Auditors' reports. A copy of such documents shall not less than twenty-one (21) days (or any such other period as may be prescribed by the Exchange or regulatory authorities) before the date of the meeting be delivered or sent to every Member, Auditors, the Exchange, debenture holder of the Company and every person who is entitled to receive notice of general meeting of Members under provisions of the Act or of this Constitution. Provided that this clause shall not be required a copy of these documents to be sent to any person of whose address the Company is not aware but any Members to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office or the office of the Share Registrar. Copies of reports may be sent

### **DIVIDENDS AND RESERVES**

136. The Directors may from time to time pay to the Members such ~~interim~~ Interim Dividend dividends as appear to the Directors to be justified by the profits of the Company.
137. No dividend shall be paid otherwise than out of profits or shall bear interest against the Company. No interest on unpaid dividend
138. The Directors may, before recommending any dividends, set aside out of the profits of the Company such sums as they think proper as reserves which shall, at the discretion of the Directors, be applicable for any purpose at which the profits of the Company may be properly applied, and pending any such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares in the Company) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide. Payment of dividends
139. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the shares. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date that share shall rank for dividend accordingly. Dividend pay equally
140. The Directors may deduct from any dividend payable to any Member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company. Debts may be deducted
141. All dividends unclaimed for one (1) year after having been declared shall be dealt with by the Company in accordance with the provisions of the Unclaimed Moneys Act, 1965. Unclaimed Dividends

142. Any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stocks of any other company or in any one (1) or more of such ways and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors. Dividend in specie
143. (a) Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post direct to the registered address of the holder. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Payment by post and discharge
- (b) Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Listing Requirements and/or regulatory authorities, payment of dividend may be made by direct transfer or such other mode of electronic means to the bank account of the holder whose name appear in the Record of Depositors or, if a person is entitled thereto in consequence of the death or bankruptcy of the holder, to such person or to the bank account of such person by writing direct. The payment of any dividend by such electronic means shall constitute good discharge to the Company in respect of the dividend represented thereby regardless of any discrepancy given by the Member in the details of the bank account(s). Payment by electronic means and discharge

### **CAPITALISATION OF PROFITS**

144. The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportions on conditions 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. Power to capitalise

145. Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid 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 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 capitalization, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under authority shall be effective and binding on all such Members.
- Effect of resolution to capitalise

### **LANGUAGE**

146. Where any accounts, minutes books or other records required to be kept by the Act are not kept in the Malay or 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, minutes book and other records required by the Act to be kept.
- Translation

### **NOTICES AND OTHER DOCUMENTS**

147. Subject to the provision in the Act and Listing Requirements, a notice or documents required to be sent to Members may be given by the Company or the Secretary to any Member:-
- Service of notices
- (a) in hard copy, either personally or send by post to him in a prepaid letter addressed to him at his last known address; or
  - (b) in electronic form and send by the following electronic means:-
    - (i) transmitting to his last known electronic mail address; or
    - (ii) publishing the notice or document on the Company's website provided that a notification of the publication of the notice or document on the website via hard copy or electronic mail or short messaging service has been given in accordance with Section 320 of the Act and the Listing Requirements; or
    - (iii) using any other electronic platform maintained by the Company or third parties that can host the information in a secure manner for access by Members provided that a notification of the publication or availability of the notice or document on the electronic platform via a hard copy or electronic mail or short messaging service has been given to them accordingly.



148. Any Member who has not supplied to the Company an address within Malaysia for the service of notices or any other documents shall not be entitled to receive such notice or documents from the Company. The contact details of a Member as provided to the Bursa Depository shall be deemed as the last known address provided by such Member to the Company for purposes of communication with such Member. Method of notice
149. Any other communication between the Company and the Members, including matters relating to resolutions, supply of information or documents or otherwise for the purposes of complying with the Act and/or Listing Requirements, may be either in hard copy or soft copy by electronic means or partly in hard copy and partly in soft copy by electronic means. Method of communication
150. (a) Subject to the Act and the Listing Requirements, the Company may publish the notice of general meeting or any other documents required to be sent under the Listing Requirements on the Company's website. Publication on website
- (b) If the Company publishes the notice or any documents on its website, the Company shall separately notify its Members in writing either by post or electronic mail or short messaging services (with proof electronic mail delivery) stating:-
- (i) the publication of the notice or any other documents on the Company's website;
  - (ii) type of meeting, place, date and time of the meeting; and
  - (iii) the designated website link or address where a copy of the notice or any other documents may be downloaded.
- (c) The notice or any other documents shall be made available on the Company's website throughout the period beginning from the date of notification referred to in subsection (b) above until the conclusion of the meeting.
151. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a Member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or assignee of the bankrupt, or by any like description, at the address, if any within Malaysia supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred. Notice to persons entitled by transmission
152. (1) Notice of every general meeting shall be given in any manner herein before specified to:- Persons entitled to notice
- (a) every Member with a registered address in Malaysia or an address for service of notice in Malaysia;
  - (b) every person entitled to a share in consequence of the death or bankruptcy of a Member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting;

- (c) the Auditor for the time being of the Company; and
    - (d) Bursa Securities and other stock exchange, if any, on which the shares of the Company are listed.
  - (2) Except as aforesaid no other person shall be entitled to receive notices of general meetings.
153. 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 issued in respect of such share, including notices issued to such person or persons whose names were, prior to his name, entered in the Record of Depositors as the registered holder of such share. Persons bound by notice
154. A notice or other documents is deemed served by the Company to a Member:- When service effected
- (a) Where the notice or document is sent in hard copy by post, on the day after the time when the letter containing the same is put into the post, and in proving such service or sending it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office as a prepaid letter.
  - (b) Where the notice or documents is sent by electronic means:-
    - (i) via electronic mail, at the time of transmission to the Member's electronic mail address pursuant to clause 147(b)(i), provided that the Company has record of the electronic mail being sent and that no written notification of delivery failure is received by the Company;
    - (ii) via publication on the Company's website, on the date the notice of document is first made available on the Company's website provided that the notification on the publication of the notice or documents on the website has been given pursuant to clause 147(b)(ii); or
    - (iii) via electronic platform maintained by the Company or third parties, on the date the notice or document is first made available thereon provided that the notification on the publication of the notice or document on the relevant electronic platform has been given pursuant to clause 147(b)(iii).
  - (c) In the event that service of a notice or document pursuant to clause 147(b) is unsuccessful, the Company shall within two (2) markets days from discovery of delivery failure, make alternative arrangements for service by serving the notice or documents in hard copy in accordance with clause 147(a).
155. A Member's address, electronic mail address and any other contact details provided to Bursa Depository shall be deemed as the last known address, electronic mail address and contact details respectively for the purposes of communication including but not limiting to service of notices and/or documents to the Member. Last known address for service

### **WINDING UP**

156. If the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company, divide amongst the Members in kind the whole or any part of the assets of the Company (whether they consist of property of the same kind or not) and may for that purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how the division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of any such assets in trustees upon trusts for the benefit of the contributories as the liquidator, with the like sanction, thinks fit, but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability. Distribution of assets in specie
157. If the Company shall be wound up, the Members of each class of members shall be entitled to participate equally in direct proportion to the capital paid up of their shares, provided that if the share capital of the Company is divided into different classes the rights of each class in a liquidation shall be in accordance with the terms of the issue of the shares of that class. Indemnify
158. On the voluntary liquidation of the Company, no commission or fee shall be paid to the liquidator unless it shall have been approved by Members. The amount of such payment shall be notified to all Members at least seven (7) days prior to the meeting at which the commission or fee is to be considered. Liquidator's Commission

### **INDEMNITY**

159. Every Director, Managing Director, agent, auditor, secretary, and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default breach of duty or breach of trust. Indemnity

### **SECRECY**

160. No Member shall be entitled to require discovery of any information respecting any detail of the Company's trade or any matter which may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interest of the Company to communicate to the public save as may be authorised by law. Secrecy

### **EFFECT OF THE LISTING REQUIREMENTS**

161. (1) Notwithstanding anything contained in these Articles, if the Listing Requirements prohibit an act being done, the act shall not be done. Effect of the Listing Requirements of Bursa Securities
- (2) Nothing contained in these Articles prevents an act being done that the Listing Requirements require to be done.
- (3) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
- (4) If the Listing Requirements require these Articles to contain a provision and they do not contain such a provision, these Articles are deemed to contain that provision.
- (5) If the Listing Requirements require these Articles not to contain a provision and they contain such a provision, these Articles are deemed not to contain that provision.
- (6) If any provision of these Articles is or becomes inconsistent with the Listing Requirements, these Articles are deemed not to contain that provision to the extent of the inconsistency.
- (7) Notwithstanding anything contained in these Articles, nothing herein contained shall prevent the Directors from applying to Bursa Securities for a waiver from compliance or observance of any of the Listing Requirements. In the event the compliance or observance of such Listing Requirements are waived by Bursa Securities, the Company shall not be required to comply with any of the articles relating to those Listing Requirements in respect of which compliance or observance has been waived by Bursa Securities.
162. The Company shall comply with the provisions of the relevant governing statutes, regulations and rules as may be amended, modified or varied from time to time, or any other directive or requirement imposed by Bursa Securities, Approved Market Place, the Bursa Depository and other appropriate authorities to the extent required by law, notwithstanding any provisions in this Constitution to the contrary. Compliance with Statutes, Regulations and Rules