

The Companies Act, 2016
MALAYSIA

Company Limited by Shares

CONSTITUTION

of

IJM CORPORATION BERHAD

1. The name of the Company is **IJM CORPORATION BERHAD.** Name of Company
2. The registered office of the Company shall be situated in Malaysia. Registered Office
3. The liability of the Members is limited. Liability
4. Definition and Interpretation
- 4.1 In this Constitution, unless there be something in the subject or context inconsistent therewith, words or expression shall have the respective meanings ascribed thereto as follows:-

WORDS	MEANINGS
Act	Companies Act, 2016 as amended from time to time and any re-enactment thereof.
Authorised Nominee	An authorised nominee as defined under the SICD Act.
Company	IJM CORPORATION BERHAD
Depositor	A holder of securities accounts.
Depository	Bursa Malaysia Depository Sdn Bhd (165570-W) or such other name by which it shall be known from time to time.
Deposited Security	A security standing to the credit of a securities account and includes securities in a securities account that is in suspense.
Directors	The Directors for the time being of the Company or, as the case may be, the Directors assembled at a Board meeting and also includes alternate Directors.
Exempt Authorised Nominee	An Authorised Nominee which is exempted from compliance with the provisions of subsection 25A(1) of the SICD Act.
Listing Requirements	Listing Requirements of the Stock Exchange including any amendment to the Listing Requirements that may be made from time to time.
Managing Director	Includes any person appointed to perform the duties of Managing Director temporarily.
Market Day	A day on which the stock market of the Stock Exchange is open for trading in securities.

WORDS	MEANINGS
Member	A person who is registered as the holder of shares in the capital of the Company including a Depositor who shall be treated as if he were a member pursuant to Section 35 of the SICD Act but excludes the Depository (or its nominee company) in its capacity as a bare trustee.
Office	The Registered Office for the time being of the Company.
Record of Depositors	A record provided by Depository to the Company under Chapter 24.0 of the Rules.
Register of Members	The register of members to be kept pursuant to the Act and where content required includes the Record of Depositors.
Rules	The Rules of the Depository.
Seal	The Common Seal of the Company.
Secretary	Includes any person or persons appointed to perform the duties of Secretary temporarily.
Securities	Shall have the meaning given in Section 2 of the Capital Markets and Services Act 2007.
Securities Account	An account established by a Depository for a Depositor for the recording of deposit or withdrawal of securities and for dealing in such securities by the Depositor.
SICD Act	Securities Industry (Central Depositories) Act, 1991 and includes amendments made thereto from time to time.
Special Resolution	As assigned to it by the Act.
Stock Exchange	Bursa Malaysia Securities Berhad (635998-W) or such other name by which it shall be known from time to time.

4.2 Unless these be something in the subject or context inconsistent therewith:-

- (a) words importing the singular number only shall include the plural number, and vice versa;
- (b) words importing the masculine gender only shall include the feminine gender;
- (c) the expressions 'debenture' and 'debenture-holder' shall include 'debenture stock' and 'debenture-stockholder';
- (d) subject as aforesaid, any words or expressions defined in the Act shall, except where the subject or context forbids, bear the same meanings in this Constitution;
- (e) expression referring to "writing" shall, unless the contrary intention appears be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form; and
- (f) words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Interpretation Acts 1948 and 1967, and of the Act as in force at the date at which this Constitution becomes binding on the Company.

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

OBJECTS AND POWERS

5. The Company shall have full capacity to carry on or undertake any business or activity, do any act or enter into any transactions and for these purposes, the Company shall have the full rights, powers and privileges as contained in Section 21 of the Act including but not limited to:-

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| (1) To hold shares and invest in and to acquire, lease, promote or sell any business, company, corporation, firm, enterprise, undertaking or venture of any nature whatsoever, and generally to act as and undertake the business of any holding company, and to manage conduct or undertake the business and management or otherwise, direct the operations of any business, company, firm or other enterprise. | To invest, acquire, lease, promote, business, etc |
| (2) To construct, execute, carry out, equip, improve, work, develop, administer, manage or control, in Malaysia and elsewhere, public works and conveniences of all kinds, which expression in this memorandum includes railways, tramways, docks, harbours, piers, wharves, canals, reservoirs, embankments, irrigations, reclamations, improvement, sewage, drainage, sanitary, water, gas, electric light, telephonic, telegraphic, and power supply works, and hotels, warehouses, markets and public buildings and all other works or conveniences of public utility. | To construct, execute, work, develop public works or conveniences of public utility |
| (3) To erect, maintain, construct, either alone or jointly with others, works of all descriptions, roads, road projects and rural developments, wharves, docks, piers, railways, waterways, bridges, factories, mills, ships and vessels of all kinds, gas, electric and water works, and to apply for and obtain such legislative powers as may be necessary for the construction, maintenance, and use of roadways and to collect tolls therefrom anywhere in Malaysia or elsewhere, and to negotiate for and obtain, from the government, conventions, franchises, subsidies, grants, concessions, aids or other assistance in furtherance of all or any of the above and other objects and every kind of industry conducive to the prosperity of the country. | To erect, maintain public utility etc |
| (4) To apply for, purchase, or otherwise acquire, any contracts, decrees and concessions, for or in relation to the construction, execution, carrying out, equipment, improvement, management, administration, or control of public works and conveniences, and to undertake, execute, carry out, dispose of, or otherwise turn to account the same. | To enter into contracts, etc |
| (5) To undertake and execute and contract for works whether involving the supply or use of any machinery or otherwise and to carry out any auxiliary or other works comprised in such contracts. | To execute contracts for works |
| (6) To carry on the trade and business of land developers, builders, and contractors for, construction of houses, flats, factories, workshops, commercial office, industrial and other buildings, roads, bridges, canals, reservoirs, sewerage, drainage, sanitation and conveniences of all kinds. | To carry on the business of land developers, builders, etc |
| (7) To carry on the business of labour contractors or suppliers or labour brokers or any other contracting business which may seem to the Company capable of being conveniently carried on in connection therewith. | To carry on the business of labour contractors, suppliers, brokers, etc |
| (8) To acquire by purchase, exchange, hire, or otherwise, hold or lease either in its own name or in the name of its nominee, or trustees, real or personal property and any other lands, tenements and premises of any tenure, whether subject or not to any charge or encumbrances and to hold or to sell, let, alienate, mortgage, charge or deal with all or any of such lands, tenements or premises, rights of all kinds, grants, easements, and choses in action of all kinds and to carry on business or undertaking so acquired or held or leased. | To acquire property or land |

- (9) To purchase or otherwise acquire for investment in lands, houses, buildings, plantations, and immovable property of any tenure or any interest therein, and any movable property of any description or any interest therein, and to create, and deal in freehold and leasehold ground rents. Generally to acquire, deal in, traffic by way of lease, exchange or otherwise with property of every description, whether immovable or movable, real or personal and whether for valuable consideration or not.
- To deal in lands, houses, property
- (10) To develop and turn to account any land acquired by or in which the Company is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up, and improving buildings, and by planting, paving, draining, farming, cultivating, letting on buildings lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- To turn to account land acquired
- (11) To furnish, fit and equip all houses and buildings for the time being belonging, leased or hired to the Company, and to make the same fit for use and occupation and to enter into agreements for letting and selling houses, buildings, furniture and fittings to any company, corporation, authority or individuals either for cash or on instalment basis and to collect rents and other moneys in connection with such property.
- To furnish, equip buildings
- (12) To carry on the business of a house and estate agent and a broker of land, messuages and tenements and any estate or interest therein respectively in all or any of either of their respective branches, and especially to negotiate and arrange loans on land, messuages and tenements and any estate therein respectively, to manage estates and properties, to receive and collect rents, and to transact all manner of agency and commission business for any person or persons, company or corporation for such commission or considerations and upon such terms and conditions as this Company shall think fit.
- To carry on the business of house and estate agent
- (13) To provide management services and to manage land, buildings, and other property situate as aforesaid, whether belonging to the Company or not, and to collect rents and income, and to supply to tenants and occupiers, and others, refreshments, attendance, messengers, light, waiting rooms, reading rooms, meeting rooms, lavatories, laundry conveniences, electric conveniences, stables, gardens, playgrounds, car parks and other advantages.
- To provide management services and manage land, etc
- (14) To carry on all or any of the following businesses, namely builders and contractors, decorators, merchants, and dealers in stone, sand, lime, bricks, timber, hardware, and other building requisites, brick and tile and terra cotta makers, jobmasters, carriers, licensed victuallers, and house agents.
- To carry on the business of builders, contractors, etc
- (15) To appropriate any part or parts of the property of the Company for the purpose of and to build and let shops, offices and other place of business.
- To appropriate part of company's property
- (16) To enter into any arrangements for joint working in business or for sharing profits or for amalgamation with any other company, union of interest, co-operation, joint venture, or person carrying on business with the Company, and also to promote, form, establish, register obtain the reorganisation of, purchase or otherwise acquire, conduct and carry on the business and goodwill of any corporation, company, society, partnership or undertaking whatever.
- To enter into arrangements
- (17) To lease, exchange, transfer, mortgage, pledge, sell, grant options on, surrender, grant licences in respect of, or otherwise deal with or dispose of absolutely, conditionally or for any limited interest, all or any part of the property, undertaking or business rights, concessions or privileges of the Company and to accept as payments therefor cash or shares, debentures, obligations or any interest in the capital, revenues or profits of any business, corporation, company, firm, society, undertakings, partnership or venture of any nature whatsoever, and to divide the same or any other property of the Company in specie among the members or otherwise.
- To deal with rights, privileges, etc

- (18) To carry on the business of the financiers and concessionaires and to undertake, carry on and execute all kinds of financial, commercial, trading and other operations, and to invest or employ all or any of the funds of the Company in such manner and form as may from time to time be determined expedient. To carry on business of financiers, etc
- (19) To carry on business as financial concessionaires for the promotion of the sale for cash or on credit or on the instalment system, hire purchase, hire agreement, lease or otherwise of heavy industrial equipment and machineries, appliances, accessories and vehicles of any kind whatever and to carry on, undertake and execute all kinds of financial trading and other operations. To promote sales for cash or on credit
- (20) To aid, finance, subsidise or assist any Company, corporation, association, firm or individual with capital, credit, means and resources of engaging in or carrying on any business or transaction which this Company is authorised to carry on or be engaged in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and in particular for the import, export, purchase, sales, lease, letting, dealing in, hiring and letting on hire, under hire-purchase agreements or otherwise of any industrial equipment or vehicles or any of other vehicles or any of other articles, goods, arcs, merchandise, or things and for the acquisition of taking on leases or hiring of land, buildings, offices, or premises or the prosecution of any works, undertakings, projects or enterprises connected with any of the said business or capable of being taken or carried on so as to directly or indirectly to benefit this Company. To assist with capital, credit etc
- (21) To enter into lease agreements and credit Sale Agreements with the lessees and purchasers of such equipment and goods aforesaid and to negotiate assign lease or pledge such agreements for cash or otherwise of the payments due or otherwise or the payments due or rights accruing thereunder. To enter into lease agreements
- (22) To purchase, lease or otherwise acquire, hold, sell, develop, manage, work, exchange, turn to account, dispose of and deal in lands, concessions, rubber estates, coconut plantations and agricultural plantations, forest and trading rights and to plant, cultivate, grow, cure, prepare for market, manufacture, sell and deal in paddy, palm oil, rubber, coffee, tea, tobacco, coconuts, sugar, cocoa, spices, rice, tapioca, cereals, cotton, grain, fruit, copra, pepper, guano and bone or other artificial manure and agricultural and forest and other products of all sorts and generally to carry on business of fresh water and sea fish rearing, builders, owners and operators of markets and supermarkets. To acquire and deal in agricultural land
- (23) To carry on the business of importers of live animals, meat and similar foodstuff and to operate slaughter-houses, cold storage premises, warehouses, sheds necessary or expedient for the above purposes. To carry on business of slaughter-houses etc
- (24) To buy, sell, import, produce, manufacture or otherwise deal in ice cream, tin provision, food and food products, meat, groceries, fruits, confectionery, wine, spirit, beer and alcoholic beverages. To deal in groceries
- (25) To carry on the business of caterers, surveyors of refreshments, tobacconists, garage proprietors of business concerns and undertakings and any branch or subsidiary business commonly carried on in connection therewith. To carry on business of caterers, etc
- (26) To carry on business as saw-mill, rice-mill, oil-mill, ice factory and rubber factory owners, farmers, cultivators, fishermen, fishing boat and fishing implement dealers, cattle breeders, poulterers, dairy men, provision preservers, carriers by land, sea and air, shipowners, shipbuilders, brickmakers, potters, printers, furniture dealers, pawnbrokers, druggists and manufacturers of all kinds of articles and things which may be required for the purpose of any of the said business or commonly supplied or dealt in by persons engaged in any such business or which may seem capable of being profitably dealt with in connection with any business. To carry on business of millers, etc

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| <p>(27) To carry on the business of wholesale and retail pharmaceutical chemists and druggists and of the dispensing of medicines, manufacturing chemists and druggists, makers and dealers in perfumes, surgical instruments, appliances and of artificial limbs, eyes and other aids for the relief of defects of body or sight or hearing, to make and deal in all requisites for hospitals, patients and invalids and to operate hospitals, clinics, dispensaries, nursing and maternity homes and X-ray clinics, veterinary surgeries and kennels.</p> | <p>To carry on business of chemists and druggists</p> |
| <p>(28) To carry on the business or businesses together or separately of proprietors, managers and renters of cinemas, theatres, music halls, concert and dance halls, discotheques and other places of announcement and entertainment of every kind of film producing, studios and recording studios.</p> | <p>To carry on business of cinema and theatre proprietors</p> |
| <p>(29) To carry on the business of hotels, restaurants, night clubs, bowling alleys, bars, motels, holiday camps, amusement parks, cinemas, theatres, milk bars, cafes and places of entertainment.</p> | <p>To carry on business of hotels, etc</p> |
| <p>(30) To carry on the business of beauty parlours, beauty saloons, hair dressing saloons and all other types of saloon related to beauty parlours.</p> | <p>To carry on business of beauty parlours</p> |
| <p>(31) To establish and carry on a tourist agency, travel bureau, and booking office, and to act as customs' clearing agents.</p> | <p>To carry on business of Tourist Agency</p> |
| <p>(32) To carry on all or any of the following business, that is to say ship-owners, general carriers by land, sea and air, forwarding agents, ware-housemen, bonded carmen and any other business which can be conveniently carried on in connection with any of the above.</p> | <p>To carry on business of shipowners, general carriers, etc</p> |
| <p>(33) To carry on all or any of the business of silk weavers, cotton spinners, cloth manufacturers, haberdashers, wholesale and retail dealers of and in textile fabrics of all kinds.</p> | <p>To carry on business as silk weavers, cotton spinners etc</p> |
| <p>(34) To carry on the business of dealers in automobiles, motor cars, motor cycles, bicycles, tri-cycles and vehicles of all kinds and all machinery, implements, appliances, lubricants, cements, solutions, tyres and tubes, spare parts and accessories.</p> | <p>To carry on business of automobiles dealers</p> |
| <p>(35) To carry on business of importers of and dealers in plant, machinery, motors, engines, stores, accessories and all other goods, things and articles commonly used or required in the process of assembling, preparing, treating or manufacture of the Company's products and any other business which can be conveniently carried on in connection with the above.</p> | <p>To carry on business of importers of and dealers in plants, machinery, motors, engines, etc</p> |
| <p>(36) To carry on the business of electricians, mechanical engineers and manufacturers, workers, and dealers in electrical and electronic equipment and apparatus, radio, radio parts, radiograms, hi-fi, public address system, amplifiers, audio visual aids, tape recorders, computers, equipment for automation, television sets and to equip and operate stations for the broadcast of sound and television including the production and sale of radio and television programmes and broadcasting time and to manufacture, sell or hire apparatus or goods to which the application of electricity or any like power, or any power that can be used as a substitute therefor, is or may be useful, convenient or ornamental, or any other business of a like nature.</p> | <p>To carry on business of electricians, etc</p> |
| <p>(37) To carry on the business of quarry masters and stone merchants, and to buy, sell, get, work, shape, carve, polish, crush, and prepare for market, or use, stones of all kinds, and to act as manufacturers, dealers and workers in clay, gravel, sand, minerals of all kinds.</p> | <p>To carry on the business of quarry masters, etc</p> |
| <p>(38) To carry on the business of manufacturers of plywood and all other wood and timber products, logging operators, buying and selling logs of every description, timber merchants, sawmill proprietors and timber growers and to buy, sell, grow, tanalise, preserve, prepare for market, manipulate, import and</p> | <p>To carry on business of timber operations</p> |

deal in timber and wood of all kinds and to manufacture and deal in articles of all kinds in the manufacture of which timber or wood is used and so far as may be deemed expedient to buy, clear, and work timber estates, and to carry on construction or any other business which may seem to the Company capable of being conveniently carried on in connection with any of the above or calculated directly or indirectly to render profitable or enhance the value of the Company's property or rights for the time being.

- (39) To carry on all or any of the business of proprietors and publishers of newspapers, journals, magazines, books, catalogues and other literary works and undertakings printers, stationers, photographic printers, engravers, book sellers, die sinkers, and book manufacturers. To carry on business of publishers
- (40) To carry on the business of art printers, colour printers, copper-plate printers, etching printers, lithographic printers, offset printers, photo-gravure printers, rollform and automatic printers, trade printers and of printers generally. To carry on business as printers generally
- (41) To carry on the business of printers, engravers, publishers, book and print sellers, bookmakers, and art journalists, newspapers and magazine proprietors, newsagents, stationers, distributing agents, educational suppliers, manufacturers and distributors of and dealers in engravings, prints, pictures, drawings, advertising agents, advertisement contractors, and designers of advertisements, paper makers and printing and other ink manufacturers. To carry on business of stationers, etc
- (42) To carry on the business of advertising contractors and agents, to undertake advertising and promotional campaigns of every nature, to acquire and provide promotional requisites of every kind and description, and to carry on any other business which may be usefully carried on in connection with such business. To act as advertising agents
- (43) To carry on the business of iron masters, smelters, iron founders, mechanical engineers and manufacturers of galvanised steel sheets, agricultural implements and other machinery, tool makers, brass founders, metal workers, boiler makers, mill-wrights, machinists, iron and steel converters, smiths, wood workers, builders, painters, metallurgists, motor and electrical engineers, water supply engineers, and to buy, sell, manufacture, repair, convert, alter, let or hire, and deal in and act as agents for machinery, implements, rolling stocks, and hardware of all kinds and to carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above, or otherwise calculated, directly or indirectly to enhance the value of any of the Company's property or rights for the time being. To carry on business of iron masters, etc
- (44) To carry on the business of producers, refiners, storers, suppliers and distributors of petroleum and petroleum products and to purchase or otherwise acquire oil wells, refineries and any rights or privileges which it may seem convenient to obtain for the purpose of or in connection with the business of the company: to erect all necessary or convenient refineries, mills, machinery, laboratories, workshops, dwelling-houses for workmen and others, and other buildings, works and appliances, and to aid in or subscribe towards or subsidise any such objects. To carry on business of producers of petroleum products
- (45) To carry on the business of Importers and Exporters, Wholesalers and Retailers, Dealers and Vendors in building materials and supplies, hardware, mining equipment and supplies, machinery, plant and equipment, and as auxiliary thereto to purchase or hire vessels, lorries and other means of transport and to purchase, erect and construct buildings, factories, godowns and warehouses for storage of goods and produce for its own use or for sales or for renting out on monthly tenancy or on lease. To deal in building materials
- (46) To carry on the business of manufacturers of and dealers in either wholesale or retail in goods, materials, substances and articles made or manufactured or moulded of wood, metal, textiles, fibres whether natural or artificial, stone or of any plastic or other manufactured or natural substance, or material or of any combination thereof. To carry on the business of manufacturers of and dealers in goods, materials, etc

- (47) To establish, maintain, conduct and acquire or dispose of either as principal or agents, trading posts of all kinds and description throughout the world and in connection therewith to do all such acts and things and to acquire and/or dispose of such real and/or personal property as is usual or customary with a general trading post business. To establish trading posts
- (48) To transact every kind of agency business and generally to carry on business as agents, attorneys or representatives of any company, firm, or person wheresoever situate, carrying on or engaged in any business or trade whether manufacturing or otherwise which the Company may deem profitable. To carry on agency business
- (49) To carry on business as agents, sub-agents or representatives of all kinds of insurance business, whether life, marine, accident, employees' liability, workmen's compensation, disease, sickness, survivorship, failure of issue burglary and robbery, theft, fidelity or transit insurance, and to carry on all kinds of guarantee and indemnity business. To carry on business of agents etc. of insurance business
- (50) To carry on all or any of the professions or business of urban and rural planners, highway, traffic, airport and other transport planners, health planners, and general planners, designers, tracers, blueprinters, copyists and investigators by way of operations research. To carry on professions of urban and rural planners
- (51) To purchase, take on lease or otherwise acquire freehold and other properties, mines and mineral properties and also grants, concessions, leases, claims, licenses, options or authorities of and over mines, lands, buildings, mineral properties, mining water and other rights and metalliferous land in Malaysia or in any part of the world and either/absolutely, optionally or conditionally and either solely or jointly with others. To acquire freehold properties
- (52) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise, and either alone or in conjunction with others. To do all or any of the above things
- (53) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them and the exercise of the powers of the Company.

And it is hereby declared that the word "company" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Malaysia or elsewhere and the intention is that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be independent main objects, and shall be in no way limited or restricted by reference to, or inference to, or inference from the terms of any other paragraph, or the name of the Company.

SHARE CAPITAL AND VARIATION OF RIGHTS

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

7. Subject to the provisions in Clause 50 hereof, the Directors may allot or otherwise dispose of the same to such persons and on such terms and conditions with such preferred, deferred or other special rights or such restrictions whether in regard to dividend, voting, return of capital and at such time or times as the Directors may think fit, PROVIDED ALWAYS:- Shares under control of Directors

- (i) that no shares shall at any time be issued which shall result in the transfer of a controlling interest in the Company save with the prior approval of Members in general meeting; Transfer of controlling interest

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| <p>(ii) every issue of shares or options to employees and/or Directors shall be approved by Members in general meeting and such approval shall specifically detail the amount of shares or options to be issued to each Director;</p> | <p>Issue of shares to employees and/or Directors</p> |
| <p>(iii) the rights attaching to shares of a class other than ordinary shares shall be expressed in the resolution creating the same;</p> | <p>Rights of other class of shares</p> |
| <p>(iv) the Company shall not issue preference shares ranking in priority above preference shares already issued, but may issue preference shares ranking equally therewith; and</p> | <p>Ranking of preference shares</p> |
| <p>(v) preference shareholders shall have the same rights as ordinary shareholders as regards receiving the notices of general meetings, audited financial statements and attending general meetings of the Company. Preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital, or winding up, or on a proposal for the disposal of the whole of the Company's property, business and undertaking, or where the proposition to be submitted to the meeting directly affects their rights and privileges, or when the dividend or part of the dividend on the preference shares is in arrears for more than six (6) months.</p> | <p>Rights of preference shareholders</p> |
| <p>8. The Company shall have power, subject to and in accordance with the provision of the Act and/or rules, regulations, guidelines, requirements and/or orders thereunder issued by the Stock Exchange and any other relevant authorities for the time being in force, to purchase and thereafter to deal in its own shares.</p> | <p>Share buy-back</p> |
| <p>9. The certificates of title to share, stock, debentures, debenture stock, notes and other securities shall be issued under the seal of the Company in such form as the Directors shall from time to time prescribe and all such certificates shall be signed by at least one (1) Director and the Secretary or in lieu of the Secretary by such other person as the Directors may appoint for the purpose. It shall be sufficient evidence that the seal has been duly affixed to any such certificate and signed as aforesaid if a facsimile of the signature of a Director and of a Secretary appears thereon.</p> | <p>Certificate of title</p> |
| <p>10. Subject to the Act, SICD Act and the Rules, the Company shall allot and issue the securities arising from rights issue, offer for sale, bonus issue, exercise of options under a share scheme for employees and/or conversion or exercise of the convertible securities, despatch the relevant notices of allotment to all the relevant allottees, and make application for the quotation of such securities within the stipulated time frame as may be prescribed by the Stock Exchange.</p> | <p>Allotment and issuance of securities</p> |
| <p>11. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may whether or not the Company is being wound up, be varied with the sanction of a Special resolution passed at a separate general meeting of the holders of the shares of the class provided always that where the necessary majority for such a Special resolution is not obtained at the meeting, the consent in writing, if obtained from the holders of the three-fourths of the shares concerned within two (2) months of the meeting, shall be as valid and effectual as a Special resolution carried at the meeting. 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 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.</p> | <p>Special rights of shares may be varied</p> |
| <p>12. The Company may pay to any person a commission in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally or procuring or agreeing to procure subscriptions, whether absolute or conditional for any shares in the Company, PROVIDED that such commission shall not exceed 10% of the price at which such shares are issued, or an amount equivalent to such percentage; and the requirements of the Act shall be observed. Any such commission may be satisfied in fully paid shares of the Company, in which case the provisions of the Act shall be duly complied with. The Company may also on any issue of shares pay such brokerage as may be lawful.</p> | <p>Power to pay commission and brokerage</p> |

13. If by the condition of the allotment of any shares the whole or part of the amount or issue price thereof shall be payable by instalments every such instalments shall when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative and the word "call" wherever used in this Constitution shall be deemed to include an instalment.

Payment of shares by instalment

14. 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 provisions of any plant which cannot be made profitable for a lengthened period, the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in the Act; and may charge the same to capital as part of the cost of construction of the works, buildings or plant.

Power to charge interest in capital

15. Except as required or recognised by the SICD Act or any written law in respect of the Deposited Security, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice hereof) any equitable, contingent, future, or partial interest in any share or unit of a share or (except only as by this Constitution or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

Exclusivity of registered holders' rights in share

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16. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all money (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares (other than fully paid shares) registered in the name of a single person for all monies presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Clause. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

Lien on shares and dividends

17. 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 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.

Sale of shares subject to lien

18. 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 any irregularity or invalidity in the proceedings in reference to the sale.

Purchase of shares on which the company has a lien

19. The proceeds of the sales shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a similar lien for sums not presently payable which exist over the shares before the sale) be paid to the person who was entitled to the shares immediately prior to the date of such sale or his executors, administrators or assignees or as he directs.

Application of proceeds of shares sold under lien

CALLS ON SHARES

20. The Directors may, subject to the provisions of this Constitution, from time to time make such calls upon the Members in respect of all moneys unpaid on their shares as they think fit provided that 14 days' notice at least is given of each call, and each Member shall be liable to pay the amount of every call so made upon him to the Company and at the times and places specified by the Directors. A call may be revoked or postponed as the Directors may determine.

Notice of calls

21. 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 together with interest and expenses (if any).

Call deemed made

22. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof the person from whom the sum is due shall pay interest or compensation 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 as the Directors may determine, but the Directors shall be at liberty to waive payment of that interest or compensation wholly or in part.

Interest on calls

23. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, shall for the purposes of this Constitution be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in 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.

Sum due on allotment to be treated as calls

24. The Directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.

Power to differentiate

25. 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 or compensation at such rate not exceeding eight per cent (8%) per annum (unless the Company in general meeting shall otherwise direct) as may be agreed upon between the Directors and the Member paying the sum in advance. Such capital paid on shares in advance of calls shall not confer a right to participate in profits. Except in liquidation, sums paid in advance of calls shall not, until the same would but for such advance has become payable be treated as paid up on the shares in respect of which they have been paid.

Payment in advance of calls

26. A Member shall not be entitled to receive any dividend or to exercise any privilege as a Member in respect of any share upon which calls or installments are due and unpaid.

No entitlement to dividend or Member's privilege on unpaid share

TRANSFER OF SHARES

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

Prohibited transfer

28. The transfer of securities by the Company to Depository and from Depository to the Company shall be in accordance with the applicable laws.

Transfer of securities to and from Depository

29. The transfer of any listed security or class of listed security of the Company shall be by way of book entry by the Depository in accordance with the Rules and, notwithstanding Sections 105, 106 or 110 of the Act, but subject to Section 148(2) of the Act and any exemption that may be made from compliance with Section 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the Deposited Security.

Transfer of security

30. Subject to the SICD Act and the Rules, there shall be no restriction on the transfer of fully paid securities except where required by law.

Restriction of transfer

TRANSMISSION OF SHARES

31. Where:-

Transmission of shares

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

- (b) the Company is exempted from compliance with Section 14 of the SICD Act or Section 29 of the Securities Industry (Central Depositories) (Amendment) (No. 2) Act 1998, as the case may be, under the Rules in respect of such securities,

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

32. In case of the death of a Member, the legal personal representatives of the deceased shall be the only person recognised by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased holder from any liability in respect of any share which had been held by the deceased Member.

Persons recognised in case of death of Member

33. 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 a share (that is not a Deposited Security) by that Member before his death or bankruptcy.

On death, registration of executors and trustees in bankruptcies

34. If the person so becoming entitled elects to be registered himself, he shall, deliver or send to the Company a notice in writing signed by him stating that he so elects. 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 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.

Procedure for registration

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

Rights of unregistered executors and trustees

FORFEITURE OF SHARES

36. If a Member fails to pay 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 which may have accrued.

Notice requiring payment of calls together with interest

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

Notice to state time and place for payment

38. 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 shall include all dividends, declared in respect of the forfeited shares and not actually paid before the forfeiture.

Forfeiture on non-compliance with notice

39. When any share has been forfeited in accordance with this Constitution, notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by reason of his death or bankruptcy as the case may be, and an entry of such notice having been given, and the forfeiture with the date thereof shall forthwith be made in the Register of Members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

Notice of forfeiture and entry

40. 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.

Disposal and cancellation of forfeited shares

41. 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 or compensation at a rate not exceeding eight per cent (8%) per annum or such other rate as may be allowed under the applicable law and determined by the Directors be calculated from the date of forfeiture on the money for the time being unpaid if the Directors think fit to enforce payment of such interest), but his liability shall cease if and when the Company receives payment in full of all such money in respect of the shares.

Rights and liabilities of Members whose shares have been forfeited

42. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares.

Evidence of forfeiture

43. The Company may receive the consideration, if any, given for a forfeited share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall be registered as the holder of the share, and shall not have his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, or disposal of the share. Subject to any lien for sums not presently payable, if any, or any residue of this 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 assigns or as he directs.

Proceeds from disposal of forfeited shares

44. 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.

Forfeiture for non-payment of any sum under call

CONVERSION OF SHARES INTO STOCK

45. The Company may by ordinary resolution passed at a meeting of Members convert any paid up shares into stock and reconvert any stock into paid up shares of any number.

Conversion

46. The holders of stock may transfer the same or any part thereof in the same manner and subject to the same in this Constitution as and subject to which the shares from which the stock arose might before the conversion have been transferred or as near thereto as circumstances admit; but the Directors may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum.

Stock transfer

47. The holders of stock shall according to the amount of the stock held by them have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by any such aliquot part of stock which would not if existing in shares have conferred that privilege or advantage.

Rights of stock holders

48. Such provisions of this Constitution as are applicable to paid up shares shall apply to stock and the words “share” and “share-holder” therein shall include “stock” and “stock-holder”.

Shares to apply to stock

ALTERATION OF CAPITAL

49. The Company may from time to time by Special Resolution:-

- (i) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; or
- (ii) divide its share capital or any part thereof into shares of smaller amount than is fixed by this Constitution by sub-division of its existing shares or any of them subject nevertheless to the provisions of the Act and so that as between the resulting shares; one or more of such shares may, by the resolution by which such sub-division is effected, be given any preference or advantage as regards dividend, return of capital, voting or otherwise over the others or any other of such shares.

Consolidation of shares

Sub-division of shares

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

Offer of new shares to existing Members

51. Subject to the provisions of this Constitution and notwithstanding the existence of a resolution pursuant to Section 75 of the Act, the Company shall ensure that it shall not issue any shares or convertible securities if the total number of any such shares or convertible securities, when aggregated with the total number of any such shares or convertible securities issued during the preceding 12 months, exceeds 10% of the total number of the issued shares of the Company, except where the shares or convertible securities are issued with the prior approval of the Members in meeting of Members of the precise terms and conditions of the issue.

Issue of securities not to exceed 10%

52. The Company may by Special Resolution reduce its share capital in any manner permitted or authorised under and in compliance with the Act or other applicable laws or regulations.

Power to reduce capital

53. Subject to any directions that may be given in accordance with the power contained in the Constitution, 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 capital considered as original capital

MEETINGS OF MEMBERS

54. An annual general meeting of the Company shall be held in accordance with the provisions of the Act.

Annual General Meetings

55. The Directors may whenever they think fit convene a meeting of Members other than annual general meeting. In addition, a meeting of Members other than an annual general meeting shall also be convened on a requisition or in default may be convened by the requisitionists as provided by the Act.

Meeting of Members

56. The Company may convene a meeting of Members at more than one (1) venue using any technology or method that enables the Members of the Company to participate and to exercise the Members' right to speak and vote at the meeting.

Meetings of members at two (2) or more venues

57. Every notice calling a meeting of Members shall specify the place, date and time of the meeting, and the general nature of business of the meeting. In the case of annual general meeting, the notice shall also specify the meeting as such. Notice shall be given to all Members, Directors and Auditors of the Company at least 14 days before the meeting or at least 21 days before the meeting where any Special Resolution is to be proposed or where it is an annual general meeting. At least 14 days' notice or 21 days' notice in the case where any special resolution is proposed or where it is the annual general meeting, of every such meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed.

Notice for meetings of Members

PROVIDED also that the accidental omission to give notice to, or the non-receipt of notice by, any person entitled thereto shall not invalidate the proceedings at any meeting of Members.

Omission or non-receipt of notice

58. The Company shall request the Depository in accordance with the Rules, to issue a Record of Depositors:-

Request for Record of Depositors

- (i) to whom notices of meetings of Members shall be given by the Company; and
- (ii) as at the latest date which is reasonably practicable which shall in any event be not less than three (3) Market Days before the meeting of Members.

Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable), a Depositor shall not be regarded as a Member entitled to attend any meeting of Members and to speak and vote thereat unless his name appears in such Record of Depositors.

59. The notice of any meeting of Members shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall be given in any manner authorised by the Constitution to the Directors, Auditors and to all Members.

Persons entitled to Notice

60. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. There shall appear with reasonable prominence in every such notice a statement that a Member entitled to attend and vote is entitled to appoint one (1) or more proxies to attend, participate, speak and vote instead of him.

Requirement in notice calling meeting

PROCEEDINGS OF MEETING OF MEMBERS

61. All business shall be special that is transacted at a meeting of Members, and also all that is transacted at an annual general meeting, with the exception of the laying of the audited financial statements and the reports of the Directors and auditors, the election of Directors in place of those retiring and the appointment and fixing of the remuneration of the auditors.

Special business

62. No business shall be transacted at any meeting of Members 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 purpose of this Constitution "Member" includes a person attending as a proxy or as representing a corporation which is a Member.

Quorum

63. 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; and if at such adjourned meeting, a quorum is not present within 15 minutes from the time appointed for holding the adjourned meeting, the Members present shall be a quorum.

Adjournment if quorum not present

64. The Chairman of the Board of Directors or in his absence the Deputy Chairman (if any) shall preside as the chairperson at every meeting of Members but if at any meeting they shall not be present within 15 minutes after the time appointed for holding the meeting or shall be unwilling to act as the chairperson, the Directors present shall choose one (1) of the Directors present or if no Director be present, or if all the Directors present decline to take the Chair, the Members present shall elect one (1) of their number to be the chairperson of the meeting. However, a proxy shall not be eligible for election as chairperson of the meeting.

Chairperson of meeting of Members

65. The chairperson 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 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.

Adjournment

66. All resolutions put to vote at any meeting of Members shall be determined by poll unless such requirement is waived under the Listing Requirements or the applicable laws. A poll shall be taken in such manner and either forthwith or after an interval or adjournment or otherwise as the chairperson directs, and the result of the poll shall be the resolution of the meeting at which the poll was taken, but a poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith. The chairperson may adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll.

Voting by poll

67. The Company must appoint at least one (1) scrutineer to validate the votes cast by poll at the meeting of Members.

Appointment of scrutineer

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

Polling options

69. In the case of an equality of votes, the chairperson of the meeting shall be entitled to a second or casting vote.

Chairperson's casting vote

70. A declaration by the chairman of the meeting whether a resolution has, on a poll, been carried or lost, based on the poll results obtained, shall be conclusive evidence of that fact.

Evidence of passing of resolutions

71. Subject to Clause 66, where a requirement to determine a resolution put to vote at the meetings of Members by poll is waived under the Listing Requirements or applicable laws, a resolution put to the vote at any meeting of Members shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

Voting by show of hands

- (i) by the Chairman;
- (ii) by at least three (3) Members present in person or by proxy;
- (iii) by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting; or
- (iv) 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 one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll is required under the applicable laws or a poll is so demanded in accordance with this Clause, a declaration by the Chairman that a resolution has on the show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

72. In case of any dispute as to the admission or rejection of a vote the chairman shall determine the same and such determination made in good faith shall be final and conclusive.

Dispute in relation to the vote

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

Error in vote count

VOTES OF MEMBERS

74. Subject to any rights or restrictions for the time being attached to any class or classes of shares, at meetings of Members or classes of members, each Member entitled to vote may vote in person or by proxy or by attorney or other duly authorised representative and on a poll every Member voting in person or by proxy or by attorney or other duly authorised representative shall have one (1) vote for each share he holds. A proxy shall be entitled to vote on a show of hands on any question at any meeting of Members where a requirement to determine a resolution put to vote at the meetings of Members by poll is waived by the Stock Exchange or applicable laws.

Voting rights of Members

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

Voting rights of shares of different monetary denominations

76. If any Member be of unsound mind, he may vote by his committee, or by such other person who properly has the management of his estate, and any such committee or other person may vote by proxy or attorney.

Vote of Member of unsound mind

77. No Member shall be entitled to vote at any meeting of Members unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

Entitlement to vote only on payment of all calls

78. No objection shall be raised to 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 chairperson of the meeting, whose decision shall be final and conclusive.

Objection to qualification of voter

79. The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the Member or of his attorney duly authorised in writing, or, if the Member is a corporation, either be executed under its Seal or under the hand of two (2) authorised officers, one (1) of whom shall be a Director, or of its attorney duly authorised in writing.

Execution of proxies

80. The instrument appointing a proxy shall be in the following form or to the effect of the following or in any other form as the Directors may from time to time prescribe or approve:-

Proxy form

IJM CORPORATION BERHAD

FORM OF PROXY

I/We _____

of _____

being (a) member(s) of the above Company hereby appoint

of _____

or failing him THE CHAIRMAN OF THE MEETING as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting/Meeting of Members of the Company to be held on the _____ day of _____ and at any adjournment thereof, and to vote as indicated below.

	For	Against	
Resolution 1			Number of shares held
Resolution 2			
Resolution 3			

Please mark 'X' where desired.

Dated _____ day of _____

Signature _____

81. 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 of the Company, or at such other place within Malaysia or in such other manner as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy or other authority shall not be treated as valid or in such other period as may be provided or permitted under the applicable laws and stipulated in the form of proxy or in the notice of meetings.

Depositing of proxy form

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

Intervening death or insanity of principal not to revoke proxy

83. Every Member including Authorised Nominees and Exempt Authorised Nominees which holds Securities for multiple beneficial owners in one (1) Securities Account (Omnibus Account) is entitled to:-

Appointment of more than one (1) proxy

- (i) appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote instead of him at the meeting of Members and that such proxy need not be a Member; and
- (ii) appoint more than one (1) proxy in relation to the meeting provided that the Member specifies the proportion of his shareholdings to be represented by each proxy.

CORPORATIONS ACTING BY REPRESENTATIVES

84. Any corporation which is a Member of the Company, may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representatives at any meeting of Members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual Member of the Company.

Representatives

DIRECTORS

85. Unless otherwise determined by the Company in meeting of Members, the minimum number of Directors shall be two (2) and the maximum 15.

Number of Directors

86. The first Directors of the Company were Rajabee Mohd Yusoff and Tan Gaik Hoon.

First Directors

87. A Director shall not be required to hold any share to qualify himself to be a Director of the Company until and unless the Company in a meeting of Members shall otherwise determine.

No qualification shares

88. At every annual general meeting one third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest to but not exceeding one-third shall retire from office and be eligible for re-election, PROVIDED that all Directors shall retire from office once at least in each three (3) years, but shall be eligible for re-election.

Retirement of Directors by rotation

89. The Directors to retire in every 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.

Directors to retire

90. The Company at the meeting at which a Director so retires may fill the vacated office by electing a person thereto, and in default the retiring Director shall if offering himself for re-election and not being disqualified under the Act from holding office as a Director be deemed to have been re-elected, unless at the meeting it is expressly resolved not to fill the vacated office or unless a resolution for the re-election of that Director is put to the meeting and lost.

Filling of vacated office

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

Increase or reduction in number of Directors

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

Powers to fill casual vacancies or appoint additional Director

93. Subject to the Act, the Company may by ordinary resolution remove any Director before the expiration of his period of office, and may, if thought fit, by ordinary resolution appoint another Director in his stead; but any person so appointed shall retain his office only until the next following annual general meeting of the Company, at the close of which he shall retire; but at which he shall be eligible for re-election.

Removal of directors

94. No person, not being a retiring Director, shall be eligible for election to the office of Director at any meeting of Members unless a Member intending to propose him for election has, at least 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 sent to Members at least seven (7) days prior to the meeting at which the election is to take place.

Notice of intention to appoint Director

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

95. (a) The fees of the Directors, and any benefits payable to the Directors (except salaries payable to executive directors for their services) including any compensation for loss of employment of a Director or former Director shall be approved at a meeting of Members. The fees shall be deemed to accrue from day to day.

Remuneration of Directors

(b) The Directors may also be paid all traveling, hotel and other expenses as may reasonably be incurred by them in the execution of their duties including any such expenses incurred in connection with their attendance at meetings of the Directors or any committee of the Directors or in connection with the business of the Company as the Directors may determine.

(c) Fees payable to non-executive Directors shall be a fixed sum, and not by a commission on or percentage of profits or turnover.

(d) Any fee 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.

96. The remuneration of a Managing or other Executive Director shall from time to time be fixed by the Directors and may be by way of salary or participation in profits or by any or all of these modes but shall not under any circumstances be remunerated by a commission on or percentage of turnover.

Remuneration of Managing or Executive Directors

97. Any Director may from time to time appoint any person (other than a Director) who is approved by the majority of the other Directors to be an alternate or substitute Director. An alternate Director may only be appointed as an alternate to one (1) Director at any point in time. The appointee while he holds office as an alternate or substitute Director, shall be entitled to notice of meeting of the Directors and to attend, speak and vote at any such meeting at which the appointer is not present. An alternate Director shall receive his remuneration from the Director appointing him and not from the Company unless the Company be instructed in writing by the Director to pay any portion of his remuneration to such alternate. Any appointment so made may be revoked at any time by the appointer or by the majority of the other Directors. Any appointment or revocation under this Constitution shall be effected by notice in writing to be delivered at the Office of the Company. An alternate Director shall not require any share qualification, and shall ipso facto vacate office if the appointer vacates office as a Director or removes the appointee from office.

Appointment and removal of alternate Director

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 on behalf of his appointer at which he is entitled to vote.

98. Subject to the Act and the Listing Requirements, no Director shall be disqualified by his office from contracting with the Company either 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

Power of Directors to hold offices of profit and to contract with the Company

interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office, or of the fiduciary relation thereby established, but the nature and extent of his interest must be declared by him at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration or, if the Director was not at the date of that meeting interested in the proposed contract or arrangement, then at the next meeting of the Directors held after he became so interested or, in a case where the Director becomes interested in a contract or arrangement after it is made, at the first meeting of the Directors held after he becomes so interested; provided, nevertheless, that, subject to any other provisions of this Constitution, a Director shall not as a Director vote in respect of any contract, 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.

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

Director acting in professional capacity

100. The office of Director shall become vacant if the Director :-

Vacation of office of Director

- (i) becomes disqualified from being a Director under Section 198 or 199 of the Act;
- (ii) ceases to be or is prohibited from being a Director by virtue of the Act or Listing Requirements or applicable laws;
- (iii) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Mental Health Act 2001;
- (iv) dies;
- (v) resigns from his office by notice in writing to the Company and deposited at the Office;
- (vi) is removed from office in accordance with the Act or this Constitution; or
- (vii) has retired in accordance with the Act or this Constitution but not re-elected.

BORROWING POWERS

101. The Directors may from time to time at their discretion raise or borrow for the purpose of the Company such sums of money as they think proper and may secure the repayment of such sums in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of bonds, perpetual or redeemable, debentures or debenture stock or any mortgage, charge or other security on the undertaking of the whole or any part of the property of the Company (both present and future), including its uncalled capital for the time being.

Power to borrow

102. The Directors shall not borrow any money or mortgage or charge any of the Company's or the 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.

Limitation to power to borrow

103. Any debentures, debenture stock, bonds or other securities may be issued at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at general meeting of the Company, appointment of Directors and otherwise.

Terms of issue of securities.

104. If the Directors or any of them or any other officers shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over

Indemnity to be given

or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or other officers so becoming liable as aforesaid from any loss in respect of such liability.

GENERAL POWERS AND DUTIES OF DIRECTORS

105. The business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by this Constitution required to be exercised by the Company in meeting of Members, subject, nevertheless, to any of this Constitution, to the provisions of the Act, and to such regulations, not being inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in meeting of Members; but no regulation made by the Company in meeting of Members shall invalidate any prior act of the DIRECTORS which would have been valid if that regulation had not been made, PROVIDED always that any sale or disposal by the Directors of the Company's main undertaking or property shall be subject to any restriction of the Act and the Listing Requirements.

General power to
Directors to manage
business

106. The Directors may exercise all the powers of the Company in relation to any official seal for use outside Malaysia and in relation to branch registers.

Power to use official
seal outside Malaysia

107. The Directors may from time to time by power of attorney appoint any corporation, firm, or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities, and discretion (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 powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

Power to appoint
attorneys

108. The Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director or former Director who has held any other salaried office or place of profit with the Company or to his widow or dependants or relations or connections and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

Payment of pension

109. The Directors may from time to time appoint any person or persons to hold office as General Advisor or as Advisor to the Company at the office or at any of the branches of the Company. It shall be the duty of a General Advisor or Advisor to assist the Company with his counsel and advice when so requested.

Advisor to the
Company

110. The Directors may procure the establishment and maintenance of or participate in or contribute to any non-contributory or contributory pension or superannuation fund or life assurance scheme for the benefit of and pay, provided for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to any persons (including Directors and other officers) who are or shall have been at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary company, or the wives, widows, families or dependants of any such persons. The Directors may also procure the establishment and subsidy of or subscription and support to any institutions, associations, club, funds or trusts calculated to be for the benefit of any such persons as aforesaid or otherwise to advance the interests and well-being of the Company or of any such other company as aforesaid or of its members and payment for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.

Establishment of
pension, superannuation
fund, etc.

111. 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 Directors from time to time determine.

Signature of cheques and bills

112. The Directors may exercise all the powers of the Company to guarantee the payment of money payable under contracts or obligations of any company or of any person whomsoever whether corporate or incorporate with or without securities.

Powers to guarantee the payment of money

PROCEEDINGS OF DIRECTORS

113. The Third Schedule of the Act does not apply to the Company except those expressly stated in this Constitution.

Third Schedule Excluded

114. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit and may determine the quorum necessary for the transaction of business. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes, provided more than two (2) Directors present in person are competent to vote on the question at issue but not otherwise, the Chairman shall have a second or casting vote. The Board may at any time, and the Secretary, on the requisition of a Director, shall summon a meeting of the Directors. Unless otherwise determined by the Directors, seven (7) days' notice specifying the place, date, and hour of the meeting and the business to be discussed thereat shall be given to all Directors. The Directors may also hold a meeting of Directors at two (2) or more venues within or outside Malaysia using any telecommunication device or technology that enable the Directors as a whole to participate for the entire duration of the meeting; and that all information and documents for the meeting must be made available to all Directors prior to or at the meeting. A minute of the proceedings of such meeting is sufficient evidence of the proceedings to which it relates.

Meetings of Directors

115. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two (2).

Quorum

116. The remaining Directors may continue to act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the minimum number fixed by or pursuant to this Constitution as the necessary quorum of Directors, the remaining Directors or Director may act for the purpose of increasing the number of Directors to such minimum number or of summoning a meeting of Members, but for no other purpose.

Proceedings in case of vacancies

117. The Directors may from time to time elect a Chairman and a Deputy Chairman or Deputy Chairman from amongst themselves and they shall determine the period for which they are to hold office but if no Chairman or Deputy Chairman is elected or if at any meeting the Chairman or the Deputy Chairman is not present within thirty minutes after the time appointed for holding the same, the Directors present shall choose one (1) of their number to be Chairman of such meeting.

Chairman

118. The Directors may from time to time delegate any of their powers to committees consisting of such member or members of their body as they think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.

Power to appoint committees

119. A committee may elect a Chairman of its meeting, if no such Chairman is elected, or if at any meeting the Chairman is not present within fifteen 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.

Committee Chairman

120. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

Committee meetings

121. All acts bona fide done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

Validity of acts of Directors in spite of some formal defects

122. A resolution in writing, signed by a majority of all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in like form, each signed by one (1) or more Directors. The expressions "in writing" or "signed" include approval by legible confirmed transmission by facsimile or other forms of electronic communications.

Resolutions in writing

MINUTES

123. The Directors shall cause minutes to be made:-

Minutes

- (i) of all appointments of officers to be engaged in the management of the Company's affairs;
- (ii) of the names of all the Directors present at each meeting of the Directors and of any committees of the Board and of the Company in a meeting of Members;
- (iii) of all resolutions and proceedings of meetings of Members and of meetings of the Directors and committees of the Board; and
- (iv) of all orders made by the Directors and any committee of the Board.

124. The minutes of any meeting of the Directors or of any committee, or of the Company, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, and if so signed, shall be conclusive evidence without any further proof of the facts therein.

Conclusive evidence of matters stated in minutes

MANAGING DIRECTORS

125. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Deputy or Assistant Managing Director for such period not exceeding three (3) years subject to re-appointment and at such remuneration and on such terms as they think fit, but so that no Managing Director or Deputy or Assistant Managing Director shall be invested with any powers or entrusted with any duties which the Directors themselves could not exercise or perform, and, subject to the terms of any agreement entered into in any particular case, may revoke any such appointment.

Appointment of Managing Director

126. A Managing Director or Deputy or Assistant Managing Director shall, subject to the terms of any agreement entered into in any particular case, receive such remuneration (whether by way of salary, commission, or participation in profits, or partly in one way and partly in another but not by way of a commission on or percentage of turnover) as the Directors may determine.

Remuneration

127. The Directors may entrust to and confer upon a Managing Director or Deputy or Assistant Managing Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter, or vary all or any of those powers. In any event, the Managing Director shall be subject to the control of the Board of Directors.

Powers of Managing Director

SECRETARY

128. (i) The Secretary or Secretaries shall in accordance with the Act be appointed by the Directors for such term, at such remuneration, and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company. The Directors may from time to time by resolution appoint an Assistant or Deputy Secretary.

Appointment of Secretary, Deputy or Assistant Secretary

(ii) The Office of a Secretary, Deputy or Assistant Secretary shall be vacated if he resigns by writing under his hand, left at the office and copies lodged with the Directors of the Company for the time being.

Office of Secretary vacated on lodgement of resignation in writing

SEAL

129. The Company may exercise the powers conferred by the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors. The Company may also have a "Share Seal" pursuant to Section 63 of the Act.

Official seal and share seal

130. The Directors shall provide for the safe custody of the Seal and Share Seal of the Company which shall only be used by the authority of the resolution of the Directors or of a committee of the Directors authorised by the Directors in that behalf and every instrument to which the Seal or Share Seal of the Company shall be affixed shall be signed by a Director and the Secretary or another Director or some other person appointed by the Directors for the purpose but so that the Directors may by resolution determine either generally or in any particular case, that any such signature may be affixed by some mechanical, facsimile, autographic, electronic and/or any other means to be specified in such resolution PROVIDED that the use of such means is by such resolution restricted to a certificate or other document of title in respect of any share stock, debenture or other marketable security created or issued by the Company to be given under the Seal or Share Seal of the Company.

Formalities for affixing seal.

AUTHENTICATION OF DOCUMENTS

131. Any Director or the Secretary or any other person approved by the Directors shall have the power to authenticate any documents affecting the Constitution of the Company and any resolutions passed by the Company or the Directors, and any books, records, documents and accounts relating to the business of the Company and to certify copies thereof or extracts therefrom as true copies of extracts.

Power to authenticate documents

132. A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of the last preceding Clause shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors.

Certified copies of resolution of the Directors

ACCOUNTS AND FINANCIAL STATEMENTS

133. The Directors shall cause proper accounting and other records to be kept and shall distribute copies of financial statements and other documents as required by the Act and shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the books of accounting and other records of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by the Act or by this Constitution or authorised by the Directors or by a resolution of the Company in general meeting.

Directors to keep proper accounts

134. The Directors shall from time to time cause to be prepared, sent to every Member and laid before the Company in general meeting the audited financial statements and reports in accordance with the Act.

Presentation of audited financial statements

135. A copy of each of the audited financial statements, the Directors' and Auditors' reports in printed form or electronic form (including but not limited to Compact Disc Read-Only Memory (CD-ROM), Digital Versatile Disc Read-Only Memory (DVD-ROM), electronic mail or publication on the website or other electronic platform(s) of the Company) or any combination thereof shall, not less than 21 days before the date of the general meeting be sent to every Member of and to every holder of debentures of the Company and to every other person who is entitled to receive notice of general meetings from the Company under the provisions of the Act or of this Constitution, in accordance with the provisions of the Act or of this Constitution; PROVIDED that this Constitution shall not require a copy of these documents to be sent to any person of 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.

Copies of audited financial statements

AUDIT

136. The Company at each annual general meeting shall appoint an Auditor or Auditors to hold office until the next annual general meeting and fix his or their remuneration in accordance with the provisions of the Act.

Appointment of auditor

DIVIDENDS AND RESERVES

137. The Company may make a distribution of dividends to the Members out of profits of the Company available if the Company is solvent, but no dividend shall exceed the amount as authorised by the Directors.

Payment of dividend

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

Distribution only if Company is solvent

139. If, after a distribution is authorised and before it is made, the Directors cease to be satisfied on reasonable grounds that the Company will be solvent immediately after the distribution is made, the Directors shall take all necessary steps to prevent the distribution from being made.

Directors to prevent distribution from being made if Company not solvent

140. The Directors may, before authorising any distribution of dividend, set aside out of the profit of the Company such sum as it thinks proper as reserves which shall, at the discretion of the Directors, be applicable for any purpose (including the utilisation of the retained profits to provide the consideration for the purchase of the Company's own share) 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 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.

Power to carry profit to reserves

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

Apportionment of dividends

142. 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.

Power to deduct unpaid calls from dividend

143. The Directors in authorising a distribution of dividend may direct payment of such dividend wholly or partly by the distribution of specific assets, and in particular of paid-up shares, debentures or debenture stock of any other company or in any one (1) or more of such ways and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties, may vest any such specific assets in trustees as may seem expedient to the Directors.

Payment of dividends in specie

144. Any dividend, interest, or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder who is named on the Register of Members or to such person and to such address as the holder may in writing direct. Payment of dividend may also be made by direct transfer or such other mode of electronic means to the bank account of the holder whose name appears in the Register of Members or Record of Depositors or if more than one (1) person is entitled thereto in consequence of the death or bankruptcy of the Member, payment in such manner to the bank account of any such persons or to the bank account of such persons as such person may by writing direct. 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 notwithstanding any discrepancy given by the Member in the details of his bank account(s).

Dividends payment by cheque or electronic transfer

CAPITALISATION OF PROFITS

145. The Company in a meeting of Members may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any share held by such Members respectively or paying up in full unissued shares or debenture of the Company to the 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.

Capitalisation on recommendation of Directors

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

Implementation of resolution to capitalise

NOTICE

147. Notices of meetings of Members and any other communication between the Company and the Members, including matters relating to resolutions, supply of information or documents or otherwise whether for the purposes of complying with the Act, the Listing Requirements or otherwise may be given to Members either:-

Manner in which notice to be given

- (i) in hard copy;
- (ii) in electronic form; or
- (iii) partly in hard copy and partly in electronic form.

148. (a) Notice, document and/or material being communicated by the Company to a Member:-

Service of notice

(i) in hard copy shall be sent to any Member either personally or by post in a prepaid letter addressed to the last known address of the Member as in the Register of Members or the Record of Depositors. The notice or document is deemed to be served on the day the prepaid letter, envelope or wrapper containing such notice or document is posted; or

(ii) in electronic form shall be transmitted to the electronic mail address provided by the Member to the Depository for such purpose as appearing in the Record of Depositors or by publishing on the Company's website or via short messaging service or any other electronic platforms.

(b) A communication in the following electronic means shall be valid if:-

(i) served on a Member by means of publication on the Company's website provided that a notification of the publication of the notice or document or material being communicated on the website has been given to the Members via hard copy and/or electronic form (including but not limited to electronic mail and short messaging service) in accordance with the Act and the Listing Requirements; or

(ii) served on a Member using any other electronic platform maintained by the Company or third parties that can host the information in a secure manner for access by Members provided that a notification of the publication of the notice or document or material being communicated on the electronic platform has been given to the Members via hard copy and/or electronic form (including but not limited to electronic mail and short messaging service) in accordance with the Act and the Listing Requirements;

(c) The notice or document or material sent to any Member in electronic form shall be deemed to be served upon transmission to the last known electronic mail address of the Member provided that the Company has record of the electronic communication being sent and does not receive an automated delivery failure notice after the communication has been transmitted.

(d) A communication by means of publication on a website shall be deemed to be served upon when the notice or document or material is first made available on the Company's website.

(e) A communication via electronic platform maintained by the Company or third parties shall be deemed to be served on the date the notice or document or material is first made available thereon.

149. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a Member by sending it through the post in a prepaid letter addressed to them by name or by the title of representatives of the deceased, or assignee of the bankrupt, or by any like description, at the address, if any, within Malaysia supplied for the purpose by the persons claiming to be so entitled or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy has not occurred. Every person who by operation of law, transfer, transmission or other means whatsoever shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address being entered in

Service of notice after death or bankruptcy of a Member

the Register of Members or the Record of Depositors, has been served on the person from whom he derives such entitlement to the share.

150. Notice of every meeting of Members shall be given in any manner herein before authorised to:-

Persons entitled to receive notice

- (i) every Member;
- (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 auditor for the time being of the Company; and
- (iv) every Director.

Save as otherwise provided in this Constitution or in the Act, no other person shall be entitled to receive notice of meeting of Members.

151. Any notice on behalf of the Company or of the Board of Directors shall be deemed effectual if it purports to bear the signature of the Secretary, or a Director or other duly authorised officer of the Company.

Notice deemed effectual

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

Accidental omission of notice shall not invalidate meeting

WINDING UP

153. Upon the winding up of the Company, the holders of preference Shares, shall be entitled to be paid all arrears of preferential dividend up to the commencement of winding up and also to be repaid the amount of capital paid up or credited as paid up on such preference shares held by them respectively, in priority to the equity shares, but shall not be entitled to any other further rights to participate in the profits or assets; subject as aforesaid and to the rights of any other holders of shares entitled to receive preferential payment over the equity shares, in the event of the winding up of the Company, the holders of the equity shares shall be entitled to be repaid the amount of capital paid up or credited as paid up on such shares and all surplus assets thereafter shall belong to the holders of the equity shares in proportion to the amount paid up or credited as paid up on such equity shares respectively, at the commencement of the winding up. If the assets shall be insufficient to repay the whole of the paid up equity capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the Members holding equity shares in proportion to the capital paid up or which ought to have been paid up on the equity shares held by them respectively at the commencement of the winding up other than the amounts paid by them in advance of calls.

Ranking for distribution of assets upon winding up

154. If the Company is wound up the liquidator may after the payment or satisfaction of all liabilities of the Company including preferred payments under the Act, with the sanction of a 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 difference classes of members. The liquidator may, with the like sanction, vest the whole or any part of any such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, thinks fit, but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability.

Distribution of assets in specie

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

Liquidator's commission

SECRECY CLAUSE

156. Save as may be expressly 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 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 interests of the Members of the Company to communicate to the public.

Member not entitled to trade secret, etc

INDEMNITY

157. Every Director, Secretary, agent or other officers for the time being of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in the Act), which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no such Director or officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto, and the Company may effect insurance for such persons against such liability. But this Constitution shall only have effect in so far as its provisions are not avoided by the Act.

Indemnity of Directors and Officers

EFFECT OF THE LISTING REQUIREMENTS

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

Effect of the Listing Requirements

(2) Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done;

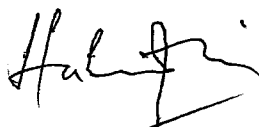
(3) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be);

(4) If the Listing Requirements require this Constitution to contain a provision and it does not contain such a provision, this Constitution is deemed to contain that provision;

(5) If the Listing Requirements require this Constitution not to contain a provision and it contains such a provision, this Constitution is deemed not to contain that provision; and

(6) If any provision of this Constitution is or becomes inconsistent with the Listing Requirements, this Constitution is deemed not to contain that provision to the extent of the inconsistency.

The foregoing Constitution was adopted by Special Resolution of the Company on the 28th day of August, 2018 in substitution for and to supersede the Memorandum and Articles of Association then subsisting.



Tan Sri Abdul Halim bin Ali
Chairman