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**SHIN YANG SHIPPING CORPORATION BERHAD**

(Company No. 666062-A)

(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS IN RELATION TO PROPOSED  
ADOPTION OF A NEW CONSTITUTION OF THE COMPANY  
("PROPOSED NEW CONSTITUTION")**

The above proposal will be tabled as Special Business at the Company's 14<sup>th</sup> Annual General Meeting ("**AGM**"). The Notice of the 14<sup>th</sup> AGM to be held at Conference Room at Level 5 of Imperial Hotel, Jalan Pos, 98000 Miri, Sarawak on Wednesday, 4 December 2019 at 11.00 a.m. is set out in the Annual Report 2019. Shareholders are advised to refer to the Notice of the 14<sup>th</sup> AGM and the Form of Proxy, which are enclosed in the Annual Report 2019.

The Form of Proxy should be lodged at the registered office of the Company not later than 48 hours before the time stipulated for holding the 14<sup>th</sup> AGM. The lodgement of the Form of Proxy will not preclude you from attending and voting at the meeting should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy : Monday, 2 December 2019 at 11.00 a.m.

Date and time of the 14<sup>th</sup> AGM : Wednesday, 4 December 2019 at 11.00 a.m.

This Circular is dated 31 October 2019

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**DEFINITION**

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

<b>Act</b>	:	The Companies Act, 2016 and any amendments made thereto from time to time
<b>AGM</b>	:	Annual General Meeting
<b>Board</b>	:	Board of Directors of SYSCORP
<b>Bursa Securities</b>	:	Bursa Malaysia Securities Berhad (Company No. 635998-W)
<b>Circular</b>	:	This circular dated 31 October 2019 in relation to the Proposed New Constitution
<b>SYSCORP or Company</b>	:	Shin Yang Shipping Corporation Berhad
<b>Directors</b>	:	The directors of SYSCORP
<b>SYSCORP Group or Group</b>	:	The Company and its subsidiaries, collectively
<b>M&amp;A</b>	:	Memorandum & Articles of Association
<b>Listing Requirements</b>	:	Main Market Listing Requirements of Bursa Securities
<b>Proposed New Constitution</b>	:	Proposed adoption of a new constitution of the Company in place of the existing M&A

Words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa.

Reference to persons shall include a corporation, unless otherwise specified. Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

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**SHIN YANG SHIPPING CORPORATION BERHAD**

(Company No. 666062-A)

(Incorporated in Malaysia)

**Registered Office:**

Sublot 153 (Parent Lot 70)  
Jalan Kuala Baram  
Kuala Baram  
98100 Miri, Sarawak

31 October 2019

**The Board of Directors**

Tan Sri Datuk Ling Chiong Ho	(Non-Independent Non-Executive Chairman)
Mr Ling Chiong Sing	(Group Managing Director)
Mr Ling Chiong Pin	(Executive Director)
Datuk Lawrence Lai Yew Son	(Independent Non-Executive Director)
Mr Koh Ek Chong	(Independent Non-Executive Director)
Mdm Ling Siu Chuo	(Non-Independent Non-Executive Director)
Mr. Vincent Ling Lu Yew	(Executive Director)
En. Arshad Bin Zainuddin	(Independent Non-Executive Director)

**To: The Shareholders of Shin Yang Shipping Corporation Berhad**

Dear Sir/Madam

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

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**1. INTRODUCTION**

The Company has on 10 October 2019 announced to Bursa Securities its intention to seek its shareholders' approval on the proposed adoption of a new Constitution of the Company in place of the existing M&A at the Company's forthcoming 14<sup>th</sup> AGM.

The purpose of this Circular is to provide you with the relevant information on the Proposed New Constitution and seek shareholders' approval for the special resolution to be tabled at the forthcoming 14<sup>th</sup> AGM of the Company.

**2. DETAILS OF THE PROPOSED NEW CONSTITUTION**

The Board proposes that the Company revokes its existing M&A in its entirety and in place thereof, adopt a new Constitution, taking into account the Act which came into effect from 31 January 2017 and in line with the amendments to the Listing Requirements.

A copy of the new Constitution proposed to be adopted is set forth in Appendix III of this Circular.

### **3. RATIONALE FOR THE PROPOSED NEW CONSTITUTION**

The Proposed New Constitution is primarily for the purpose of streamlining the Company's existing M&A to be in line with the Act and Listing Requirements and the prevailing statutory and regulatory requirements applicable to the Company.

The Board proposes the adoption of a new Constitution as the amendments required to be made are numerous and would entail substantial amendments to the existing M&A of the Company.

### **4. EFFECTS OF THE PROPOSED NEW CONSTITUTION**

The Proposed New Constitution will not have any effect on the share capital of the Company and shall not have any material effect on the substantial shareholdings, net assets, dividend policy, gearing and earnings per share of the Group.

### **5. APPROVALS REQUIRED**

The Proposed New Constitution is subjected to the approval of the shareholders of the Company at the forthcoming 14<sup>th</sup> AGM.

### **6. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSON CONNECTED WITH THEM**

None of the directors, major shareholders and/or persons connected with them have any interest, direct or indirect, in the Proposed New Constitution.

### **7. DIRECTORS' RECOMMENDATION**

The Board, after having considered all aspects of the Proposed New Constitution, is of the opinion that the Proposed New Constitution is in the best interests of the Company. Accordingly, the Board recommends that the shareholders of SYSCORP vote in favour of the special resolution pertaining to the Proposed New Constitution to be tabled at the forthcoming 14<sup>th</sup> AGM.

### **8. DETAILS OF FOURTEENTH AGM**

The 14<sup>th</sup> AGM will be held at Conference Room at Level 5 of Imperial Hotel, Jalan Pos, 98000 Miri, Sarawak on Wednesday, 4 December 2019 at 11.00 a.m., for the purpose of considering and if thought fit, passing with or without modifications the resolution to give effect to the Proposed New Constitution.

You may appoint a proxy or proxies to attend, speak and vote on your behalf. If you wish to do so, you must complete, sign and deposit the enclosed Form of Proxy for the 14<sup>th</sup> AGM in accordance with the instructions contained therein, at SYSCORP's registered office at Sublot 153 (Parent Lot 70), Jalan Kuala Baram, Kuala Baram, 98100 Miri, Sarawak, Malaysia not less than 48 hours before the time appointed for the taking of the poll for the 14<sup>th</sup> AGM or at any adjournment thereof. The lodging of the Form of Proxy for the 14<sup>th</sup> AGM will not preclude you from attending and voting in person at the 14<sup>th</sup> AGM should you subsequently decide to do so.

**9. FURTHER INFORMATION**

You are requested to refer to the attached Appendix I and II of this Circular for further information.

Yours faithfully,  
For and on behalf of the Board of  
**SHIN YANG SHIPPING CORPORATION BERHAD**

**LING CHIONG SING**  
Group Managing Director

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**FURTHER INFORMATION**

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**1. RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by the Board of Directors of the Company and they collectively and individually accept full responsibility for the accuracy of the information given herein and confirm that after making all reasonable enquiries and taking into account the advice of the management of SYSCORP and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

**2. MATERIAL LITIGATION, CLAIMS OR ARBITRATION**

- 1) Shin Yang Shipping Sdn. Bhd. ("SYS" or "the Plaintiff"), a wholly owned subsidiary of the Company, had on 18<sup>th</sup> April 2019, via its solicitors, Messrs. Izan Lau & Tiong, Advocates, commenced the service of writ with amended Statement of Claims in the High Court of Sabah & Sarawak at Miri against MK Bumimas Sdn Bhd (Company No. 635837-X) ("the Defendant") for the following.

The Plaintiff had chartered to the Defendant two (2) units of 47.5 metres Landing Craft vessel with Official No. 335048 and 335049 respectively ("the said Vessels") by way of two (2) separate BIMCO Standard Bareboat Charter Agreements "Barecon 2001" dated 15 July 2014. The Defendant, as the Charterer of the said Vessels inter alia failed/refused and/or neglected to make remaining outstanding payments for the charter of the said Vessels in accordance with the Bareboat Charter Agreements dated 15 July 2014.

The particulars of the Plaintiff's Claim are as follows:

- (a) The outstanding monthly hire balance of the said Vessels amounting to a sum of RM4,266,632.07 as at 30<sup>th</sup> September 2018;
- (b) Further and/or alternatively damages to be assessed by this Honourable Court;

**3. MATERIAL CONTRACTS**

Save as disclosed below, there are no other material contracts (not being contracts entered into the ordinary course of business) which have been entered into by SYSCORP Group within the two (2) years preceding the date of this Circular:-

- i) The Company had on 23 October 2017, incorporated a wholly owned subsidiary company in Malaysia under the Companies Act, 2016 ("Act"), namely Dynasys Technology & Engineering Sdn Bhd ("DTEsb"). The current issued share capital of DTEsb is RM 20,000.00 comprising 20,000 ordinary shares.

The intended principal activity of DTEsb is engaging in business of engineering consultants, technical engineering services.

- ii) Danum Shipping, a 100%-owned subsidiary of SYSCORP, had on 16<sup>th</sup> July 2018, acquired additional 45,000 ordinary shares, representing 45.0% of the paid-up share capital of Sinar Asiamas Sdn Bhd ("Sinar") from Sarawak Oil Palm Berhad, for a total cash consideration of RM1.00

Upon completion of the Acquisition, Sinar become a wholly-owned subsidiary of SYSCORP

The principal activity of Sinar Asiamas is engaging in Commercial, Technical and Shipping Manager.

## **MATERIAL CONTRACTS (CONT’)**

- iii) Shin Yang FZC (“**SYFZC**”), a 90% owned indirect subsidiary of Shin Yang Shipping Corporation Berhad (“**SYSCorp**”) had on 13<sup>th</sup> March 2019 disposed of its entire 45% equity interest comprising 450 shares in the capital of Shin Yang Shipbuilding & Engineering RMC FZC (“**SYSBE**”) as follow:-
- a) 35% equity interest comprising 350 shares in capital of SYSBE to Solaris Petra Sdn. Bhd. (“**SPSB**”) for a cash consideration of AED 10.00 (equivalent to RM11.10); and
  - b) 10% equity interest comprising 100 shares in capital of SYSBE to Juma Khalifa Obaid Abushibs (“**JUMA**”) for a cash consideration of AED 1.00 (equivalent to RM 1.11)
- (“**Disposal** ”)

Pursuant to the Disposal, Shin Yang Shipbuilding & Engineering RMC FZC has ceased to be an associated company of SYSCorp.

- iv) Shin Yang Shipping Corporation Berhad (“**SYSCorp**”) has on 24 May 2019 received a stamped Certificate of De-registration from our Ras Al Khaimah office, that Aya Shin Yang FZC, an associate company of SYSCorp had, on 11 May 2019 been dissolved under member’s voluntary de-registration pursuant to the Ras Al Khaimah Economic Zone Authority’s Regulations in United Arab Emirates.
- v) Shin Yang Shipping Sdn. Bhd., a wholly owned subsidiary of SYSCorp had on 27<sup>th</sup> June 2019 disposed of its 50.50% equity interest comprising 252,500 shares in the capital of PT Shinline (“**PTSL**”) to CT Nusantara (Malasia) Sdn. Bhd. for a cash consideration of USD 126,250 (equivalent to RM 523,306.25) (“**Disposal**”).

Pursuant to the Disposal, PTSL has ceased to be a subsidiary, and becomes an associate company of SYSCorp.

## **3. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the registered office of the Company from Mondays to Fridays (except public holidays) during business hours from the date of this Circular up to and including the date of the forthcoming 14<sup>th</sup> AGM:-

- a. the existing M&A of SYSCORP; and
- b. the audited consolidated financial statements of the SYSCORP Group for the past two (2) financial years ended 30 June 2018 and 30 June 2019.



**SPECIAL RESOLUTION 1 - PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

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

“THAT approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in Appendix III to the Circular to Shareholders dated 31 October 2019 accompanying in the Company’s Annual Report 2019 for the financial year ended 30 June 2019 be and is hereby adopted as the Constitution of the Company AND THAT the Directors of the Company be and are hereby authorised to assent to any modification, variation and/or amendment as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing.”

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**Registration No.**

**20040102755416 (666062-A)**

**THE COMPANIES ACT, 2016**

**MALAYSIA**

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**PUBLIC COMPANY LIMITED BY SHARES**

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**CONSTITUTION**

**OF**

**SHIN YANG SHIPPING CORPORATION BERHAD**  
**(REGISTRATION NO.: 20040102755416 (666062-A))**

200401027554 (666062-A)
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**THE COMPANIES ACT, 2016**  
**MALAYSIA**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**CONSTITUTION**  
**OF**  
**SHIN YANG SHIPPING CORPORATION BERHAD**

1. The Company, Shin Yang Shipping Corporation Berhad, wishes to adopt this Constitution with effect from \_\_\_\_\_. This Constitution replaces and substitutes the Memorandum and Articles of Association of the Company and all the amendments made thereto. Constitution

**INTERPRETATION**

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

<b>Words</b>	<b>Meanings</b>	<b>Definitions</b>
Authorised Nominee	... .. A person who is authorised to act as nominee as specified under the Rules.	
the Act	... .. The Companies Act, 2016 or any statutory modification, amendment or re-enactment thereof for the time being in force.	
this Constitution	... .. This Constitution as originally framed or as altered from time to time by special resolution.	
Beneficial Owner	... .. In relation to Deposited Securities, the ultimate owner of the Deposited Securities 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.	
Central Depositories Act	... .. Securities Industry (Central Depositories) Act 1991, or any statutory modification, amendment or re-enactment thereof for the time being in force.	
Convertible Securities	... .. Securities which are convertible or exercisable by the holders, or automatically, by their terms of issue, into shares or stocks.	
the Company	... .. Shin Yang Shipping Corporation Berhad Registration No. 200401027554 (666062-A).	

Deposited Security	... ..	A security standing to the credit of a securities account as defined in the Central Depositories Act including securities in a securities account that is in suspense.
Depositor	... ..	A holder of a securities account as defined in the Central Depositories Act.
Depository	... ..	Bursa Malaysia Depository Sdn. Bhd. Registration No. 198701006854 (165570-W) which expression shall include any successors thereof.
dividend	... ..	Include bonus.
the Directors	... ..	The Directors for the time being of the Company.
the Executive Directors	... ..	Means salaried Directors who are full time working Directors.
Non-Executive Directors	... ..	Means the Directors who do not hold any salaried appointment with the Company and only receives fees laid down in the Constitution of the Company or as determined by the Members at the Company's general meeting.
the Exchange/ Stock Exchange/ Bursa Securities	... ..	Bursa Malaysia Securities Berhad Registration No. 200301033577 (635998-W) which expression shall include any successors thereof.
Large Shareholders	... ..	For purposes of Regulation 91 of this Constitution, a person who: (a) is entitled to exercise, or control the exercise of, not less than thirty three per centum (33%) of the voting shares in the Company; (b) is the largest shareholder of voting shares in the Company; (c) has the power to appoint or cause to be appointed a majority of the Directors of the Company; or (d) has the power to make or cause to be made, decisions in respect of the business or administration of the Company, and to give effect to such decisions or cause them to be given effect to or any other meaning as may be prescribed by the Malaysian Code of Corporate Governance.
Main Listing Requirements	... ..	Bursa Malaysia Securities Berhad Main Market Listing Requirements including any amendment to Bursa Malaysia Securities Berhad Main Market Listing Requirements that may be made from time to time.
Market Day	... ..	A day on which the stock market of the Exchange is open for trading in securities.
Member	... ..	Any person/persons for the time being holding shares in the Company and whose names appear in the Register (except Bursa Malaysia Depository Nominees Sdn. Bhd.) including Depositors whose names appear on the Record of Depositors.
Month	... ..	Calendar month.
the Office	... ..	The registered office for the time being of the Company.

Proxy	... ..	Includes attorneys duly appointed under a valid power of attorney.
Record of Depositors	... ..	A record provided by the Depository to the Company or its registrars or its issuing house pursuant to chapter 24.0 of the Rules.
RM/Ringgit Malaysia	... ..	Ringgit Malaysia or such similar units in Malaysia.
Rules	... ..	The Rules of the Depository.
the Register	... ..	The register of members to be kept pursuant to the Act.
Securities Account	... ..	Shall have the same meaning as that assigned to it under Section 2 of the Central Depositories Act.
Securities	... ..	Shall have the same meaning as that assigned to it in Section 2 of the Capital Markets and Services Act 2007.
the Seal	... ..	The common seal of the Company.
the Share Seal	... ..	Means the Official Seal of the Company for share certificates permitted under Section 63 of the Act.
the Secretary	... ..	Any person appointed to perform the duties of the secretary of the Company for the time being.

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

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

Words importing masculine gender only include the feminine gender.

Words importing persons shall include corporations and companies.

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

Expressions in Act defined to bear same meaning in Constitution

The headings and subheadings and marginal notes where they appear in this Constitution are for convenience of reference only and shall not in any way affect the interpretation or construction of this Constitution.

Heading, subheadings and marginal notes not to affect interpretation

### **SHARE CAPITAL AND VARIATION OF RIGHTS**

- Without prejudice to any special rights previously conferred on the holders of any existing shares but subject always to the Act, the Main Listing Requirements, this Constitution and to any resolution of the Company, the shares in the Company may be issued by the Directors and any such shares may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of share capital, monetary denominations or otherwise as the Directors may determine.

Power to issue shares with special rights

- 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 this

Issue and allotment of shares

Constitution, the Main Listing Requirements and the Act and to the provisions of any resolution of the Company, shares in the Company 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, other than ordinary shares, no special rights shall be attached until the same have been expressed in this Constitution and in the resolution creating the same;
  - (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 in general meetings;
  - (c) unless otherwise exempted, every issue of shares or share issuance scheme shall be approved by the Members in their general meeting;
  - (d) subject to provision on the allotment of shares to Director etc. and notwithstanding the existence of a resolution pursuant to Section 75(1) and Section 76(1) of the Act, 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 shares (excluding treasury shares) of the Company except where the shares or Convertible Securities are issued with the prior approval of the shareholders in general meeting of the precise terms and conditions of the issue;
  - (e) in working out the number of shares or Convertible Securities that may be issued by the Company, if the Security is a Convertible Security, each such Security is counted as the maximum number of shares into which it can be converted or exercised.
5. (a) The Company must ensure that all new issue of shares for which listing is sought on the Exchange are made by way of crediting the Securities Accounts of the allottees with such shares 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 Main Listing Requirements. For this purpose, the Company must notify the Depository of the names of the allottees and all such particulars required by the Depository, to enable the Depository to make the appropriate entries in the Securities Accounts of such allottees. New issue of shares
- (b) The Company must not cause or authorise its registrars to cause the Securities Accounts of the allottees to be credited with the additional shares until after it has filed with the Exchange an application for listing of such additional shares and been notified by the Exchange that they have been authorised for listing. Crediting of shares
6. (a) Subject to the Act, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company, liable to be redeemed on such terms and in such manner as may be provided for by this Constitution but subject at all times to the provisions of the Act and the Directors may redeem such shares on such terms and in such manner and at such price as they think fit. If the Company at any time issues preference shares, it shall indicate at the same time whether it reserves the right to issue further preference capital ranking equally with or in priority to the preference shares already issued. Rights of preference shareholders

- (b) Preference shareholders shall have the same rights as ordinary shareholders as regards receiving notices, reports and audited accounts or financial statements and attending meetings of the Company.
- (c) Preference shareholders shall also have the right to vote at any meeting convened during the winding up of the Company or for the purpose of reducing the Company's share capital or winding up the Company, or sanctioning the disposal of the whole of the Company's property, business and undertaking, or where any proposition to be submitted to the meeting affects their rights and privileges attached to such preference shares, or when the dividend on the preference shares or part of any such dividend is in arrears for more than six (6) Months.
7. Notwithstanding Regulation 8 hereof the repayment of preference share capital other than redeemable preference shares, or any other alteration of preference shareholder's rights shall only be made pursuant to a special resolution of the preference shareholders concerned PROVIDED ALWAYS that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing obtained from the holders of three-fourths (3/4) of the preference shares concerned within two (2) Months of the meeting shall be as valid and effectual as a special resolution carried at the meeting. Notwithstanding the provisions of any of this Constitution, the holder of a preference share must be entitled to a return of capital in preference to holders of ordinary shares when the Company is wound up. Repayment of preference capital
8. Subject to the provisions of Section 93 of the Act and the Main Listing Requirements, if at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths (3/4) of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting, the provisions of this Constitution relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be two (2) persons at least holding or representing by Proxy, one-third (1/3) of the issued shares of the class and that any holder of shares of the class present in person or by Proxy may demand a poll. To every such special resolution, the provisions of Section 292 of the Act shall, with such adaptations as are necessary, apply. Modification of class rights
9. Subject to the Act and the Main Listing Requirements, the rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or in all respects pari passu therewith. Ranking of class rights
10. The Company may exercise the powers of paying commission conferred by the Act, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act, and the rate of the commission shall not exceed the rate of ten per cent (10%) of the price at which the shares in respect whereof the same is paid are issued or an amount equal to ten per cent (10%) of that price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful. Power to pay commission and brokerage on subscription of shares
11. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings, or the provision of any plant which cannot be made profitable for a long period, the Company may pay interest or returns on such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in Section 130 of the Act and may charge the same to the share capital as part of the cost of the construction or provision. Interest on share capital during construction

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

### CERTIFICATES

13. (a) Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Company shall not be required to issue share certificates unless an application is made by the Depository/Member in which case the Company shall issue such share certificates in reasonable denominations to the Depository/Member or its nominees within sixty (60) days from the date of the application and send to the Depository/Member. Certificates
- Every certificate shall be issued under the Seal and bear the signatures or the autographical signatures reproduced by mechanical, electronic and/or by any other means of one (1) Director and the Secretary or a second Director or such other person as may be authorised by the Directors, and shall specify the Company's name, the class of shares to which it relates, and the number of shares held.
- (b) Subject to the provisions of the Act, the Central Depositories Act and the Rules, if any share certificate shall be defaced, worn out, destroyed, lost or stolen, it may be renewed on such evidence being produced and a letter of indemnity (if required) being given by the Depository. In the case of defacement or wearing out, on delivery of the old certificate, and in any case on payment of such sum not exceeding Ringgit Fifty (RM50.00) only per certificate or such other sum as may from time to time be permitted by the Exchange as the Directors may determine. In the case of destruction, loss or theft of a share certificate, the Depository to whom such renewed certificate is given, shall also bear the loss and pay the Company all expenses incidental to the investigations by the Company of the evidence of such destruction, loss or theft. If the Depository requires more than one share certificate in respect of shares registered in its name, it shall pay such fee as shall be determined by the Directors and/or the Exchange. New certificates
14. Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Company shall allot and/or issue Securities, despatch notices of allotment to the successful allottees and make an application for the quotation of such Securities :- Allotment and despatch notices of allotment
- (a) within eight (8) Market Days of the final applications closing date for an issue of Securities or such other period as may be prescribed by the Exchange for issues of Securities to the public or a rights issue;
- (b) within eight (8) Market Days of the Books Closing Date for a bonus issue or such other period as may be prescribed by the Exchange;
- (c) within eight (8) Market Days of the date of receipt of a notice of the exercise of an employee share option together with the requisite payment or such other period as may be prescribed by the Exchange;
- (d) within eight (8) Market Days of the receipt of a subscription form together with the requisite payment in respect of warrant or Convertible Securities or such other period as may be prescribed by the Exchange; and
- (e) within eight (8) Market Days of the Books Closing Date for the proposed subdivision of shares or such other period as may be prescribed by the Exchange.



## LIEN

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| 15. | Subject to the Main Listing Requirements, the Company shall have a first and paramount lien on every share (not being a fully paid share) for all money due and unpaid in respect of that share and the Company shall be entitled to charge interest thereon, not exceeding eight per cent (8%) per annum or such other rate as the Directors may determine and the Company shall also have a first and paramount lien on every share (other than a fully paid share) registered in the name of a Member or a deceased Member for such amounts as the Company may be called upon by law to pay and which the Company has paid in respect of that share. The Company's lien, if any, on a share shall extend to all dividends declared in respect of such shares from time to time. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Regulation. | Company to have paramount lien on shares                       |
| 16. | The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen (14) days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy.   | Lien may be enforced by sale of shares                         |
| 17. | To give effect to any such sale, the Directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and he shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by an irregularity or invalidity in the proceedings in reference to the sale and subject to the Act, the remedy of the holder of such share or of any person claiming under or through him in respect of any alleged irregularity or invalidity, shall be against the Company.  | Directors may effect transfer and remedy for wrongful transfer |
| 18. | The proceeds of the sale after payment of the amount of interest and expenses, shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, after the satisfaction of the unpaid calls, accrued interest and expenses, shall be paid to the person entitled to the shares at the date of the sale or his executors, administrators or assignees or as he directs.  | Application of proceeds of sale                                |

## CALLS ON SHARES

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| 19. | The Directors may from time to time make calls upon the Members in respect of any money unpaid on their shares and not by the conditions of allotment thereof made payable at fixed times, provided that no calls shall be payable at less than thirty (30) days from the date fixed for the payment of the last preceding call, and each Member shall (subject to receiving at least fourteen (14) days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified, the amount called on his shares. A call may be revoked or postponed as the Directors may determine. | Directors may make calls  |
| 20. | A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be required to be paid by instalments. No shareholder shall be entitled to receive any dividend or to exercise any privilege as a Member, until he shall have paid all calls for the time being due and payable on every share held by him, whether alone or jointly with any other person, together with interest and expenses (if any).   | Effective date of call and Members not entitled to privilege as a Member until calls paid |
| 21. | If a sum called in respect of shares is not paid before or on the day appointed for payment thereof, the person from whom the sum is due, shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding eight per cent (8%) per annum or such other rate as the Directors may determine, but the Directors shall be at liberty to waive payment of the interest, wholly or in part.   | Interest on unpaid calls  |
| 22. | Any sum which by the terms of issue of a share is payable on allotment or any fixed date, shall for the purposes of this Constitution be deemed to have been  | When calls deemed made  |

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

23. The Directors may, on the issue of shares, make arrangements on the issue of shares of varying the amounts and times of payment of calls as between shareholders, accept from any shareholder the whole or a part of the amount remaining unpaid on any shares although no part of that amount has been called up and pay dividends in proportion to the amount paid up on each share where a large amount is paid up on some shares than on others. Difference in calls
24. 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 not exceeding (unless the Company in its general meeting shall otherwise direct) eight per cent (8%) per annum as may be agreed upon between the Directors and the Member paying the sum in advance. Such capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. Except in liquidation, capital 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. Capital paid in advance of calls

#### **INFORMATION ON SHAREHOLDING**

25. (a) The Company may by notice in writing, require any Member, within such reasonable time as is specified in the notice :- Company may require information
- (i) to inform the Company whether he holds any voting shares in the Company as Beneficial Owner, Authorised Nominee or as trustee; and
  - (ii) if he holds them as Authorised Nominee or trustee, to indicate so far as he can, the persons for whom he holds the voting shares by name and by other particulars sufficient to enable those persons to be identified and the nature of their interest.
- (b) Where the Company is informed that any other person has an interest in any of the voting shares in the Company, the Company may by notice in writing require that other person within such reasonable time as is specified in the notice :-
- (i) to inform the Company whether he holds that interest as Beneficial Owner, Authorised Nominee or as trustee; and
  - (ii) if he holds it as Authorised Nominee or trustee, to indicate so far as he can, the person for whom he holds it by name and by other particulars sufficient to enable them to be identified and the nature of their interest.
- (c) The Company may by notice in writing require a Member to inform it, within such reasonable time as is specified in the notice, whether any of the voting rights carried by any voting shares in the Company held by him, are the subject of any agreement or arrangement under which another person is entitled to control his exercise of those rights and, if so, to give particulars of the agreement or arrangement and the parties to it. Member to inform Company

#### **TRANSFER OF SHARES AND LISTED SECURITY**

26. (a) Subject to the provisions of any law or regulation, including the Act, the Main Listing Requirements, this Constitution, the Central Depositories Act and the Rules with respect to the transfer of Deposited Securities, any Member may transfer all or any of his shares in such Company may require information

form and manner as is prescribed in accordance with the law and which is prescribed and approved by the Stock Exchange. The transferor shall remain the holder of the shares transferred until the transfer is registered or duly effected in accordance with the law and the name of the transferee is entered in the Register and/or the Record of Depositors (where applicable) in respect thereof.

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| <p>(b) The transfer of any listed Security or class of listed Security of the Company, shall be by way of book entry by the Depository in accordance with the Rules and, notwithstanding sections 105, 106 and 110 of the Act, but subject to the subsection 148(2) of the Act and any exemption that may be made from compliance with subsection 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the listed Securities.</p>   | Transfer how effected   |
| <p>(c) Subject to the provisions of the Act, the Central Depositories Act and the Rules, the instrument of transfer must be left for registration with the Depository and thereupon the Company shall subject to the powers vested in the Directors by this Constitution register the transferee as a shareholder. There shall be no restriction on the transfer of fully paid Securities except where required by law.</p>   | Transfer document to be left at Office/ Depository; registration etc. |
| <p>(d) Where</p> <ul style="list-style-type: none"><li>(i) the Securities of the Company are listed on another stock exchange; and</li><li>(ii) 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,</li></ul>   | Transmission of Securities from Foreign Register                      |
| <p>(e) 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 (hereinafter referred to as “the Foreign Register”), to the register of holders maintained by the registrar of the Company in Malaysia (hereinafter referred to as “the Malaysian Register”) and vice versa subject to the following conditions :-</p> <ul style="list-style-type: none"><li>(A) there shall be no change in the ownership of such Securities; and</li><li>(B) the transmission shall be executed by causing such Securities to be credited directly into the Securities Account of such Securities holder.</li></ul> |   |
| <p>27. Subject to the provisions of any law or regulation, including the Act, the Central Depositories Act, the Main Listing Requirements, this Constitution and the Rules,</p>   | Refusal to register transfer  |
| <p>(a) the Directors may in their absolute discretion decline to register any transfer of shares :-</p> <ul style="list-style-type: none"><li>(i) not fully paid;</li><li>(ii) which the Company has a lien;</li><li>(iii) if the Directors are aware or have reason to believe that the registration of the transfer would result in a contravention of or failure to observe the provision of a law in Malaysia; or</li><li>(iv) in circumstances where fraud or impropriety is suspected in relation to the transfer of shares;</li></ul>  |   |

- (b) neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of shares apparently made by sufficient parties, although the same may, by reason of any fraud or other cause not known to the Company or its Directors or other officers be legally inoperative or insufficient to pass the property in the shares proposed or professed to be transferred, and although transferred, the transfer may, as between the transferor and transferee be liable to be set aside, and notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the shares transferred, or otherwise in defective manner. And in every such case, the person registered as transferee, his executors, administrators and assignees alone shall be entitled to be recognised as the holder of such shares and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto;
- (c) with the exception of transfer to be effected by the Depository the Directors may decline to register the transfer of any shares if in their opinion, such transfer is made to an individual who or to a corporation or any other legal entity which will hold the shares as a nominee unless such transfer shall be accompanied by a declaration by the transferee as to the persons entitled to the beneficial interest thereof.
28. The Depository may refuse to register any transfer of Deposited Security that does not comply with the Central Depositories Act and the Rules. Depository may refuse to register transfer
29. The transfer books and the Record of Depositors and debentures holders may be closed for such period as the Directors think fit PROVIDED THAT it shall not be closed for more than thirty (30) days in any year. Any notice of intention to fix a Books Closing Date and the reason therefor shall be published in a daily newspaper circulating in Malaysia and shall also be given to the Exchange. Such notice shall state the Books Closing Date, which shall be at least twelve (12) Market Days after the date of notification to the Exchange. The transfer books and Record of Depositors may be closed for the purpose of determining persons entitled to dividends, interest, or new Securities, or rights to a priority of application for issue of Securities. The Company shall request the Depository in accordance with the Rules to issue a Record of Depositors as at a date not less than three (3) Market Days before the occurrence of the related event.
- Neither the Company nor its Directors nor any of its officers shall incur any liability for acting upon the information contained in the Record of Depositors, or any particulars given by the Depository.
30. Subject to the provisions of this Constitution, the Directors may recognise a renunciation of any share by the allottee thereof in favour of some other person. Renunciation
- TRANSMISSION OF SHARES**
31. In the case of the death of a Member, the legal representatives of the deceased shall be the only persons recognised by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased shareholder from any liability in respect of any share which had been held by him. Death of Member
32. Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the Directors shall in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that Member before his death or bankruptcy, so long as this does not contravene any law. Provided always that where the share is a Deposited Security, subject

to the Rules, a transfer or withdrawal of the shares may be carried out by the person becoming so entitled.

33. If any person so becoming entitled elects to be registered himself, he shall deliver or send to the Company, a notice in writing signed by him and stating that he so elects, provided that where the share is a Deposited Security and the person becoming entitled elects to have the share transferred to him, the aforesaid notice must be served by him on the Depository. If he elects to have another person registered, he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of this Constitution relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer signed by that Member, so long as this does not contravene any law. Notice of election
34. The registration of transmission of shares or debentures under Regulation 33 shall, entitle the registered holder to the same dividends and other advantages and to the same rights (whether in relation to meetings of the Company or to voting or otherwise) as the registered holder would have been entitled to if he had not died or become bankrupt. Person entitled may receive dividends etc

### FORFEITURE OF SHARES

35. If any Member fails to pay the whole or any part of any call or instalment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest, not exceeding eight per cent (8%) per annum or any other rate as the Directors shall determine which may have accrued. Notice requiring payment
36. The notice shall name a further day (not earlier than the expiration of fourteen (14) days from the date of service of the notice) on or before which the payment required by the notice is to be made and the place where payment is to be made and shall state that in the event of non-payment at or before the time and place appointed, the shares in respect of which the call was made will be liable to be forfeited. Particulars of notice
37. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture of shares shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture. A notice of forfeiture shall be sent to the Member within fourteen (14) days of the forfeiture and an entry of such notice having been given and of the forfeiture with the date thereof, shall forthwith be made in the Register or the Record of Depositors as appropriate, opposite to the shares. Forfeiture
38. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition, the forfeiture may be cancelled on such terms as the Directors think fit. Notice of sale or disposal shall be sent to the holder of the shares sold or disposed of within fourteen (14) days of the date of sale or disposal. Directors may sell shares or cancel forfeiture
39. A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all money which, at the date of forfeiture, was payable by him to the Company in respect of the shares (together with interest at the rate of eight per cent (8%) per annum or any other rate as the Directors may determine from the date of forfeiture on the money for the time being unpaid if the Directors think fit to enforce payment of such interest), but his liability shall cease if and when the Company receives payment in full of all such money in respect of the shares. Liability of Member in respect of forfeited shares
40. A statutory declaration in writing that the declarant is a Director or the Secretary and that a share in the Company has been duly forfeited on a date Evidence of forfeiture

stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

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| 41. | The Company may receive the consideration, if any, given for any forfeited share on any sale or disposition thereof and authorise some person to execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and he shall not be bound to see to the application of the purchase money if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share. Any residue of the proceeds of sale of shares which are forfeited and sold or disposed of, after the satisfaction of the unpaid calls or instalments payable at fixed times and accrued interest and expenses, shall be paid to the person entitled to the shares immediately before the forfeiture thereof or his executors, administrators or assignees or as he directs. | Proceeds of sale  |
| 42. | The provisions of this Constitution as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, as if the same had been payable by virtue of a call duly made and notified.  | Non-payment of any sum pursuant to the issue of a share |

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

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| 43. | The Company may by ordinary resolution passed at a general meeting convert any paid up shares into stock or re-convert any stock into paid up shares of any number.   | Conversion to be at general meeting |
| 44. | The holders of the stock may transfer the same, or any part thereof in the same manner and subject to this Constitution as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances permit; 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.  | Transfer of stock                   |
| 45. | 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, participation in assets on a winding up, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such right, privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by any such aliquot part of stock which would not, if existing in shares, have conferred that right, privilege or advantage. | Rights of stock holders             |
| 46. | Such of this Constitution as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" therein shall include "stock" and "stockholder".   | Definition                          |

### **INCREASE OF CAPITAL**

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| 47. | The Company may from time to time, by ordinary resolution, whether confined to a particular exercise of that power or to the exercise of that power generally, approve the increase of its share capital by the creation and issue of new shares, such new capital to be of such amount and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company by the resolution authorising such increase directs.   | Power to increase capital                        |
| 48. | Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and not allotted and any new shares from time to time to be created or other Convertible Securities 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 | Offer of unissued original shares and new shares |

declined, and, after the expiration of that time, or on the receipt of any 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 any offer of new shares or Securities) cannot, in the opinion of the Directors, be conveniently offered under this Regulation.

49. Notwithstanding Regulation 48 above, but subject always to Section 76 of the Act, the Company may apply to the Exchange upon which the Company is listed for waiver of convening extraordinary general meetings to obtain shareholders' approval for further issues of shares (other than bonus or rights issues) where the aggregate issues of which in any one (1) financial year do not exceed ten percent (10%) of the total number of issued shares. Waiver of convening extraordinary general meeting
50. Except so far as otherwise provided by the conditions of issue, any capital raised by the creation of new shares shall be considered as part of the original share capital of the Company, and shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the original share capital. New shares to rank with original shares

#### **ALTERATION OF CAPITAL**

51. The Company may its alter its share capital in any one or more of the following ways by passing a resolution in accordance with the Act to:- Power to alter capital
- (a) consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived;
  - (b) convert all or any of its paid-up shares into stock and may reconvert that stock into paid-up shares; or
  - (c) subdivide its shares or any of the shares, whatever is in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived.

52. The Company may by special resolution reduce its share capital by: Power to reduce capital
- (a) a special resolution and confirmation by the Court in accordance with Section 116 of the Act; or
  - (b) a special resolution supported by a solvency statement in accordance with Section 117 of the Act.

#### **PURCHASE OF THE COMPANY'S OWN SHARES**

53. The Company can, so long as the Members have given an authorisation to the Directors to purchase the Company's shares by way of ordinary resolution which have been passed at a general meeting, purchase its own shares provided that the Company shall not purchase its own shares unless:- Power to purchase own shares
- (a) the Company is solvent at the date of the purchase and will not become insolvent by incurring the debts involved in the obligation to pay for the shares so purchased;
  - (b) the purchase is made through the Stock Exchange and in accordance with the provisions of the Act, the Companies Regulations 2017 and the Main Listing Requirements; and
  - (c) the purchase is made in good faith and in the interests of the Company.

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| 54. | Notwithstanding Regulation 53, the Company may purchase its own shares otherwise than through the Stock Exchange if the purchase is:   | Purchase of own Shares                              |
|     | (a) permitted under the Main Listing Requirements; and   |   |
|     | (b) made in accordance with such requirements as may be determined by the Stock Exchange.  |   |
| 55. | Where the Company has purchased its own shares, the Directors may resolve :-   | Options after purchase of own shares                |
|     | (a) to cancel the shares so purchased;   |   |
|     | (b) to retain the shares so purchased in treasury (hereinafter referred to as “treasury shares”); or   |   |
|     | (c) to retain part of the shares so purchased as treasury shares and cancel the remainder.   |   |
| 56. | The Directors may :-   | Share dividends                                     |
|     | (a) distribute the treasury shares as dividends to Members, such dividends to be known as “share dividends”; or  |   |
|     | (b) resell the treasury shares on the market of the stock exchange on which the shares are quoted, in accordance with the relevant rules of the Stock Exchange; or   |   |
|     | (c) transfer the shares, or any of the shares for the purposes of or under an employees’ share scheme; or  |   |
|     | (d) transfer the shares, or any of the shares as purchase consideration; or  |   |
|     | (e) cancel the shares or of any shares; or   |   |
|     | (f) sell, transfer or otherwise use the shares for such other purposes as the Minister may by order prescribe under Section 127 of the Act.  |   |
| 57. | While the shares are held as treasury shares, the rights attached to them as to voting, dividends and participation in other distribution and otherwise are suspended and the treasury shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares in the Company for any purposes including, without limiting the generality of this provision, the provisions of any law or requirements of this Constitution or the listing rules of a Stock Exchange on substantial shareholding, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting. | Treasury shares                                     |
| 58. | Where the Directors decide to distribute the treasury shares as share dividends, the costs of the shares on the original purchase shall be applied in the reduction of the funds otherwise available for the distribution as dividends.  | Distribution of treasury shares as share dividends  |
| 59. | Where the Directors resolve to cancel the shares so purchased, or cancel any treasury shares, the costs of the shares shall be applied in the reduction of the profits otherwise available for distribution as dividends and the issued capital of the Company shall be diminished by the shares so cancelled.   | Cancellation of shares purchased or treasury shares |
| 60. | Subject to the Act, nothing herein shall be taken to prevent an allotment of shares as fully paid up bonus shares in respect of the treasury shares or the subdivision of any treasury shares into treasury shares of a larger number, or consolidation of any treasury shares of a smaller number provided that any shares allotted as fully paid bonus shares in respect of the treasury shares shall be treated as if the shares were purchased by the Company at the time the bonus shares were allotted.  | Bonus Shares  |



61. A cancellation of shares made pursuant to Regulation 59 shall not be deemed to be a reduction of share capital of the Company. Cancellation of shares

### **PROCEEDINGS AT GENERAL MEETING**

62. 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 meeting shall be called extraordinary general meetings. All general meetings shall be held at such time and place as the Directors shall determine. The general meeting may be held at more than one (1) venue using any technology or methods that enables the Members to participate and to exercise the Members' rights to speak and vote at the meeting. 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
63. The Directors may, whenever they so decide by resolution, convene an extraordinary general meeting of the Company. In addition, an extraordinary general meeting shall be convened on such requisition as is 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, subject to the provisions in the Act, be convened by the requisitionists themselves in the manner provided in Section 313 of the Act. Extraordinary general meeting
64. Subject to the provisions of the Act relating to convening meeting to pass special resolutions, every notice convening meeting shall specify the place, the day and the 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 specify the general nature of such business and shall also be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business and shall be given in the manner hereinafter mentioned to such persons as are under the provisions of this Constitution entitled to receive notice of general meetings from the Company. At least fourteen (14) days' notice or at least twenty-one (21) days' notice in the case where any special resolution is to be proposed or where it is an annual general meeting, of every such meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to the Stock Exchange. Notice of meeting
65. (a) The Company shall request the Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company. Record of Depositors
- (b) The Company shall inform the Depository of the dates of general meetings and shall also request the Depository in accordance with the Rules, to issue a Record of Depositors as at the latest date which is reasonably practicable which shall in any event not be less than three (3) Market Days before such latest date. Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable), the Record of Depositors shall be the final record of all Depositors who shall be deemed to be Members eligible to be present and to speak and vote at such meetings.
66. Subject always to the Act, no business shall be transacted at any extraordinary general meeting except business of which notice has been given in the notice convening the meeting and no business shall be transacted at an annual general meeting other than business of which notice has been given aforesaid, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the report of the Directors and auditors, the fixing of the remuneration of Directors, the election of Directors in the place of those retiring, and the appointment and fixing of the remuneration of the auditors. Business at meetings
67. In every notice calling a meeting of the Company there shall appear with reasonable prominence, a statement that a Member entitled to attend and vote Notice that Proxy is allowed

- is entitled to appoint one (1) or more proxies to attend and vote instead of him, and that a Proxy need not also be a Member.
68. The accidental omission to give notice of meeting to, or the non-receipt of notice of a meeting, by any person entitled to receive such notice shall not invalidate any resolution passed or the proceedings at any such meeting. Omission to give notice
69. 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 shall be a quorum. For the purposes of this Regulation, "Member" includes a person attending as a Proxy or representing a corporation which is a Member. No business unless quorum is present
70. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of Members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week (or if that day be a public holiday then to the next business day following that public holiday) at the same time and place or to such other day and at such other time and place as the Directors may determine, but if a quorum is not present at any adjourned meeting the Member or Members present shall be a quorum. Proceedings if no quorum; Adjournment
71. The Chairman (if any) of the Board of Directors or, in his absence, a Deputy Chairman (if any) shall preside as Chairman at every general meeting. If no such Chairman or Deputy Chairman or if at any general meeting neither the Chairman or a Deputy Chairman is present within fifteen (15) minutes after the time appointed for holding the meeting or if neither of them is willing to act as Chairman, the Directors present shall choose one of their number, to act as Chairman 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 Members present and entitled to vote (on a poll) shall elect one of their number to be Chairman. The election of the Chairman shall be by a show of hands. Chairman of general meeting
72. Subject to the Main Listing Requirements, 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. Chairman may adjourn meeting and notice of adjournment to be given
73. At any general meeting a resolution set out in the notice of any general meeting or in any notice of resolution which may properly be moved and is intended to be moved at a general meeting shall be voted by poll. In any other matters which are not set out in the notice of general meeting, such resolution may be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded Evidence of passing resolutions
- (a) by the Chairman of the meeting; or
  - (b) by at least three (3) Members present in person or by Proxy; or
  - (c) by any Member or Members present in person or by Proxy and representing not less than ten per centum of the total voting rights of all Members having the right to vote at the meeting; or
  - (d) by a Member or Members holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than ten per centum of the total sum paid on all the shares conferring that right.

Unless a poll is so required pursuant to Regulation 73 of the Constitution or demanded, a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll for matters which are not set out in the notice of general meeting may be withdrawn.

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| 74. | If a poll is required pursuant to Regulation 73 of the Constitution or 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 meeting at which the poll was required or 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 the 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) in addition to the powers of adjourning meetings contained in Regulation 72 adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll. A scrutineer shall be appointed to validate the votes cast at the general meeting. Such scrutineer must not be an officer of the Company or its related corporation and must be independent to the person undertaking the polling process. If such scrutineer is interested in a resolution to be passed at the general meeting, the scrutineer must refrain from acting as a scrutineer for that resolution. For this purpose, "officer" has the meaning given in Section 2 of the Companies Act 2016. | How a poll is to be taken                                      |
| 75. | 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.  | Chairman's casting vote  |
| 76. | Subject to this Constitution, the Main Listing Requirements and any rights or restrictions for the time being attached to any class of shares at meetings of Members or classes of Members, each Member entitled to vote may vote in person or by Proxy or by attorney or by duly authorised representative, and on a show of hands, every person who is a Member or Proxy or attorney or representative of a Member shall have one vote and on a poll, every Member present in person or by Proxy or attorney or representative shall have one vote for each share he holds.   | Voting on show of hands and on a poll                          |
| 77. | Where the capital of the Company shall at any time consist of shares of different classes, such classification of shares and the voting rights attached to each class of shares shall be specifically prescribed accordingly and the Company shall take steps to amend its Constitution accordingly.  | Shares of classes  |
| 78. | No person shall exercise any rights of a Member until his name shall have been entered in the Register or the Record of Depositors and he shall have paid all calls and other moneys for the time being due and payable on any share held by him PROVIDED THAT the Depository or its nominee company in whose name the Deposited Securities are registered shall not be entitled to any such right.   | Exercise of right of Member                                    |
| 79. | 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 as properly has the management of his estate, and any such committee or other person may vote by Proxy or attorney and any person entitled under this Constitution to transfer any shares, may vote at any general meeting in respect thereof in the same manner as if he was the registered holder of such shares provided that forty-eight (48) hours at least before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote, he shall satisfy the Directors of his right to transfer such shares unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.  | Vote of Member of unsound mind and person entitled to transfer |

80. Subject to this Constitution, no person shall be entitled to be present or to vote on any resolution either as a Member or otherwise as a Proxy or attorney or representative at any general meeting or demand a poll or be reckoned in the quorum in respect of any shares upon which calls are due and unpaid. Member barred from voting while call unpaid
81. 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. Time for objection
82. The instrument appointing a Proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's common 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. A Proxy may but need not be a Member. The instrument appointing a Proxy shall be deemed to confer authority to vote, demand or join in demanding a poll and a right to attend, participate and speak at any general meeting. A Proxy shall be entitled to vote on a show of hands on any question at any general meeting. Where a Member is an authorised nominee as defined under the Central Depositories Act, there is no limit to the number of proxies which it may appoint in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account. Instrument appointing Proxy to be in writing
83. 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 Exchange may approve :- Form of Proxy

Number of shares held

.....

I/We, ..... of  
 ..... being a  
 member/members of **[Shin Yang Shipping Corporation Berhad]**  
 hereby ..... appoint  
 ..... of  
 ..... or failing him,  
 ..... of  
 ..... or Chairman  
 of the meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual/Extraordinary General Meeting\* of the Company to be held on the ..... day of ....., 20 ..... and, at any adjournment thereof for/against\* the resolution(s) to be proposed thereat.

As witness my/our hand(s) this ..... day of ....., 20 .....

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

Notes :-

A proxy may but need not be a member of the Company.

To be valid, this form, duly completed must be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting.

A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting provided that the provisions of Section 334 of the Act are complied with.

Where a member appoints more than one (1) proxies, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.

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

84. The instrument appointing a Proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting as the case may be, which the person named in the instrument proposes to vote, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default, the instrument of Proxy shall not be treated as valid. Instrument appointing Proxy to be left at Company's Office etc.
85. Every power, right or privilege herein given in these presents to any Member to convene, attend, vote and in anyway 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 or not, duly appointed by such Member for the purpose, by a power of attorney produced at the Office 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 revocation shall have been received at the Office before such vote is given or thing done. Power of attorney
86. 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 such instrument of Proxy or attorney or authority under which such instrument of Proxy or attorney or authority was executed, or the transfer of the share in respect of which such instrument of Proxy or attorney or authority 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 or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting before the commencement of the meeting or adjourned meeting or in the case of a poll before the time appointed for the taking of the poll, at which the instrument of Proxy or attorney or authority is used. Validity of vote given under Proxy
87. A corporation may by resolution of its Directors or other governing body, if it is a Member, authorise a person or persons as it thinks fit to act as its representative or representatives either at a particular meeting or at all meetings of the Company or of any class of Members and a person or persons 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. If the corporation authorises more than one person and if the representatives so authorised purport to exercise the authority in the same way, the power is treated as exercised in that way and if the representatives do not purport to exercise the authority in the same way, the authority is treated as not exercised. Corporate Representative

#### **DIRECTORS: APPOINTMENT, REMOVAL, ETC**

88. All the Directors of the Company shall be natural persons of full age and until otherwise determined by general meeting, the number of Directors shall not be less than two (2) nor more than fifteen (15), but in the event of any casual vacancy occurring and reducing the number of Directors below the aforesaid minimum, 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 but not for any other purpose. Number of Directors
89. At least 2 Directors or one-third (1/3) of the Board of Directors of the Company, whichever is higher, must be independent directors. Provided that if Composition of Board of Directors

the number of Directors of the Company is not 3 or a multiple 3, then the number nearest one-third (1/3) shall be used.

90. 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 or a multiple of three, then the number nearest to one-third (1/3) shall retire from office and subject to the Act, be eligible for re-election PROVIDED ALWAYS that all Directors shall retire from office once at least in each three (3) years but subject to the Act, shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires. An election of Directors shall take place each year. Retirement of Directors
91. The Directors to retire in each year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. Notwithstanding anything contained in this Regulation 91, in the event the tenure of an independent Director exceeds a cumulative term of nine (9) years, he may continue to serve the Board of Directors beyond the prescribed period of nine (9) years as a non-independent Director only provided always that:
- (a) where the Board of Directors proposes to re-appoint him as the independent Director for the tenth (10th) until the twelfth (12th) year, the Board of Directors has justified and further sought and obtained approval from shareholders annually in a general meeting to the proposed re-appointment; or
  - (b) where the Board of Directors proposes to re-appoint him as the independent Director beyond the twelfth (12th) year, the Board of Directors has sought and obtained approval from shareholders annually in a general meeting through a two tier voting process, where under Tier 1 shall require the votes from the Large Shareholders only whilst Tier 2 shall require the votes from the remaining shareholders other than the Large Shareholders. The decision for the resolution approving the re-appointment of such independent Director shall be based on the vote by the Large Shareholders or in the case there is more than one (1) Large Shareholders, a simple majority vote under Tier 1 and a simple majority vote under Tier 2. For avoidance of doubt, the resolution shall be deemed passed and successful only if Tier 1 and Tier 2 votes support the resolution whilst the resolution is deemed defeated where the vote between the two tiers differs or where the Large Shareholders abstain(s) from voting under Tier 1.
92. No person, not being a retiring Director, shall be eligible for election to the office of Director at any general meeting unless some Member intending to propose him has, at least eleven (11) clear days before the meeting, left at the Office, 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 the meeting at which the election is to take place. Notice of candidate for election as Director
93. The Company at the meeting at which a Director so retires may fill the vacated office by electing a person thereto. Unless at that meeting it is expressly resolved not to fill the vacated office or a resolution for the re-election of the Director retiring at that meeting is put to the meeting and lost or some other person is elected a Director in place of the retiring Director, the retiring Director shall, if offering himself for re-election and not being disqualified under the Act from holding office as a Director, be deemed to have been re-elected. Retiring Director deemed to be reappointed

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| 94. | At any general meeting at which more than one (1) Director is to be elected, each candidate shall be the subject of a separate motion and vote unless a motion for the appointment of two (2) or more persons as Directors by a single resolution shall have first been agreed to by the meeting without any vote being given against it.  | Motion for appointment of Directors          |
| 95. | The Company may from time to time by ordinary resolution passed at a general meeting, increase or reduce the maximum or minimum number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.   | Increase or reduction of number of Directors |
| 96. | Subject to the provisions of Section 206(4) of the Act, the Company may by ordinary resolution of which special notice is given, remove any Director before the expiration of his tenure of office and may if thought fit, by ordinary resolution appoint another Director in his stead. The person so appointed shall be treated, for the purpose of determining the time at which he or any other director is to retire, as if he had become a director on the day on which the person in whose place he is appointed was last appointed as a director.                      | Removal of Directors                         |
| 97. | 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 maximum number fixed in accordance with this Constitution. Any Director so appointed shall hold office only until the next 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. | Power to fill vacancy or to add Directors    |
| 98. | The shareholding qualification for Directors may be fixed by the Company in general meeting and until so fixed, no shareholding qualification for Directors shall be required. All Directors shall be entitled to receive notice of and to attend all general meetings of the Company.   | Directors do not require share qualification |

#### **REMUNERATION OF DIRECTORS**

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| 99.  | The Directors shall be paid remuneration (whether by way of fees or other benefits) for their services, such fixed sum (if any) as shall from time to time be determined by the Company in general meeting and such remuneration shall be divided among the Directors in such proportions and manner as the Directors may determine. PROVIDED ALWAYS that :- | Directors' remuneration   |
|      | (a) remuneration payable to Non-Executive Directors shall be paid by a fixed sum and not by a commission on or percentage of profits or turnover;  |                           |
|      | (b) salaries and other emoluments payable to Executive Directors pursuant to a contract of service need not be determined by the Company in general meeting but such salaries and emoluments may not include a commission on or percentage of turnover;  |                           |
|      | (c) the fees of Directors, and any benefits payable to Directors shall be subject to annual shareholder approval at a general meeting. Any Director holding office for a part of a year shall be entitled to a proportionate part of such remuneration;  |                           |
|      | (d) any remuneration paid to an alternate Director shall be such as shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter.   |                           |
| 100. | (a) The Directors shall be paid all their travelling and other expenses properly and necessarily expended by them in and about the business of the Company including their travelling and other expenses incurred in attending meetings of the Directors or any committee of the Directors.  | Reimbursement of expenses |

- (b) If any Director being willing shall be called upon to perform extra services or to make any special efforts in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of Directors, the Company may remunerate the Director so doing either by a fixed sum or otherwise (other than by a sum to include a commission on or percentage of turnover) as may be determined by the Board provided that in the case of Non-Executive Directors, the said remuneration shall be by a fixed sum, and not include a commission on or percentage of profits or turnover. In the case of an Executive Director, such remuneration may be either in addition to or in substitution for his share in the remuneration from time to time provided for the Directors.

### **DISQUALIFICATION OF DIRECTORS**

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| 101. | The office of a Director shall become vacant if the Director :-   | Office of Directors<br>how vacated |
|      | (a) becomes a bankrupt or has made an application to the court for an interim order under the Insolvency Act 1967 or makes any arrangement or composition with his creditors generally; |                                    |
|      | (b) becomes prohibited from being a Director by reason of any order made under Section 199 of the Act or contravenes Section 198 of the Act;  |                                    |
|      | (c) ceases to be a Director by virtue of 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 from his office by notice in writing to the Company and deposited at the Office; or   |                                    |
|      | (f) is absent from more than fifty percent (50%) of the total number of Board of Directors' meetings during a financial year; or  |                                    |
|      | (g) is removed from his office of Director by resolution of the Company in general meeting of which special notice has been given.  |                                    |

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

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| 102. | The business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company, and exercise all such powers of the Company as are not, by the Act or by this Constitution or the Main Listing Requirements, required to be exercised by the Company in general meeting subject nevertheless to such regulations as may be prescribed by the Company in general meeting, not being inconsistent with this Constitution or the provisions of the Act or the Main Listing Requirements, 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 power of<br>Directors to manage<br>Company's business |
| 103. | The Directors shall not without the prior approval of the Company in general meeting :-  | Limitations on<br>Directors' powers                           |
|      | (a) carry into effect any proposal or execute any transaction for the acquisition of any undertaking or property of a substantial value, or the disposal of a substantial portion of or a controlling interest in the Company's main undertaking or property;  | Acquisition and<br>disposal of<br>substantial<br>undertaking  |
|      | (b) exercise any power of the Company to issue shares unless otherwise permitted under the Act;  | Issue of shares   |
|      | (c) subject to Sections 228 and 229 of the Act, enter into any arrangement or transaction with a Director or its holding company or with a person  | Transaction with a<br>Director                                |



	connected with such a Director, to acquire from or dispose to such a Director or person, any non-cash assets of the requisite value;	
	(d) issue warrants on such terms and subject to such conditions which may be resolved upon by the Directors which confers a right to registered holder of warrant to subscribe equity of the Company.	Issue warrants
104.	(a) The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property or assets of the Company (both present and future) including its uncalled capital or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or any related company as may be thought fit.	Directors' borrowing powers and conditions
	(b) The Directors shall not borrow any money or mortgage or charge any of the Company's or its subsidiaries' undertaking, property or any uncalled capital, or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.	Directors not to borrow money for unrelated third party
	(c) The Directors may give security for the payment of any moneys payable by the Company in like manner as for the payment of money borrowed or raised, but in such case the amount shall be reckoned as part of the money borrowed.	Power to give security
105.	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
106.	The Directors may exercise all the powers of the Company conferred by the Act in relation to any official seal for use outside Malaysia and in relation to branch registers.	Power to use official seal
107.	The Directors may from time to time by power of attorney under the Seal, appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney/attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.	Appointment of attorneys
108.	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 may from time to time by resolution determine.	Signing of cheques etc.
109.	A Director shall at all times:-	Discharge of Duties
	(a) exercise his powers as a director in accordance with the Act, for a proper purpose and in good faith in the best interest of the Company; and	

- (b) exercise reasonable care, skill and diligence with the knowledge, skill and experience which may reasonably be expected of a director having the same responsibilities and any additional knowledge, skill and experience which the Director in fact has; and
  - (c) 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.
110. Every Director shall give notice to the Company of such events and matters relating to himself as may be necessary or expedient to enable the Company and its officers to comply with the requirements of the Act. Notice of Disclosures
111. Subject always to Sections 221, 228 and 229 of the Act, a Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established. Directors may hold offices of profit and to contract with Company
112. 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 remuneration for such Director or his firm's professional services shall be at normal commercial terms. Director may act in his professional capacity

#### **PROCEEDINGS OF DIRECTORS**

113. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Any Director may at any time and the Secretary shall on the requisition of any of the Directors, summon a meeting of the Directors. Meeting of Directors
114. (a) It shall not be necessary to give any Director or alternate Director who does not have an address in Malaysia, registered with the Company, notice of a meeting of the Directors. 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 and the notice of each Directors' meeting shall be served in the manner referred to in Regulations 158 and 159 and the said Regulations 158 and 159 shall apply mutatis mutandis to the service of notice of Directors' meetings on Directors as they apply to the service of notices on Members. Notice of Directors' meeting
- (b) Notwithstanding any provisions in this Constitution, where the Directors find it expedient to do so or in an emergency, notice of any meeting of the Directors may be given by telephone or facsimile or email.
- (c) Directors' meeting may be held by contemporaneous linking together by telephone or such other electronic communication of a number of the Directors being not less than the quorum shall be deemed to constitute a meeting of the Directors wherever in the world they are, as long as :-

- (i) the quorum of Directors is met;
- (ii) at the commencement of the meeting each Director acknowledges the presence thereof to all the other Directors taking part and such participation shall be deemed to be present in person;
- (iii) each of the Directors taking part is able to hear each of them subject as hereinafter mentioned throughout the meeting;
- (iv) the Directors present at the commencement of the meeting do not leave the meeting by disconnecting the telephone, but the meeting shall be deemed to have been conducted validly notwithstanding that a Director's telephone is accidentally disconnected during the meeting and the proceedings thereof shall be deemed to be as valid as if the telephone had not been disconnected;
- (v) all information and documents are made equally available to all participants prior to or at/during the meeting; and
- (vi) minutes of the proceedings shall be sufficient evidence thereof and of the observance of all necessary formalities if certified by both the Chairman and the Secretary.

Subject to above provisions, any question arising at any meeting shall be decided by a majority of votes of the Directors present, each Director having one vote. In case of an equality of votes the Chairman shall have a second or casting vote PROVIDED ALWAYS THAT the Chairman of a meeting at which only two (2) Directors are 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.

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| 115. | The quorum necessary for the transaction of business of the Directors may be fixed by the Directors and unless so fixed shall be two (2) Directors and a meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under this Constitution vested in or exercisable by the Directors generally. For the purpose of determining whether the quorum for the transaction of the business of the Directors exists :-  | Quorum of meetings of Directors                     |
|      | <ul style="list-style-type: none"> <li>(a) in the case of a resolution agreed by Directors in telephonic communications, all such Directors shall be counted in the quorum;</li> <li>(b) in the case of a meeting of Directors, in addition to the Directors present at the meeting, any Director in telephonic communication with such meeting shall be counted in the quorum.</li> </ul>  |   |
| 116. | The Directors may elect a Chairman and may elect one or more Deputy Chairman and the Directors may determine the period for which he is to hold office and unless otherwise determined, the Chairman shall be elected annually but if no such Chairman is elected, or in the absence of the Chairman, the Deputy Chairman (if any), or in the event that there is more than one Deputy Chairman, the senior in appointment, among them, shall preside at all meetings of the Directors. If such officers have not been appointed, or if no such officer is not present within fifteen (15) minutes after the time appointed for holding the meeting the Directors present may choose one of their number to be Chairman of the meeting. | Chairman of Directors                               |
| 117. | The Directors shall have full powers to appoint any person from time to time as and when necessary, as their proxies to represent them at Directors' meetings. An instrument appointing a Proxy shall be in writing in any form approved by the Directors under the hand of the appointor or his attorney duly authorised in writing.   | Appointment of Proxy                                |
| 118. | Subject to this Constitution, any question arising at any meeting of Directors shall be decided by a majority or votes and a determination by a majority of Directors shall for all purposes be deemed a determination of the Directors. In   | Votes by majority and Chairman to have casting vote |

case of an equality of votes, the Chairman of the meeting shall have a second or casting vote except where at the meeting only two (2) Directors form the quorum or are competent to vote on the question at issue.

119. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the minimum number fixed by or pursuant to this Constitution, the continuing Director or Directors except in an emergency, may act for the purpose of increasing the number of Directors to that minimum number or of summoning a general meeting of the Company but for no other purpose. Directors may act notwithstanding vacancy
120. Every Director shall comply with the provisions of Section 221 of the Act in connection with the disclosure of his shareholding and interests in the Company and his interest in any contract or proposed contract with the Company and in connection with the disclosure, every Director shall state the fact and the nature, character and extent of any office or possession of any property whereby whether directly or indirectly, duties or interests might be created in conflict with his duty or interest as a Director. Disclosure of interests in contracts, property, offices, etc
121. Subject to Regulation 120 above, a Director may contract with and be interested in any contract or proposed contract with the Company and subject to the Act, shall not be liable to account for any profit made by him by reason of any such contract PROVIDED ALWAYS that the nature of the interest of the Director in any such contract be declared at a meeting of the Directors. 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
122. A Director notwithstanding his interest shall, be counted in the quorum present at any meeting where he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company, or whereat any decision is taken upon any contract or arrangement in which he is in any way interested PROVIDED ALWAYS that he has complied with Sections 221 and 222 and all other relevant provisions of the Act and of this Constitution and he shall not vote in respect of any contract or proposed contract or arrangement in which he has directly or indirectly an interest. Interested director may still be counted in quorum
123. Subject to the Act, the Main Listing Requirements and this Constitution, a Director may vote in respect of :- Power to vote
- (a) any contract or proposed contract relating to any loan to the Company that the Director has guaranteed or joined in guaranteeing the repayment of the loan or any part thereof; or
  - (b) any contract or proposed contract which has been or will be made with or for the benefit of or on behalf of a corporation which by virtue of Section 7 of the Act is deemed to be related to the Company that he is the director of that corporation.
124. Subject to the Act, the Main Listing Requirements and this Constitution, a Director of the Company may be or become a director or other officer of or otherwise interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise or any corporation which is directly and indirectly interested in the Company as shareholder or otherwise and no such Director shall be accountable to the Company for any remuneration or other benefit received by him as a director or officer of, or from his interest in, such corporation unless the Company otherwise directs at the time of his appointment. The Directors may exercise the voting power conferred by the shares or other interest in any such other corporation held or owned by the Company, or exercisable by them as directors of such other corporation, in such manner and in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of the directors or other officers of such corporation), and any Director may vote Directors may become directors of other corporation

in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be or is about to be appointed a director or other officer of such corporation and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

#### **ALTERNATE DIRECTOR**

125. (a) Each Director shall have power from time to time, to nominate any person (not being a Director or an alternate Director of other Director) to act as his alternate Director and at his discretion remove such alternate Director; but the appointment of such alternate Director shall not take effect until approved by a majority of the other Directors PROVIDED ALWAYS that any fee paid by the Company to an alternate Director shall be deducted from that Director's remuneration. Director power to nominate alternate Director
- (b) An alternate Director shall (except as regards the power to appoint an alternate Director and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors, and shall be entitled to receive notices of all meetings of the Directors and to attend, speak and vote at any such meeting at which his appointor is not present. Powers of alternate Directors
- (c) Any appointment or removal of an alternate Director may be made in writing and delivered to the Company by hand or by post or by facsimile transmission or in any other manner approved by the Directors. Any facsimile transmission shall be confirmed as soon as possible by letter by post, but may be acted upon by the Company in the meanwhile.
- (d) If a Director making any such appointment as aforesaid shall cease to be a Director, the person appointed by him shall thereupon cease to have any power or authority to act as an alternate Director.
- (e) A Director shall not be liable for the acts and defaults of any alternate Director appointed by him.
- (f) 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. Alternate Directors counted as quorum for meeting

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

126. Subject to the Act, this Constitution and the Main Listing Requirements, the Directors may from time to time appoint any one (1) or more of their body to any executive office including the offices of Chief Executive, Managing Director, Deputy Managing Director or Executive Director for such fixed period not exceeding three (3) years and upon such terms as they think fit, and may entrust to and confer upon a Director holding such executive office, any powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they 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 such powers. A Managing Director, or a person performing the functions of a Managing Director, by whatever name called, shall be subject to the control of the board of directors and he shall retire from office once at least in each 3 years but shall be eligible for re-election. Managing/ Executive Directors
127. Subject to the Act, this Constitution and the Main Listing Requirements, the remuneration of an Executive Director shall be fixed by the Directors and may be payable by way of salary or participation in profits of the Company or of any other company in which the Company is interested, or by any or all of these modes, or otherwise as may be thought expedient but shall not include a commission on or percentage of turnover, and it may be made a term of such Remuneration of an Executive Director

appointment or appointments that the appointee or appointees shall receive a pension, gratuity or other benefits on their retirement.

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| 128. | A Director holding an executive office for a fixed period pursuant to this Constitution shall, subject to provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors and if he ceases to hold the office of Director for any cause, his appointment as a Director holding an executive office shall be automatically determined. | Special position of Directors holding executive office; Resignation and removal of Managing/ Executive Directors |
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#### **COMMITTEES OF DIRECTORS**

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| 129. | The Directors may subject to the Main Listing Requirements, establish any committees, local boards or agencies comprising two (2) or more persons for managing any of the affairs of the Company either in Malaysia or elsewhere, and may lay down, vary or annul such rules and regulations as they may think fit for the conduct of the business thereof, and may appoint any 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 or any such committee or local board or agency or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no persons dealing in good faith and without notice of any such annulment or variation shall be affected thereby. The regulations herein contained for the proceedings of Directors shall so far as not altered by any regulations made by the Directors apply also to the meetings and proceedings of any committee. | Power of Directors to appoint committees |
| 130. | Subject to the Main Listing Requirements and any rules and regulations made pursuant to Regulation 129, a committee may meet and adjourn as it thinks proper and questions arising at any meeting shall be determined by a majority of votes of the members present (if more than one (1)) and in the case of any equality of votes, the Chairman shall have a second or casting vote except where at the meeting only two (2) Directors form the quorum or are competent to vote on the question at issue.  | Meeting of Committees                    |
| 131. | A committee, local board or agency may, subject to the Main Listing Requirements, elect a Chairman of its meetings; if no such Chairman is elected or if at any meeting the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Members present may choose one (1) of their number to be Chairman of the meeting.  | Chairman of committees                   |

#### **VALIDATION OF ACTS OF DIRECTORS**

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| 132. | All acts done by any meeting of the Directors or a committee of directors or by any person acting as a director, local board or agency 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, or member of such committee, local board or agency as aforesaid. | Directors' acts to be valid |
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#### **DIRECTORS' CIRCULAR RESOLUTIONS**

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| 133. | A resolution in writing signed or approved by letter or telefax by a majority of the Directors who may at the time be present in Malaysia and who are sufficient to form a quorum shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. All such resolutions shall be described as "Directors' Circular Resolution" and shall be forwarded or | Directors' circular resolutions |
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- (a) a register of substantial shareholders and of information received in pursuance of the requirements under Sections 56(4) and 144 of the Act;
- (b) a register of the particulars of each of the Directors' shareholdings and interests as required under Section 59 of the Act.

#### **SECRETARY**

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

#### **SEAL**

141. (a) The Directors shall provide for the safe custody of the Seal which shall only be used pursuant to a resolution of the Directors or a committee of the Directors authorising the use of the Seal. The Directors may from time to time (subject to the provisions of Regulation 13 in relation to certificates) make such regulations as they think fit determining the persons and the number of such persons in whose presence the Seal shall be affixed and, until otherwise so determined, the Seal shall be affixed in the presence of one (1) Director and counter-signed by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose who shall sign every instrument to which the Seal is affixed and the Directors may by resolution determine either generally or in any particular case that the signatures of any Director, the Secretary or such other persons appointed as aforesaid may be affixed or reproduced by facsimile, autographic or other mechanical means provided that the use of such is restricted to a certificate, instrument of transfer or other documents of title in respect of any share, stock, debenture or marketable security created or issued by the Company to be given under the Seal. The Company may exercise the powers of Section 62 of the Act, and such powers are accordingly hereby vested in the Directors. Authority for use of Seal
- (b) The Company may also have a Share Seal pursuant to Section 63 of the Act. Share Seal

#### **ACCOUNTS**

142. (a) The Company, the Directors and managers of the Company shall:- Keeping and inspection of books of account
- (i) cause proper accounting and other records to be kept as will sufficiently explain the transactions and financial position of the Company and its subsidiaries and enable true and fair profit and loss accounts and balance sheets and any documents required to be attached thereto to be prepared; and
  - (ii) cause the accounting and other records to be kept in a manner as to enable the accounting and other records to be conveniently and properly audited.
- (b) Subject always to Section 245(5) of the Act, the accounting and other records of the Company shall be kept at the Office or at such other place as the Directors think fit and shall always be opened for inspection by the Directors. Notwithstanding the above, the accounting and other records of operations outside Malaysia may be kept by the Company at a place outside Malaysia provided that such accounting and other records shall be sent to and kept at a place in Malaysia and be made available for inspection by the Directors at all times.



143. (a) The Directors shall from time to time in accordance with Sections 249 and 253 of the Act cause to be prepared and laid before the Company in general meeting, such financial statements and reports as are referred to in Sections 249 and 253. The Directors shall prepare the financial statements within eighteen (18) months from the date of its incorporation and subsequently, within six (6) Months of its financial year end. Within six (6) Months after the close of the financial year end, the Company shall send a copy of the financial statements and report as required by the Act in printed form or in CD-ROM form or in such other form of electronic media permitted under the Main Listing Requirements or any combination thereof, to:

- (i) every Member of the Company;
- (ii) every person who is entitled to receive notice of general meetings;
- (iii) every auditor of the Company; and
- (iv) every debenture holder of the Company on a request being made to the Company;

at least twenty one (21) days before the date of its annual general meeting or such shorter period if agreed by all the members entitled to attend and vote at the annual general meeting.

- (b) The requisite number of copies of each such document as may be required by the Stock Exchange shall at the same time be likewise sent to every such Stock Exchange. This Regulation shall not require a copy of these documents to be sent to any person whose address the Company is not aware, but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy, free of charge on application at the Office. In the event that these documents are sent in CD-ROM form or in such other form as stated above, the Company shall send such documents to the Member within four (4) Market Days from the date of receipt of the Member's request.

#### **AUDITORS**

144. Auditors shall be appointed and their duties regulated in accordance with Part III, Division 3 Subdivision 2 of the Act. Appointment of Auditors

#### **DIVIDENDS**

145. The Company in general meeting may declare dividend, but no dividend shall exceed the amount recommended by the Directors. No dividend shall be payable if the Company is not solvent and no dividend shall be payable otherwise than out of profits of the Company available. Declaration of dividends
146. The Directors may, if they are satisfied that the Company will remain solvent immediately after the distribution being made, authorise the payment to the Members such interim dividends as appears to the Directors to be justified by the profits of the Company. If at any time the share capital of the Company is divided into different classes, the Directors may subject to the provisions of the Act, this Constitution and the Main Listing Requirements, pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights, as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Directors act bona fide, they shall not incur any responsibility to the holders of shares conferring any preferential rights for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferential rights. The Directors may also pay half-yearly or at other suitable intervals to be settled by them, any dividend which may be payable at a fixed rate if they are of the opinion that the profits justify the payment and that the Company will remain solvent immediately after the distribution is made. Application of profits

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| 147. | The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending any such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares in the Company) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve, carry forward any profits which they may think prudent not to divide.  | Directors may form reserve fund and invest       |
| 148. | The Company may recover from a Member any amount of distribution paid to the Member which exceeds the value of any distribution that could properly have been made, unless the Member has received the distribution in good faith and has no knowledge that the Company did not satisfy the solvency test required by Section 132(2) of the Act.   | Recovery of Distribution                         |
| 149. | Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of call shall be treated for the purposes of this Regulation as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date, that share shall rank for dividend accordingly. No dividend or other moneys payable on or in respect of a share shall bear interest against the Company.  | Payment of dividends                             |
| 150. | 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 held by him.  | Deduction of dividends                           |
| 151. | The Directors may retain the dividends payable upon shares in respect of which any person is under the provision as to the transmission of shares hereinbefore contained entitled to become a Member, or which any person is under those provisions entitled to transfer, until such person shall become a Member in respect of such shares or shall transfer the same.  | Dividends due may be retained until registration |
| 152. | The Company shall enter in its register of unclaimed monies, any dividend unclaimed or unaccepted for twelve (12) Months after any dividend payment date and the Company shall cause a copy of all such entries in the register to be advertised in the Gazette annually during the month of March and all such entries shall include unclaimed dividends held up to the end of February of that year. All unclaimed or unaccepted dividends which shall remain unpaid by the Company within twelve (12) Months from the date of such advertisement shall be paid within fourteen (14) days after expiration of such period of twelve (12) Months by the Company to the Consolidated Trust Account and upon such payment, all liability of the Company with respect to such dividends shall thereupon cease. During the period of twelve (12) Months from the date of the aforesaid advertisement, all dividends remaining unclaimed may be invested or otherwise made use of by the Directors for the benefit of the Company. | Unclaimed dividends                              |
| 153. | Any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus, wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other company or in any one (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 the distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Member 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.  | Manner of realisation of dividend and bonus      |
| 154. | Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant, sent through the post directed to the registered address of the Members or person entitled thereto, or are entitled thereto in   | Payment by cheque                                |

consequence of the death or bankruptcy of the holder, to any one (1) of such persons and to such address as such person may in writing direct or by direct transfer or such other mode of electronic means (subject to the provisions of the Act, the Central Depositories Act and the Rules, the Main Listing Requirements and/or regulatory authorities) to the bank account of the holders whose name appear in the Register or Record of Depositors respectively. Every such cheque or warrant or payment by direct transfer shall be made payable to the order of the person to whom it is sent or person or persons entitled to the share in consequence of death or bankruptcy of the holder may direct and the payment of any such cheque or warrant or by such electronic means shall operate as a good discharge to the Company in respect of the dividend represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque and warrant shall be sent at the risk of the person entitled to the money thereby represented. The payment of any dividend by such electronic means shall constitute a good and full discharge to the Company of the dividend to which it relates regardless of any discrepancy given by the Member in the details of the bank account(s).

Subject to the provisions of the Act, the Central Depositories Act and the Rules, if any dividend warrant shall be defaced, worn out, destroyed, lost or stolen it may be replaced on such evidence being produced and a letter of indemnity (if required) being given by the shareholder at Ringgit Malaysia Fifty (RM50.00) or such other sum may be determined per dividend warrant.

#### **CAPITALIZATION OF PROFITS**

155. The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed, credited as fully paid up to and amongst such Members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution. Capitalization of profits by bonus issue etc.
156. 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 the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such 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 such authority shall be effective and binding on all such Members. Director's duties and powers in capitalization

#### **LANGUAGE**

157. Where any accounts, minute 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, minute books and other records for so long as the original accounts, minute books and other records are required by the Act to be kept. Translation

## NOTICES

158. (a) A notice or any other document may be served by the Company upon a Member or Director, either in hard copy or in electronic form or partly in hard copy and partly in electronic form save where otherwise specifically provided in this Constitution. Service of notices by the Company
- (b) Notices or documents in hard copies may be given by the Company to any Member or Director either personally or by post to him in a prepaid mail addressed to him at his address in Malaysia as appearing in the Register or the Record of Depositors or Register of Directors or if anyone has no registered address within Malaysia, to the address if any, within Malaysia supplied by him to the Company for the giving of notices to him.
- (c) Notices or documents given in electronic form shall be transmitted to the electronic address provided by the member to the Company for such purpose or by publishing on a website **provided that** the Company shall notify its Members of the publication of the notice or document on the website via hard copy or electronic form in accordance with Section 320 of the Act and the Main Listing Requirements.
159. Any notice or other document if served:- When service effected
- (a) personally, shall be deemed to be served on the date the notice was personally delivered to the Member;
- (b) by post, shall be deemed to be served two (2) days following that on which a properly stamped letter containing the same is posted. In proving service by post it shall be sufficient to prove that the letter containing the notice or document was properly addressed and stamped and put into a post office letter box; and
- (c) in electronic form, shall be deemed to be served on the date such electronic form is published
160. A notice may be given by the Company to the person entitled to a share in consequence of the death or bankruptcy of a Member by sending it through representatives of the deceased or assignee of the bankrupt or by any like description, at the address, if any, within Malaysia supplied for the purpose by the person 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 if the death or bankruptcy had not occurred. Every person who, by operation of law, transfer, transmission or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address being entered in the Register or Record of Depositors as the registered holder of such share, shall have been duly given to the person from whom he derives the title to such share. Notice in case of death or bankruptcy
161. (a) Notice of every general meeting shall be given in a manner hereinbefore specified to :- Who may receive notice of general meeting
- (i) every Member with a registered address in Malaysia as appearing in the Register or the Record of Depositors or an address for service of notices in Malaysia;
- (ii) every person entitled to a share in consequence of the death or bankruptcy of a Member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting;
- (iii) the auditors for the time being of the Company; and
- (iv) every Stock Exchange.

- (b) Except as aforesaid no other person shall be entitled to receive notices of general meetings.
- (c) Whenever any notice is required to be given under the provisions of the law of Malaysia or of this Constitution, waiver thereof or the shortening of the period of such notice, may be effectively given by complying with Section 316 of the Act.
- (d) At least fourteen (14) days' notice of every general meeting or at least twenty-one (21) days before the general meeting where any special resolution is to be proposed or where it is an annual general meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and any such advertisement shall be deemed to have been given on the day on which the advertisement shall first appear.

Advertisement

### **WINDING UP**

162. If the Company is wound up, the liquidator may, subject to the provisions of the Act, this Constitution and the Main Listing Requirements, 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 liquidators may, with the like sanction, vest the whole or any part of any such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, think fit, but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability.
163. Save that this Regulation shall be without prejudice to the rights of holders of shares issued upon special terms and conditions the following provisions shall apply :-
- (a) if the Company shall be wound up and the assets available for distribution among the Members as such, shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed in proportion to the capital paid up, on the shares held by them respectively; and
  - (b) if in a winding-up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding-up, the excess shall be distributed among the Members in proportion to the capital paid up, on the shares held by them respectively.

Distribution of assets in specie

Sharing of loss and excess

### **SECRECY REGULATION**

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

Secrecy

### **INDEMNITY**

165. Every Director, whether holding an executive office pursuant to this Constitution or not, auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company 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

Indemnity

to him by the Court in respect of any negligence, default, breach of duty or breach of trust as such officer of the Company.

#### **ALTERATION**

166. Subject to the Act and to the prior written approval of the Exchange, the Company may by special resolution delete, alter or add to this Constitution. Alteration of Constitution

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

167. (a) The provisions of this Regulation shall only apply so long as any of the Securities of the Company are listed on the Bursa Malaysia. Applicability of Regulation 167
- (b) Notwithstanding anything contained in this Constitution, if the Main Listing Requirements prohibit an act being done, the act shall not be done. Prohibition of act
- (c) Nothing contained in this Constitution prevents an act being done that the Main Listing Requirements require to be done. Effect of Main Listing Requirements
- (d) If the Main 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). Authority for act to be done or not done
- (e) If the Main Listing Requirements require this Constitution to contain a provision and they do not contain such a provision, this Constitution are deemed to contain that provision. Deemed inclusion of provision
- (f) If the Main Listing Requirements require this Constitution not to contain a provision and they contain such a provision, this Constitution are deemed not to contain that provision. Deemed exclusion of provision
- (g) If any provision of this Constitution is or becomes inconsistent with the Main Listing Requirements, this Constitution are deemed not to contain that provision to the extent of the inconsistency. Inconsistency

#### **EFFECT OF THE LAW INCLUDING THE ACT, OTHER LEGISLATION AND ANY SUBSIDIARY LEGISLATION, RULES OR REGULATIONS MADE THEREUNDER**

168. (a) Notwithstanding anything contained in this Constitution, if the law, including the Act or any other legislation or any subsidiary legislation, rules or regulations made there under prohibit an act being done, the act shall not be done. Prohibition of act
- (b) Nothing contained in this Constitution prevents an act being done that the law, including the Act and/or any other legislation and/or any subsidiary legislation, rules or regulations made there under require to be done. Effect of law
- (c) If the law, including the Act and/or any other legislation and/or any subsidiary legislation, rules or regulations made there under 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). Authority for act to be done or not done
- (d) If the law, including the Act and/or any other legislation and/or any subsidiary legislation, rules or regulations made there under require this Constitution to contain a provision and they do not contain such a provision, this Constitution are deemed to contain that provision. Deemed inclusion of provision
- (e) If the law, including the Act and/or any other legislation and/or any subsidiary legislation, rules or regulations made there under require this Constitution not to contain a provision and they contain such a provision, this Constitution are deemed not to contain that provision. Deemed exclusion of provision

- (f) If any provision of this Constitution is or becomes inconsistent with the law, including the Act and/or any other legislation and/or any subsidiary legislation, rules or regulations made there under, this Constitution are deemed not to contain that provision to the extent of the inconsistency. Inconsistency

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