



ECM LIBRA FINANCIAL GROUP BERHAD
(Company No. 713570-K)
(Incorporated in Malaysia)

PROPOSED NEW CONSTITUTION

OF

ECM LIBRA FINANCIAL GROUP BERHAD

This is the Appendix A referred to in the Agenda No. 8 of the Notice of the Fourteenth Annual General Meeting (“14th AGM”) of ECM Libra Financial Group Berhad dated 29 April 2019.

Date and time of the 14th AGM : Thursday, 27 June 2019 at 2.30 p.m.

Venue of the 14th AGM : MAKAN at Tune Hotel KLIA2, Lot Pt 13,
Jalan KLIA 2/2, 64000 KLIA, Selangor.

THE COMPANIES ACT 2016

PUBLIC COMPANY LIMITED BY SHARES

MALAYSIA

CONSTITUTION

OF

ECM LIBRA FINANCIAL GROUP BERHAD

(Company No. 713570-K)

Incorporated on the 24th day of October 2005

THE COMPANIES ACT 2016

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

ECM LIBRA FINANCIAL GROUP BERHAD

1. The name of the Company is **ECM LIBRA FINANCIAL GROUP BERHAD**.
2. The registered office of the Company will be situated in Malaysia.

INTERPRETATION

3. In this Constitution, if not inconsistent with the subject or context:-

“Act”	means the Companies Act 2016 as amended from time to time and any re-enactment thereof;
“Board”	means the board of directors for the time being of the Company;
“Central Depositories Act”	means the Securities Industry (Central Depositories) Act 1991 as amended from time to time and any re-enactment thereof;
“Company”	means ECM Libra Financial Group Berhad ;
“Depositor”	means a holder of a securities account established by the Depository;
“Depository”	means Bursa Malaysia Depository Sdn Bhd or such other names by which it may be known from time to time;
“Deposited Security”	shall have the meaning given in Section 2 of the Central Depositories Act;
“Directors”	means the directors for the time being of the Company;
“Exchange”	means Bursa Malaysia Securities Berhad or such other exchange on which the Company’s Securities are quoted;
“holder”	means, in relation to Securities in the Company, any person/persons whose names appear on the Register and any Depositor whose names appear on the Record of Depositors but shall exclude the Depository or its nominee company in whose name the Deposited Security is registered. “Holding of shares in the Company” and “shareholder of the Company” and any other similar expressions shall have the corresponding meanings;

“Listing Requirements”	means the Main Market Listing Requirements of the Exchange including any amendment thereto that may be made from time to time;
“Market Day”	means a day on which the stock market of the Exchange is open for trading in Securities;
“Member(s)”	means any person for the time being registered as the holder of shares in the share capital of the Company in the Register (except Depository in its capacity as bare trustee) and any Depositors whose name appears on the Record of Depositors; pursuant to Section 35 of the Central Depositories Act
“Office”	means the registered office for the time being of the Company;
“Record of Depositors”	means a record provided by the Depository to the Company or its registrar or its issuing house pursuant to an application under Chapter 24 of the Rules;
“Register”	means the Register of Members to be kept pursuant to the Act;
“Rules”	means the Rules of the Depository including any amendment or modification thereto;
“Seal”	means the common seal of the Company;
“Share Seal”	means the share seal of the Company;
“Securities”	shall have the same meaning given in the Securities Commission Act 1993 or any statutory modification, amendment or re-enactment thereof for the time being in force;
“Securities Account”	means an account established by the Depository for a Depositor for the recording of deposit of Securities and for dealing in such Securities for the Depositor;
“shares”	means shares in the Company;

Reference 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.

Reference to “Constitution” means the provisions of this Constitution as originally framed or as from time to time altered by special resolution.

Words including the singular only shall include the plural and the masculine gender shall include the feminine and neuter genders and unless the contrary intention appears, the word “person” shall include a corporation.

Unless the contrary intention appears, words or expressions contained in the provisions of this Constitution shall be interpreted in accordance with the provisions of the Interpretation Act, 1967 as in force at the date at which this Constitution becomes binding on the Company and as amended from time to time and any re-enactment thereof.

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

CAPACITY AND POWERS

4. 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, full rights, powers and privileges as contained in Section 21 of the Act.
5. The powers of the Company in addition to those conferred under Section 21 of the Act shall include but not limited to the following powers:
 - (1) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
 - (2) To acquire and undertake the whole or any part of the business, property and liability of any person or company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purpose of the Company.
 - (3) To apply for, purchase, or otherwise acquire any patents, patent rights, copyrights, trademarks, formulas, licences, concessions, and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to, any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company; and to use, exercise, develop, grant licences in respect of, or otherwise turn to account, the property, rights, or information so acquired.
 - (4) To amalgamate or enter into partnership or into any arrangement for sharing of profits, union of interest, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
 - (5) To take, or otherwise acquire, and hold, shares, debentures, or other Securities of any other company.
 - (6) To enter into any arrangements with any Government or authority, supreme, municipal, local, or otherwise, that may seem conducive to the Company's objects, or any of them; and to obtain from any such Government or authority any rights, privileges, and concessions which the Company may think it desirable to obtain; and to carry out, exercise, and comply with any such arrangements, rights, privileges, and concessions.
 - (7) To promote any other company or companies for the purpose of acquiring or taking over all or any of the property, rights, and liabilities of the company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
 - (8) To purchase, take on lease or in exchange, hire, and otherwise acquire any movable or immovable property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business, and in particular any land, buildings, easements, machinery, plant, and stock in trade.

- (9) To invest and deal with the money of the Company not immediately required in such manner as may from time to time be thought fit.
- (10) To lend and advance money or give credit to any person or company; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or company; to secure or undertake in any way the repayment of moneys lent or advanced to or the liabilities incurred by any person or company; and otherwise to assist any person or company.
- (11) To borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures perpetual or otherwise, charged upon all or any of the Company's property (both present and future), including its uncalled capital; and to purchase, redeem, or pay off any such Securities.
- (12) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures, or Securities of any other company having objects altogether or in part similar to those of the Company.
- (13) To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase, or otherwise, and to exercise, carry out, and enjoy any charter, licence, power, authority, franchise, concession, right, or privilege, which any Government or authority or any corporation or other public body may be empowered to grant, and to pay for, aid in, and contribute towards carrying the same into effect; and to appropriate any of the Company's shares, debentures, or other securities and assets to defray the necessary costs, charges, and expenses thereof.
- (14) To procure the Company to be registered or recognised in any country or place outside Malaysia.
- (15) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Company.
- (16) To take or hold mortgages, liens, and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, or any part of the Company's property of whatsoever kind sold by the Company, or any money due to the Company from purchasers and others.
- (17) To carry out all or any of the objects of the Company and do all or any of the above things in any part of the world and either as principal, agent, contractor, or trustee, or otherwise and by or through trustees or agents or otherwise, and either alone or in conjunction with others.
- (18) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Company.
- (19) To carry on any trade and business whatsoever which can be advantageously carried on by the Company independent of, or in connection with or ancillary to any of the above business or the general business of the Company.

6. The liability of the Members is limited.

SHARES

7. The shares in the Company 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
8. Without prejudice to any special rights previously conferred on the holder of the any existing shares or class of shares but subject to the Act and to the provisions of this Constitution, the Directors may allot, grant options over or otherwise dispose of the unissued share capital of the Company to such persons, at such time and on such terms as they think proper, PROVIDED ALWAYS THAT:-
- (a) no shares shall be issued which will have the effect of transferring a controlling interest in the Company without prior approval of Members in general meeting;
 - (b) in the case of shares other than ordinary shares, no special rights shall be attached until the same have been expressed in the provisions of this Constitution; and
 - (c) no Director shall participate in a share scheme for employees unless Members in general meeting have approved the allotment to be made to such Director.
9. Without prejudice any special rights previously conferred on the holders of any share or class of shares already issued, but subject to the Act and the provisions of this Constitution, any shares in the Company (whether forming part of the original capital or not) may be issued or have attached thereto such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by ordinary resolution determine provided that: Rights of preference shares
- (a) preference shareholders shall have the same rights as ordinary shareholders as regards to receiving notices, reports and audited accounts and attending general meetings of the Company PROVIDED ALWAYS THAT preference shareholders shall not have the right to vote at any general meeting of the Company except on each of the following circumstances:-
 - (i) when the dividend or part of the dividend on the share is in arrears for more than six (6) months;
 - (ii) on a proposal to reduce the Company's share capital;
 - (iii) on a proposal for the disposal of the whole of the Company's property, business and undertaking;
 - (iv) on a proposal that affects rights attached to the share;
 - (v) on a proposal to wind up the Company; and
 - (vi) during the winding up of the Company,
 - (b) the Company shall not unless with the consent of the existing preference shareholders at a class meeting hereof issue further preference capital ranking in priority above preference shares already issued but may issue preference shares ranking equally therewith.

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

10. Subject always to the compliance with the provisions of the Act and all other applicable laws and the requirements of the Exchange for the time being in force, the Company may, with the sanction of Members in a general meeting, purchase its own shares upon and subject to such terms and conditions as the Directors may, in their discretion deem fit. Shares in the Company so purchased by the Company shall be dealt with as provided by the Act and the Listing Requirements and/or other relevant authority. Company purchasing own shares
11. In addition to all other powers of paying commissions, the Company (or the Board on behalf of the Company) may exercise the powers conferred by Section 80 of the Act of applying its shares or capital moneys in paying commissions to persons subscribing or procuring subscriptions for shares of the Company, or agreeing so to do whether absolutely or conditionally, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and shall not exceed ten per cent (10%) of the price at which the shares in respect whereof the commission is paid are issued or an amount equivalent thereto. The Company (or the Board on behalf of the Company) may also on any issue of the shares pay such brokerage as may be lawful. Power of paying commission and brokerage
12. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a long period, the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in Section 130 of the Act, and may charge the same to capital as part of the cost of construction of the works, buildings or plant. Power to charge interest in capital
13. The Company shall duly observe and comply with the provisions of the Act, the Central Depositories Act and the provisions of this Constitution applicable to any allotment of its shares.
14. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not even when having notice thereof be bound or compelled to recognise any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by the provisions of this Constitution otherwise expressly provided or as required by law) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
15. 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, will be deemed to be declined, and, after the expiration of that time, or on 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 so dispose of any new shares or Securities which (by reason of the ratio which the new shares or Securities bear to shares or Securities held by persons entitled to an offer of new shares or Securities) cannot, in the opinion of the Directors, be conveniently offered under this Clause.

16. Notwithstanding Clause 8 and the existence of a resolution pursuant to Sections 75(1) and 76(1) of the Act, the Company shall not issue shares or convertible Securities if the total number of those shares or convertible Securities when in aggregate with the total number of any of such shares or convertible Securities issued during the preceding twelve (12) months exceeds 10% of the total number of issued shares (excluding treasury shares) of the Company, except where the shares or convertible Securities are issued with the prior approval of Members in general meeting of the precise terms and conditions of the issue. Issue of shares or convertible Securities not to exceed 10%
17. Subject to the Central Depositories Act and the Rules, no person shall exercise any rights of a Member until his name shall have been entered in the Register or the Record of Depositors and he shall have paid all calls and other moneys for the time being due and payable on any share held by him.
18. If, by the condition of allotment of any share, the whole or part of the amount or issue price thereof shall be payable on fixed dates every such amount shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share, or his legal personal representatives.

DISPOSAL OF SHARES OF MEMBERS WHOSE WHEREABOUTS UNKNOWN

19. Where by the exercise of reasonable diligence the Company is unable to discover the whereabouts of a Member for a period of not less than ten (10) years the Company may cause an advertisement to be published in a newspaper circulating in the place shown in the Register or the Record of Depositors as the address of the Member stating that the Company after expiration of thirty (30) days from the date of advertisement intends to transfer the shares to the Minister charged with responsibility for finance.
20. If after the expiration of thirty (30) days from the date of the advertisement the whereabouts of the Member remains unknown, the Company may transfer the shares held by the Member in the Company to the Minister charged with responsibility for finance and for the purpose may execute for and on behalf of the owner a transfer of those shares to the Minister charged with responsibility for finance.

CERTIFICATE/NOTICE OF ALLOTMENT OF SECURITIES

21. (1) The Company must ensure that all new issues of shares and all other types of Securities, including any additional listing of such Securities for which listing is sought shall be by way of crediting the Securities accounts of the allottees with such Securities save and except where it is specifically exempted from compliance with Section 38 of the Central Depositories Act, in which event it shall so similarly be exempted from compliance with this provision. For this purpose, the Company must notify the Depository of the names of the allottees and all such particulars required by the Depository, to enable the Depository to make the appropriate entries in the Securities accounts of such allottees.
- (2) Subject to the Act, the Central Depositories Act and the Rules, the Company shall:
- (a) within fifteen (15) Market Days of the final applications closing date for an offer for sale; and

- (b) within eight (8) Market Days of:
- (i) the final applications date for a right issue or a public issue;
 - (ii) the books closing date for a bonus issue; or
 - (iii) the date of receipt of a notice of the exercise of an option together with the requisite payment under a share scheme for employees; or
 - (iv) the date of receipt of a subscription form together with the requisite payment for the conversion or exercise of the convertible security,

or such other period as may be prescribed by the Exchange;

allot and/or issue Securities, despatch a notice of allotment to allottees or the employees (for the case of share scheme for employees) or the holder of the convertible security (for the case of conversion) as the case may be, and make an application for the quotation of such Securities.

22. The certificate of title to share, stock, debenture, debenture stock, notes and other Securities shall be issued under the Seal with security features and of such size as prescribed by the Exchange and all such certificates shall be signed by at least one Director and the Secretary or in lieu of the Secretary by such other person as the Directors may appoint for the purpose. It shall be sufficient evidence that the Seal has been duly affixed to any such certificate and signed as aforesaid if a facsimile of the signature of a Director and of the Secretary appears thereon.
23. Nothing in the provisions of this Constitution shall require the Company to issue under the Seal, its duplicate common seal or its official seal for use outside Malaysia any certificate or other instrument, other than a share certificate, which is not required to be issued by laws.

CALLS ON SHARES

24. The Directors may subject to the provisions under this Constitution from time to time make such calls upon the Members as the Directors may think fit in respect of the amount unpaid on their shares and not by the conditions of allotment made payable at fixed times provided that no call shall exceed one-fourth of the issued price of the share or be payable at less than thirty (30) days from the date fixed times for the payment of the last preceding call. Except in the case of calls payable at fixed times pursuant to the conditions of allotment each Member shall be entitled to receive at least fourteen (14) clear days notice specifying the time or times and place of payment.
25. Any call may be made either in one sum or by installments and each Member upon whom a call is made is liable to pay the amount of the call to the person and at the time or times and place appointed by the Directors. A call may be revoked or the time for its payment may be postponed by the Directors
26. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed.
27. The Directors may on the issue of shares, differentiate between the holders of such shares as to the amount of calls to be paid and the time of payment of such calls. Difference in calls and payments
28. Any sum which by the terms of issue of a share is made payable upon allotment or at any fixed date shall, for all purposes of the provisions under this Constitution, be deemed to be a call duly made and payable on such fixed date and in case of non-payment all the provisions of this Constitution as to payment of interest, forfeiture or otherwise shall apply as if such sum were a call duly made and notified. Sums payable on fixed dates

29. If any sum in respect of a call is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment, at such rate, not exceeding eight per cent (8%) per annum, as the Directors may determine (or failing such determination, then at the rate of eight per cent (8%) per annum) provided, however the Directors may waive payment of such interest in whole or in part. Interest on unpaid calls
30. The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the moneys payable in respect of any share held by him beyond the amount of the calls actually made thereon and upon the moneys so advanced, or so much thereof as shall from time to time exceed the amount of the calls due upon such shares, the Company may pay interest at such rate not exceeding eight per cent (8%) per annum, as may be agreed between the Member paying the sum in advance and the Directors. Any capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. Except in liquidation, sums paid in advance of calls shall not, until the same would but for such advance have become payable, be treated as paid up on the shares in respect of which they have been paid. Payment in advance of calls

FORFEITURE AND SURRENDER OF SHARES

31. If any Member fails to pay the whole or any part of any call on the day appointed for the payment thereof, the Directors may at any time thereafter during such time as the call or any part thereof remains unpaid, serve a notice on him requiring him to pay such call or such part thereof as remains unpaid, together with any interest or compensation which may have accrued. Notice to pay calls
32. The notice shall name a further day (not being less than fourteen (14) days from the date of service of the notice) on or before which, and the place where, the payment required by the notice is to be made, and shall state that, in the event of non-payment at or before the time and at the place appointed the shares in respect of which such call was made will be liable to be forfeited. Period of notice
33. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect unless the payment as required under the notice has been made before such resolution. Such forfeiture shall include all dividends which shall have been declared on the forfeited shares and not actually paid before the forfeiture. The Directors may accept the surrender of any share liable to be forfeited hereunder. Forfeiture on non-compliance with notice
34. Subject to the Act, Central Depositories Act, the Listing Requirements and the Rules, a share so forfeited or surrendered shall become the property of the Company and may be resold, re-allotted or otherwise disposed of either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto, or to any other person upon such terms and in such manner as the Directors shall think fit, and at any time before a sale, re-allotment or disposition the forfeiture or surrender may be cancelled on such terms as the Directors think fit. If any share is forfeited and sold, any residue after the satisfaction of the unpaid calls and accrued interest and expenses, shall be paid to the person whose shares have been forfeited, or his executors, administrators or assigners or as he directs. Subject to any lien for sums not presently payable, if any, any residue of the proceeds of re-allotment or re-issue of shares which are forfeited after the satisfaction of the unpaid calls or instalments payable and accrued interest and expenses, shall be paid to the person entitled to the shares immediately before the forfeiture thereof or to his executors, administrators, or assignees or as he directs. Disposal of forfeited shares

35. A person whose shares have been forfeited or surrendered shall cease to be a Member in respect of the forfeited or surrendered shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture or surrender were payable by him to the Company in respect of the shares (together with interest or compensation at the rate of eight per centum (8%) per annum (or such lower rate as the Directors may approve) from the date of forfeiture or surrender on the money for the time being unpaid if the Directors think fit to enforce payment of such interest or compensation) but his liability shall cease if and when the Company receives payment in full of all such moneys in respect of the shares. Arrears to be paid notwithstanding forfeiture
36. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company, and that a share in the Company has been duly forfeited or surrendered or sold to satisfy a lien on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares. The Company may receive the consideration, if any, given for the share on any sale or disposition thereof and the Directors may authorise some person to execute a transfer of the share in favour of the person to whom the share is sold or otherwise disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or other disposal of the share. The Directors may authorise any person to execute a transfer of any shares sold to the purchaser. Proof of forfeiture
37. 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. Application of forfeiture provisions
38. When any share has been forfeited in accordance with the provisions of this Constitution notices of the forfeiture shall, within fourteen (14) days from the date of forfeiture thereof, be given to the holder of the share or to the person entitled to the share by reason of the death or bankruptcy as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof shall forthwith be made in the Register or the Record of Depositors, as appropriate, opposite to the share. Notice of forfeiture and entry
39. In the event of any forfeited share on which the Company has a lien being sold or disposed of, the net proceeds of such sale or disposal after providing for the expenses of such sale or disposal and for the payment of any moneys owing to the Company in respect of which the lien exists shall be paid to the person (or persons for joint holders) whose share has been forfeited or his executors, administrators or assignees as the case may be or as he or she shall direct. Proceeds from disposal of forfeited shares

LIEN

40. Subject to the Act, the Central Depositories Act and the Rules, the Company shall have a first and paramount lien on every share (not being fully paid share) for all money due by the Member by way of money called or payable at a fixed time (including interest on late payment of such money) in respect of the particular 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 Member for all moneys 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 Constitution. The Company's lien, if any, on a share shall extend to all dividends payable thereon and to such amounts as the Company may be called upon by law to pay in respect of the shares of the Member or deceased Member. Company's lien on shares

41. The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen (14) days after notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy. Power to enforce lien by sale
42. 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. Sale of shares under lien
43. The proceeds of any such sale after payment of the amount of interests and costs relating to the sale shall be received by the Company and applied in or towards payment of 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 like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale or his executors, administrators or assignees or as he directs. Application of proceeds of sale of shares under lien
44. The Directors may decline to register the transfer of a share over which the Company has a lien.

TRANSFER OF SHARES

45. The transfer of any listed Securities or class of listed Securities of the Company which have been deposited with the Depository, shall be by way of book entry by the Depository in accordance with the Rules and notwithstanding Sections 105, 106 or 110 the Act, but subject to subsection 148(2) of the Act and any exemption that may be made from compliance with subsection 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of such Securities.
46. Subject to the provisions of this Constitution, the Act, the Central Depositories Act and the Rules (with respect to transfer of deposited security), the instrument of transfer shall be executed by or on behalf of the transferor and the transferee and the transferor shall be deemed to remain the holder of the share until the transferee's name is entered in the Register as the holder of that share and/or the Record of Depositors as the case may be, in respect thereof. All transfer of deposited Securities shall be effected in accordance with the Act, the Central Depositories Act and the Rules.
47. No share shall in any circumstances be transferred to any partnership or unincorporated association or body, infant, bankrupt or person of unsound mind. No transfer to partnership or etc.
48. (1) Subject to the provisions of this Constitution, the Act, the Central Depositories Act and the Rules (with respect to transfer of Deposited Security), the Directors may in their absolute discretion and without assigning any reason thereof, decline to register any transfer of shares which are not deposited with the Depository. The registration of any transfer shall be suspended when the Register is closed under Clause 49.

- (2) Subject to the provisions of the Act, the Central Depositories Act and the Rules, all dealings in respect of deposited Securities shall only be effected by the beneficial owners of such deposited Securities or an authorised nominee, as the case may be. A Depositor shall not withdraw the Securities which have been deposited with a Depository except in such manner as may be specified in the Rules.
- (3) The Directors shall decline to recognise an instrument of transfer where the Directors are aware or have reason to believe that the registration of such transfer would result in a contravention of or failure to comply with any provision of the laws of Malaysia.
- (4) All instruments of transfer which are registered may be retained by the Company.
- (5) If the Directors refuse or delay the registration of any transfer of share, they shall pass a resolution to refuse or delay the registration of the transfer within thirty (30) days after the date on which the transfer was lodged with the Company setting out in full the reasons for refusing or delaying the registration and send to the transferor and the transferee notice of refusal within seven (7) days of the resolution being passed as required by the Act. Any instrument of transfer which the Directors may refuse to register shall be returned to the person who tendered the same for registration save and except in cases where the Directors suspect fraud.
49. The Register may be closed at such time and for such period as the Directors may from time to time determine PROVIDED ALWAYS THAT they shall not be closed for more than thirty (30) days in aggregate in any year. Any notice of intention to fix a books closing date and the reason therefore stating the book closing date(s) which shall be at least ten (10) clear Market Days after the date of announcement to the Exchange and the address of the share registrar shall be given to the Exchange.
50. There shall be paid to the Company in respect of the registration of any probate, letters of administration, certificate of marriage or death, power of attorney or other document relating to or affecting the title of any shares, such fee, not exceeding Ringgit Malaysia Three (RM3.00) as the Directors may from time to time require or prescribe.
51. Nothing in the provisions of this Constitution shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.
52. Neither the Company nor the Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of shares apparently made by sufficient parties, although the same may, by reason of any fraud or other cause not known to the Company or the Directors or other officers be legally in-operative or insufficient to pass the property in the shares proposed or professed to be transferred, and although the transfer may, as between the transferor and transferee, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument or transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee of the particulars of the shares transferred, or otherwise in defective manner. An in every such case, the person registered as transferee, his executors, administrators and assigns alone shall be entitled to be recognised as the holder of such shares and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto.

Notice of refusal for registration

Closure of the Register

Fees in respect of registration of any probate, letter of administration, etc

Non-liability of Company, Directors and officers in respect of transfer

TRANSMISSION OF SECURITIES

53. Where:-
- (a) the Securities of the Company are listed on another stock exchange; and
- (b) the Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29 of the Securities Industry (Central Depositories) (Amendment) Act 1998, as the case may be, under the Rules in respect of such Securities,
- the Company shall, upon request of a Securities holder, permit a transmission of Securities held by such Securities holder from the register of holders maintained by the register 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.
54. In case of the death of a Member, the legal representatives of the deceased, shall be the only persons recognised by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of deceased holder from any liability in respect of any share which had been held by him.
55. Any person becoming entitled to shares in consequence of the death or bankruptcy of any Member may upon such evidence of title being produced as may from time to time be required by the Directors (but subject to the provisions hereinafter contained) elect either to be registered himself as a Member in respect of such shares or to have some person nominated by him registered as transferee thereof but the Directors shall in either case have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that Member before his death or bankruptcy. Before recognising any executor or administrator, the Directors may require him to take out probate or letters of administration as evidence PROVIDED THAT where the share is a Deposited Security, subject to the Rules, a transfer or withdrawal of the share may be carried out by the person becoming so entitled.
56. If any person so becoming entitled elects to be registered himself, he shall deliver or send to the Company a notice in writing signed by him 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 and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice of transfer were a transfer signed by that Member PROVIDED THAT where the share is a Deposited Security and the person becoming entitled elects to have such shares transferred to him, the aforesaid notice must be served by him on the Depository.
57. A person entitled to shares in consequence of the death or bankruptcy of a Member shall be entitled upon the production of such evidence as may from time to time be properly required by the Directors in that behalf to receive and may give a discharge for all dividends and other moneys payable in respect of the shares, but he shall, subject to Clause 94(2), not be entitled to receive notice of or to attend or vote at any meeting, or, save as aforesaid, to exercise any of the rights and privileges of a Member, unless and until he shall have become a Member in respect of the shares.
- Transmission of securities from foreign register
- Person recognised in case of death of Member
- Procedure for registration

DEPOSITORS

58. A depositor whose name appears in the Record of Depositors maintained by the Depository pursuant to Section 35 of the Central Depositories Act in respect of the Securities of the Company which have been deposited with the Depository shall be deemed to be a Member, debenture holder, interest holder or option holder as the case may be, of the Company and shall, subject to the provisions of the Central Depositories Act and any regulations made thereunder, be entitled to the number of Securities stated in the Record of Depositors and all rights, benefits, powers and privileges and be subject to all liabilities, duties and obligations in respect of, or arising from, such Securities (whether conferred or imposed by the Act or these Presents).
59. The Record of Depositors obtained by the Company shall be available for inspection by any Member of the Company (including the depositor) without any charge and by any other person, on payment of Ringgit One (RM1.00) or such lesser sum as the Company may require, in respect of each inspection. Inspection of Record of Depositors

CONVERSION OF SHARES INTO STOCKS

60. The Company may by ordinary resolution convert any paid up shares into stock, and reconvert any stock into paid up shares of any denomination. Conversion of shares into stock and reconversion
61. The holders of stock may transfer the same or any part thereof in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances permit; provided however that the Directors may from time to time, if they think fit, fix the minimum amount of stock transferable, and direct that fractions of a dollar or of any other sum shall not be dealt with, with power nevertheless, at their discretion to waive such stipulations in any particular case and provided further that the minimum amount of stock transferable shall not exceed the nominal amount of the shares from which the stock arose. Stock transfer
62. The stock shall confer on the holders thereof respectively the same privileges and advantages, as regards dividends, participation in assets on a winding up, voting at meetings of the Company, and other matters as would have been conferred by the shares from which the stock arose, but so that none of such privilege or advantages, (except participation in dividends and profits of the Company and in assets on a winding up) shall be conferred by an amount of the stock which would not, if existing in shares, have conferred such privilege or advantages. Rights of stockholders
63. All such provisions of this Constitution as are applicable to paid-up shares shall apply to stock and in all such provisions the word "share" shall include "stock" and the word "shareholders" and "Member" shall include "stockholder". Definition

INCREASE OF CAPITAL

64. The Company may from time to time, whether all the shares for the time being issued shall have been fully paid up or not, by ordinary resolution increase its share capital by the creation and issue of new shares of such amount to be divided into shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company by the resolution authorising such increase directs. Increase of Share Capital
65. Except so far as otherwise provided by the conditions of issues, any capital raised by the creation of new shares shall be considered as part of the original share capital of the Company. All new shares shall be subject to the same provisions herein contained with reference to allotments, the payment of calls and instalments, transmissions, forfeiture, lien or otherwise and shall also be subject to the Rules.

ALTERATION OF CAPITAL

66. (1) The Company may from time to time by ordinary resolution:- Power to alter capital
- (a) consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the shares from which the subdivided share is derived; or
 - (b) convert all or any of its paid-up shares into stock and may reconvert that stock into paid-up shares; or
 - (c) subdivide its shares or any of the shares, whatever is in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived.
- (2) Subject to the Act, the Company may, by special resolution reduce its share capital. Power to reduce share capital

GENERAL MEETING

67. The Company shall in each year hold a general meeting as its annual general meeting within six (6) months of the Company's financial year end in addition to any other meetings in that year, and not more than fifteen (15) months shall elapse between the date of one (1) annual general meeting and that of the next. Annual general meeting
68. All general meetings other than annual general meetings shall be called extraordinary general meetings.
69. All general meetings shall be held at such time, day and place as the Directors shall determine. Every notice of an annual general meeting shall specify the meeting as such and every meeting convened for passing a special resolution shall state the intention to propose such resolution as a special resolution.
70. The Directors may whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on any requisition made in accordance with the provisions of the Act, or if the Company makes default in convening a meeting in compliance with a requisition received pursuant to Section 311 of the Act, a meeting may be convened by such requisitioner in the manner provided in Section 313 of the Act. Any meeting convened by requisitioner shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Directors.

NOTICE OF GENERAL MEETINGS

71. A meeting of the Company called for the passing of a special resolution and an annual general meeting shall be called by at least twenty-one (21) days' notice in writing. Any other meetings of the Company shall be called by at least fourteen (14) days' notice in writing specifying the place, day and hour of the meeting and, in the case of special business shall also specify the general nature of that business and shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. Notice of every such meeting shall be given by advertisement in at least one nationally circulated Bahasa Malaysia or English daily newspaper and in writing to the Exchange on which the Company is listed. Notice

72. Notice of general meeting shall be given in a manner hereinbefore specified to:
- (a) every Member;
 - (b) every person entitled to a share in consequence of the death or bankruptcy of a Member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting;
 - (c) the auditors for the time being of the Company; and
 - (d) every Director.
73. (1) The Company shall request the Depository in accordance with the Rules of the Depository, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company.
- (2) The Company shall request the Depository in accordance with the Rules of the Depository, to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than 3 Market Days before the general meeting (hereinafter referred to as “the General Meeting Record of Depositors”).
- (3) Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable), a Depositor shall not be regarded as a Member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.
74. Every notice calling a general meeting shall appear with reasonable prominence in every such notice a statement that a Member entitled to attend and vote, other than an exempt authorised nominee, is entitled to appoint not more than two (2) proxies to attend and vote instead of him. Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account (“Omnibus Account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
- An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.
- Where a Member appoints more than one (1) proxy to attend the same meeting, the Member shall specify the proportion of his shareholdings to be represented by each proxy.
75. The accidental omission to give notice of any meeting to or the non-receipt of the notice of a meeting by, any person entitled to receive notice shall not invalidate any resolutions passed or proceedings held at any such meeting.
76. A meeting shall, notwithstanding that it is called by notice shorter than is required by Clause 71 be deemed to be duly called if it is so agreed:-
- (a) in the case of a meeting called as the annual general meeting, by all the Members entitled to attend and vote thereat; or
 - (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote thereat, being a majority which together holds not less than ninety-five per centum (95%) of the total number of shares giving a right to attend and vote.

Who may receive Notice of General Meeting

Request for Register of Depositors

Notice with a statement on the number of proxies can be appointed and the proportion of shareholdings to be represented

Omission of notice

Short notice

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

PROCEEDINGS AT GENERAL MEETINGS

78. All business shall be deemed special that is transacted at any extraordinary general meeting and also all business that is transacted at an annual general meeting, with the exception of the following routine business:-
- (a) declaring dividends;
 - (b) the consideration and adoption of the financial statements and the reports of the Directors and auditors and other accounts and documents required to be annexed to the financial statements;
 - (c) the appointment of Directors in the place of those retiring by rotation or otherwise and fixing of the remuneration of the Directors; and
 - (d) the appointment and fixing of the remuneration of the auditors.
79. No business shall be transacted at an extraordinary general meeting except business of which notice has been given in the notice convening the meeting and no business shall be transacted at an annual general meeting, other than business of which notice has been given in accordance with Clause 71, with the exception of the matters referred to in Clause 78.
80. No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. For all purposes, two Members present in person or by proxy, or, in the case of corporations which are Members, by their representatives appointed pursuant to the provision of this Constitution and entitled to vote shall be a quorum PROVIDED THAT in respect of a Deposited Security, the Company shall inform the Depository of the dates of general meetings and shall in written request made in duplicate in the prescribed form, request the Depository at least three (3) Market Days prior to and not including the date of the general meeting, to prepare the second Record of Depositors which shall be the final record of all Depositors who shall be deemed to be the holders of ordinary shares of the Company eligible to be present and vote at such meeting. Quorum
81. If within half an hour after the time appointed for the meeting a quorum is not present, the meeting, if convened by or upon the requisition of Members, shall be dissolved. If otherwise convened, it shall stand adjourned to the same day in the next week (or if that day be a public holiday, then to the next business day following such public holiday), at the same time and place or to such other day and at such other time and place as the Directors may determine, but if a quorum is not present within half an hour from the time appointed for holding the adjourned meeting the Member or Members present at an adjourned meeting shall form a quorum. Absence of quorum

82. The Chairman of the Board, if any, or in his absence the Deputy Chairman of the Board, if any, shall preside as Chairman at every general meeting, but if there be no such Chairman or Deputy Chairman, or if neither of them be present within fifteen (15) minutes after the time appointed for holding the meeting, or shall decline to take or shall retire from the chair, the Directors present shall choose one of their own to act as Chairman of such meeting, and if there be no Director chosen who shall be willing to act, the Members present in person or by proxy and entitled to vote shall choose one of their own to act as Chairman at such meeting.
83. The Chairman may, with the consent of the meeting at which a quorum is present and if directed by the meeting shall, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for twenty-one (21) 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 of meeting
84. Subject to the Listing Requirements, any resolution set out in the notice of meeting of Members, or in any notice of resolution which may properly be moved and is intended to be moved at any meeting of Members, shall be determined by poll. 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 a question of adjournment shall be taken immediately. The Company shall appoint at least one (1) scrutineer for the purposes of a poll in accordance with the Act. Notwithstanding the above, a poll may be demanded in respect of all other matters: Voting by Poll
- (a) by the Chairman of the meeting;
 - (b) by at least three (3) Members present in person or by proxy
 - (c) by any Member or Members present in person or by proxy representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting; or
 - (d) by a Member or Members holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.
85. Subject to Clause 84, where a requirement to determine a resolution put to vote at the general meeting by poll is waived under the Listing Requirements or applicable laws, a resolution put to the vote at any general meeting shall be decided by show of hands unless a poll is (before or on declaration of the result of the show of hands) demanded. Voting by show of hands
86. If any votes shall have been counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting or at any adjournment thereof and unless in the opinion of the Chairman at the meeting or any adjournment thereof as the case may be, it shall be of sufficient importance to vitiate the result of the voting.

87. The result of a poll shall be deemed the resolution of the meeting. The Chairman may (and if so directed by the meeting shall) appoint scrutineers for the purposes of a poll, and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the results of the poll. Results of poll
88. 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
89. In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote. Chairman to have casting vote

VOTE OF MEMBERS

90. 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 shall be entitled to be present and to speak and vote at any general meeting of the Company either personally or by proxy or by attorney or by other duly authorised representative and to be reckoned in a quorum in respect of shares fully paid and in respect of partly paid shares where calls are not due and unpaid. Voting rights of Members
A proxy or attorney or other duly authorised representative appointed to attend and vote at any general meeting of the Company shall have the same rights as the Member to speak at the meeting.
91. Subject to any special rights or restrictions as to voting attached to any class or classes of shares by or in accordance with the provisions of the Constitution and Listing Requirements, on a show of hands, a holder of ordinary shares or preference shares who is personally present and entitled to vote or a Member's representative or proxy or attorney shall have one (1) vote and in the case of a poll every Member present in person or by proxy or by attorney or other duly authorized representative shall have one (1) vote for every share held by him.
92. Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such 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.
93. Any corporation which is a Member of the Company, may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative either at a particular meeting, or at all meetings of the Company or any class of Members and the person so authorised shall in accordance with his authority and until his authority is revoked by the corporation be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation, could exercise if he was an individual Member of the Company. Corporate representatives
94. (1) Any Member being of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote by his committee, receiver curator bonis, or other legal guardian or such other person as properly has the management of his estate. Any one of such person may vote either personally or by proxy or by attorney PROVIDED such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than forty eight (48) hours before the time appointed for holding the meeting.

(2) The legal personal representative of a deceased Member or the person entitled under Clauses 54 to 57 to any share in consequence of the death or bankruptcy of any Member may vote at any general meeting in respect thereof in the same manner as if he was the registered holder of such shares provided that forty eight (48) hours at least before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote he shall satisfy the Directors of his right to any share consequence of the death or bankruptcy of any Member unless the Directors shall have previously admitted his right to vote in respect thereof.

95. No Member shall be entitled to vote at any general meeting or to exercise any privilege as a Member nor be counted as one of the quorums unless all calls or other sums immediately payable by him in respect of shares in the Company have been paid. No member entitled to vote while call due to Company
96. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the Chairman at the meeting, whose decision shall be final and conclusive. Objection to vote
97. On a poll votes may be given either personally or by proxy or attorney or duly authorised representative and a Member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way. A proxy or attorney or a duly authorised representative need not be a Member of the Company. There shall be no restriction as to the qualification of the proxy.
98. (1) Subject to the Listing Requirements, where a Member is entitled to vote on a resolution has appointed a proxy, the proxy shall be entitled to vote on show of hands PROVIDED THAT he is the only proxy appointed by the Member.
(2) Where a Member entitled to vote on a resolution has appointed more than one (1) proxy, the proxies shall only be entitled to vote on poll; and the appointment shall not be valid unless he specifies the proportions of his holdings to be represented by each proxy.
99. The instrument appointing a proxy shall be in the following form or in such other form as the Directors may approve from time to time or in any particular case may accept:- Proxy form

ECM LIBRA FINANCIAL GROUP BERHAD

I/We, _____ of _____
being a member/members of **ECM Libra Financial Group Berhad** hereby
appoint _____ of _____ or failing him, _____ of _____
as my/our proxy to vote for me/us on my/our behalf at the [annual or
extraordinary, as the case may be] general meeting of the Company, to be held at
on the _____ day of _____ 20____, and at any adjournment thereof.

Signed this _____ day of _____, 20____

This form is to be used *in favour/against of the resolution.

.....
No. of Shares
Held

.....
Signature of Member

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

Notes:

- (i) A proxy may but need not be a member of the Company.*
- (ii) This instrument duly completed must be deposited at the registered office of the Company or may be submitted via electronic communications means to the Company, not less than forty eight (48) hours before the time for holding of the meeting. If submitted via electronic communication means, the original duly executed instrument must be handed to the Company on or before the time for holding of the meeting or adjourned meeting.*
- (iii) The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if such appointor is a corporation, under its Seal or the hand of its attorney.*
- (iv) Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specified the proportion of shareholding to be represented by each proxy.*

100. (1) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if such appointer be a corporation, under its common seal or under the hand of an officer or attorney of the corporation duly authorised. Execution of proxy form
- (2) A Member may deposit the instrument appointing a proxy via electronic communications means PROVIDED THAT:-
- (a) such electronic communications means shall have been received at the Office of the Company not less than forty-eight (48) hours before the time for holding of the meeting or adjourned meeting, as the case may be, at which the person named in such electronic communication, proposes to vote;
 - (b) the Directors are satisfied as to the genuineness of such electronic communication; and
 - (c) the original duly executed proxy form must be handed to the Company on or before the time for holding of the meeting or adjourned meeting.
101. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting, as the case may be, at which the person named as proxy in such instrument proposes to vote, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. Depositing of proxy form
102. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid, notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument of proxy, or of the authority under which the instrument of proxy was executed, or the transfer of the share (including a transfer pursuant to the Rules) in respect of which the instrument of proxy is given provided that no intimation in writing of such death, unsoundness of mind, revocation or transfer shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting (or in the case of a poll, before the time appointed for the taking of the poll) at which the instrument is used.

DIRECTORS

103. Until otherwise determined by the Company in general meeting, the number of Directors shall not be less than two (2) nor more than twelve (12) but in the event of any casual vacancy occurring and reducing the number of Directors below the aforesaid minimum the continuing Directors or Director may act for the purpose of filling up such vacancy or vacancies or of summoning a general meeting of the Company. All the Directors shall be natural persons of at least eighteen (18) years of age. Number of Directors
104. The shareholding qualification for Directors may be fixed by the Company in general meeting and until so fixed no shareholding qualification for Director shall be required. All Directors shall be entitled to receive notice of and to attend and speak at all general meetings of the Company. No shareholding qualification for Directors
105. (1) At the first annual general meeting of the Company, all the Directors shall retire from office, and at the annual general meeting in every subsequent year one-third (1/3) of the Directors for the time being, or, if their number is not three or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office PROVIDED ALWAYS THAT all Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires. Retirement of Directors by rotation
- (2) 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.
106. A retiring Director shall be eligible for re-election but save as aforesaid no person shall be eligible for election as a Director at a general meeting unless a notice in writing of intention to propose his election signed by a Member and a notice of his consent signed by himself have been left at the Office not more than thirty (30) days nor less than eleven (11) clear days before the date appointed for the meeting, 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 every candidate for election to the Board shall be served on all registered holders of shares at least seven (7) days prior to the meeting at which the election is to take place. Election of Director at a general meeting
107. The Company at the meeting at which a Director retires may fill the vacated office by electing a person thereto. Unless at that meeting it is expressly resolved not to fill the vacated office or a resolution for re-election of the Director retiring at that meeting is put to the meeting and lost or some other person is elected a Director in place of the retiring Director, the retiring Director shall, if offering himself for re-election and not being disqualified under the Act from holding office as a Director, be deemed to have been re-elected. A retiring Director shall be deemed to have offered himself for re-election unless he has given notice in writing to the Company that he is unwilling to be re-elected. Filing of vacated office
108. A general meeting at which more than one Director is to be elected, each candidate shall be the subject of a separate motion and vote unless a motion for the appointment of two or more persons as Directors by a single resolution shall have first been agreed to by the meeting without any vote being given against it. Motion for appointment of Directors
109. The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to retire from office. Numbers of Directors maybe increased or reduced

110. (1) A Director may appoint a person (who is not a Director or an Alternate Director of another Director) approved by a majority of the Directors to act as his alternate Director, PROVIDED THAT any fee paid by the Company to the alternate Director shall be deducted from that Director's remuneration. The alternate Director shall be entitled to notices of all meetings and to attend, speak and vote at any such meeting at which his appointor is not present. Any appointment so made may be revoked at any time by the appointor or by a majority of the Directors, and any appointment or revocation under this Constitution shall be effected by notice in writing to be delivered to the Secretary of the Company. An alternate Director shall ipso facto cease to be an alternate Director if his appointor for any reason ceases to be a Director. Alternate Director
- (2) If any Director retires by rotation and is re-elected by the meeting or is, pursuant to the provisions of this Constitution, deemed to be re-elected at the meeting at which such retirement took effect, any appointment made by him of an alternate Director which was in force immediately prior to the appointor's retirement shall continue to operate after such re-election as if the appointor had not so retired.
- (3) A Director shall not be liable for the acts and defaults of any alternate Director appointed by him.
- (4) An alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Directors attended by him at which he is entitled to vote.
- (5) An alternate Director is not required to have any share qualifications.
111. Subject to the Act, the Company may by ordinary resolution of which special notice has been given, remove any Director before the expiration of his period of office, notwithstanding any provisions of this Constitution or of any agreement between the Company and such Director but without prejudice to any claim he may have for damages for breach of any such agreement. The Company may by ordinary resolution of which special resolution has been given, appoint another person in place of a Director so removed from office and any person so appointed shall be subject to retirement by rotation at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In default of such appointment the vacancy so arising may be filled by the Directors as a casual vacancy. Removal of Directors before expiration of office
112. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but the total number of Directors shall not at any time exceed the maximum number fixed in accordance with the provisions of this Constitution. Any Director so appointed shall hold office only until the next annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the directors who are to retire by rotation at that meeting. Power to fill casual vacancies or appoint additional Director
113. The fees of the Directors shall be such fixed sum as shall from time to time be determined by an ordinary resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such fees are payable shall be entitled only to rank in such division for a proportions of the fees related to the period during which he has held office PROVIDED ALWAYS THAT:- Remuneration of Directors

- (a) fees payable to non-executive Directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover;
- (b) salaries payable to executive Directors may not include a commission on or percentage of turnover;
- (c) any fee paid to an alternate Director shall be agreed upon between himself and the Director nominating him and shall be paid out of the remuneration of the latter.

114. Subject to the Act, the fees payable to the Directors and any benefits payable to the Directors including any compensation for loss of employment of the Director or former Director shall be approved by the Members in a general meeting.

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

Reimbursement of Expenses

(2) If by arrangement with the Directors, any Director shall perform or render any special duties or services outside his ordinary duties as a Director in particular without limiting to the generality of the foregoing if any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or resident for any of the purposes of the Company or in giving special attention to the business of the Company as a Member of a committee of Directors, the Directors may pay him special remuneration, in addition to his Director's fees, and such special remuneration may be by way of a fixed sum, or otherwise as may be arrangement PROVIDED ALWAYS THAT extra remuneration payable to:-

Special remuneration of Directors

- (a) a non-executive Director shall not be by a commission on or percentage of profits or turnover;
- (b) an executive Director shall not include a commission on or percentage of turnover.

116. The office of Director shall, ipso facto, be vacated:-

Vacation of office

- (a) if he ceases to be a Director by virtue of the Act;
- (b) subject to Sections 196(3) and 209 of the Act, if he resigns his office by notice in writing under his hand sent to or left at the Office;
- (c) if he is removed from his office of Director by resolution of the Company in general meeting of which special notice has been given or in accordance with the Act or the provisions of this Constitution;
- (d) if he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder during his term of office;
- (e) if he becomes disqualified under Sections 198 and 199 of the Act;
- (f) if he dies; or
- (g) if he retires in accordance with the Act or the provisions of this Constitution but is not re-elected.

POWER AND DUTIES OF DIRECTORS

117. Subject to the Act and the provisions of the Constitution, the business of the Company shall be managed by the Directors who may exercise all such powers of the Company, and do on behalf of the Company all such acts as are not by the Act or by this Constitution required to be exercised or done by the Company in general meeting, subject nevertheless, to this Constitution, to the provisions of the Act, and to such regulations, being not inconsistent with the Constitution, as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made, PROVIDED ALWAYS THAT any action or proposal which are specified by the Act or by this Constitution or by the Listing Requirements as one which requires shareholders' approval, such approval must be obtained prior to the transaction, action or proposal being completed. General powers of Directors
118. The Directors shall not without the prior approval of the Company in general meeting:-
- (a) carry into effect any proposal or execute any transaction for the acquisition of any undertaking or property of a substantial value, or the disposal of a substantial portion of the main undertaking or property of the Company; Power to dispose substantial property
 - (b) exercise any power of the Company to issue shares unless otherwise permitted under the Act;
 - (c) subject to Sections 228 and 229 of the Act, enter into any arrangement or transaction with a Director of the Company or its holding company or with a person connected with such a Director to acquire from or dispose to such a Director or person any non-cash assets of the requisite value.
119. (1) The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertakings, property and uncalled capital, or any part thereof, and to issue debentures and other Securities whether outright or as security for any debt, liability or obligation of the Company or of any third party PROVIDED ALWAYS THAT nothing contained in this Constitution shall authorise the Directors to borrow any money or mortgage or charge any of the Company's 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. Borrowing powers
- (2) The Directors shall cause a proper register to be kept in accordance with Section 362 of the Act of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of Section 352 of the Act in regard to the registration of mortgages and charges therein specified and otherwise.
- (3) If the Directors or any of them, or any other person, shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.
120. The Directors may procure the establishment and maintenance of any non-contributory or contributory pension or superannuation fund or life assurance scheme for the benefit of, and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to any persons who are or shall have been at any time in the employment or service of the Company or any subsidiary company or to any persons who are or have been a Director or other officer of and holds or have held salaried employment in the Company or any subsidiary company, or the wives, widows, families or dependents of any such persons. The Directors may also procure the establishment and subsidy of or Pension for Directors

subscription and support to any institutions, association, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or of its Members and payment for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibitions or for any public, general or useful object PROVIDED THAT any Director holding such salaried employment shall be entitled to retain any benefit received by him hereunder subject only where the Act requires, to proper disclosure to the Members of the Company in general meeting.

121. The Directors may from time to time, and at any time, by power of attorney appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (including power to sub-delegate but not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as the Directors may from time to time think fit, and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with any such attorney as the Directors think fit. Power of attorney
122. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipt for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors may from time to time by resolution determine. Signatures of cheques and bills
123. Subject always to Sections 221, 228 and 229 of the Act, a Director may hold any other office or place of profit under the Company (other than the office of a auditor) in conjunction with his office of director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. No Director or intending Director shall be disqualified by his office from contracting with the Company with regard to his tenure of any such office or place of profit in any other respect nor shall any such contract, or any contract or arrangement entered into by or on behalf of any company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to 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. Director may hold any other office or place of profit
124. 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 was not a Director, PROVIDED THAT nothing herein contained shall authorise a Director or his firm to act as auditor of the Company. Right to payment for professional services

MINUTES AND REGISTERS

125. The Directors shall cause minutes to be duly entered in book provided for the purpose:- Minutes
- (a) of all appointments of officers;
 - (b) of the names of all the Directors present at each meeting of the Directors and of any Committee of Directors and of the Company in general meeting;
 - (c) of all resolutions and proceedings of general meetings and of meetings of the Directors and Committees of Directors;
 - (d) of all orders made by the Directors and any Committee of Directors.

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

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

PROCEEDINGS OF DIRECTORS

127. The provisions contained in the Third Schedule of the Act shall not apply to the Company except in so far as the same are repeated or contained in this Constitution. Third Schedule excluded
128. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit and may from time to time by resolution determine the quorum necessary for the transaction of business. Meeting of Directors
- A meeting of the Board or a committee appointed by the Board may be held by means of telephone, video conference or telephone conference or other telecommunication facilities which permits all persons participating in the meeting to communicate with each other. A meeting so held will be deemed to be held at the Office. A person so participating shall be deemed to be present in person at such meeting and unless otherwise provided in the Constitution, be counted in a quorum and be entitled to vote.
129. Until otherwise determined, three Directors or fifty per centum (50%) of total Board members (whichever is higher) shall form a quorum for meetings. Quorum
130. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretion by or under the Constitution vested in or exercisable by the Directors generally.
131. Subject to the Constitution, questions arising at any meeting of Directors shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote except where only two (2) Directors form a quorum or are competent to vote on the question at issue. Voting
132. The continuing Directors or sole continuing Director may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the minimum number fixed by or pursuant to the provisions of this Constitution as the necessary quorum of Directors the continuing Director or Directors may act only for the purpose of increasing the number of Directors to that minimum number or of summoning a general meeting of the Company, but for no other purposes. Proceedings in case of vacancies
133. A Director may at any time and the Secretary shall on the requisition of a Director summon a meeting of the Directors. Calling of meetings
134. The Directors may from time to time elect and remove a Chairman and deputy Chairman of the Board and determine the period for which they are respectively to hold office. The Chairman so elected, or in his absence the deputy Chairman, shall preside at all meetings of the Directors but if no such Chairman or deputy Chairman be elected, or if at any meeting the Chairman or deputy Chairman be not present within fifteen minutes after the time appointed for holding the same, the Directors present shall choose one of their number to act as Chairman of such meeting. Chairman/Deputy Chairman of the Board

135. Every Director shall comply with the provisions of Sections 219 and 221 of the Act in connection with the disclosure of his shareholding and interests in any contract or proposed contract with the Company and in connection with the disclosure of the fact and the nature, character and extent of any office or possession of any property whereby whether directly or indirectly duties or interests might be created in conflict with his duty or interest as a Director of the Company. Disclosure of interest by Directors
136. No Director may vote in respect of any contract or proposed contract or arrangement in which he is directly or indirectly interested nor any contract or proposed contract or arrangement with any other company in which he is interested either as an officer of that other company or as a holder of shares or other Securities in that other company. Abstain from voting
137. A Director notwithstanding his interest may, PROVIDED THAT none of the other Directors present disagree, be counted in the quorum present at any meeting whereat he or any other Director, is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company, (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or whereat the terms of any such appointment as hereinafter mentioned are considered or where any decision is taken upon any contract or arrangement in which he is in any way interested PROVIDED ALWAYS THAT he has complied with Section 219 and all other relevant provisions of the Act and of this Constitution. Interested Director be counted in the quorum present at meeting
138. A Director of the Company may be or become Director or other officer of or otherwise interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise or any corporation, which is directly and indirectly interested in the Company as shareholder or otherwise and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of, or from his interest in, such corporation unless the Company otherwise directs at the time of his appointment. The Director may exercise the voting power conferred by the shares or other interest in any such other corporation held or owned by the Company, or exercisable by them as Directors of such other corporation in such manner and in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them Directors or other officers of such corporation), and any Director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or is about to be appointed a Director or other officer of such corporation and as such is or may become interested in the exercise of such voting rights in manner aforesaid. Director may become directors of other corporation
PROVIDED ALWAYS THAT he has complied with Section 219 and all other relevant provisions of the Act and of this Constitution.

COMMITTEES

139. The Directors may establish any committees, local boards or agencies for managing any of the affairs of the Company, either in Malaysia or elsewhere, and may lay down, vary or annul such rules and regulations as they may think fit for the conduct of the business thereof, and may appoint any persons to be Members of any such committee or local Board or any managers or agents, and may fix their remuneration, and may delegate to any such committee, local Board, manager or agent any of these powers, authorities and discretion vested in the Directors, with power to sub-delegate, and may authorise the Members of any such committee or Power to establish committees

local Board, agency or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no persons dealing in good faith without notice of any such annulment or variation shall be affected thereby.

140. The meetings and proceedings of any such Committee consisting of two (2) or more Members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by a regulation made by the Directors under the last preceding Clause. Meetings and proceedings of committees
141. A committee, local Board or agency may, elect a Chairman of its meetings and if no such Chairman is elected, or if at any meeting, the Chairman is not present within thirty (30) minutes after the time appointed for holding the meeting, the Members present may choose one of their Members to be the Chairman at the meeting. Chairman of committee

VALIDATION OF ACTS OF DIRECTORS

142. All acts done by any meeting of the Directors or of a Committee of the Directors or by any person acting as a Director, local Board or agency shall notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they, or any of them were disqualified, or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or Member of such committee, local Board or agency as aforesaid and had been entitled to vote.

CIRCULAR RESOLUTIONS

143. A resolution in writing signed or approved by letter, telegram, telex, telefax or other written electronic communications by a majority of the Directors who are present in Malaysia and who are sufficient to form a quorum, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted. Where a Director is not present in Malaysia but has an alternate who is so present, then such resolution may be signed by such alternate in place of the absent Director. All such resolutions shall be described as "Directors' Circular Resolutions" and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's Minute Book. Any such resolution may consist of several documents in like form, each signed by one or more Directors or their alternates.

MANAGING DIRECTORS / EXECUTIVE DIRECTORS

144. The Directors may from time to time appoint any one or more of their body to be the chief executive officer, managing director(s) or executive director(s) for such period and upon such terms as they think fit and may vest in such persons such powers hereby vested in the Directors generally as they may think fit and subject thereto, shall always under the control of the Board. Appointment of managing director/ executive director
145. The remuneration of an executive director shall from time to time be fixed by the Directors and shall not include a commission on or percentage of turnover.

146. An executive director shall while he continues to hold such office, be subject to retirement by rotation, and he shall be reckoned as a Director for the purpose of determining the rotation or retirement of Directors or in fixing the number of Directors to retire, but he shall, subject to provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he ceases to hold the office of Director from any cause, he shall ipso facto and immediately cease to be an executive director.
- Retirement of executive director by rotation

THE SECRETARY

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

SEAL

148. The Directors shall provide for the safe custody of the Seal which shall only be used pursuant to a resolution of the Directors, or a committee of the Directors authorised to use the Seal. The Directors may from time to time (subject to the provisions of Clause 22 in relation to share and debenture stock certificates and debentures) make such regulations as they think fit determining the persons and the number of such persons in whose presence the Seal shall be affixed and, until otherwise so determined, every instrument to which the Seal shall be affixed shall (subject to Clause 22) be signed by a Director and by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose PROVIDED ALWAYS THAT no person dealing with the Company shall be concerned to see or enquire as to whether any regulations so made have been complied with.
- Custody of seal and formalities for affixing seal
149. The Company may also have a Share Seal pursuant to Section 63 of the Act.
- Share Seal

SEAL FOR USE ABROAD

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

DIVIDENDS AND RESERVES

151. (1) The Company may only make a distribution of dividend to the Members from time to time but no such dividend shall be payable except out of the profits of the Company available if the Company is solvent in accordance with the Act.
- (2) The Directors may authorise a distribution of dividend at such time and in such amount as it considers appropriate, if the Board is satisfied that the Company will be solvent immediately after the distribution is made, in accordance with the Act.

- (3) 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.

No higher dividend shall be paid than is authorised by the Directors, and the declarations of the Directors as to the distribution shall be conclusive.

152. Subject to the provisions hereinafter contained and to the rights of Members entitled to shares with special rights as to dividends, all dividends shall be paid to the Members in proportion to the amounts paid up on their shares. For the purposes of this Clause, no amounts paid on a share in advance of calls shall be treated as paid on such 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 up except that if any share is issued on terms providing that it shall rank for dividend as if paid up (in whole or in part) as from a particular date or that it shall not rank for dividend declared in respect of any period or periods that shall rank for dividend accordingly. Apportionment of dividends
153. The Directors may, before recommending any dividend, set aside out of the profits of the Company, such sums as they think proper as a reserves, which shall, at the discretion of the Directors, be applicable for meeting contingencies, or for the gradual liquidation of any debt or liability of the Company or for repairing or maintaining any works connected with the business of the Company, or shall, with the sanction of the Company in the general meeting be, as the whole or in part, applicable for equalising dividends, or for distribution by way of bonus among the Members of the Company for the time being on such terms and in such manner as the Company in general meeting shall from time to time determine, and pending such application, the Directors may employ the sums from time to time so set apart as aforesaid in the business of the Company, or invest the same in such Securities (other than the shares of the Company) as they may select. The Directors may also without placing the same to reserve from time to time carry forward such sums as may be deemed expedient in the interests of the Company. Power to carry profits to reserve
154. (1) The Directors may deduct from any dividend payable to any Member all sums of money (if any) immediately payable by him to the Company on account of calls or otherwise in relation to the shares of the Company held by him.
- (2) The Directors may retain any dividends or other moneys payable on or in respect of a share other than fully paid shares on which the Company has a lien, and may apply the same in or towards satisfaction of the debt, liabilities or engagements in respect of which the lien exists.
- (3) The Directors may retain the dividends payable upon shares in respect of which any person is under the provisions as to the transaction of shares hereinbefore contained entitled to become a Member, or which any person is under those provisions entitled to transfer, until such person shall become a Member in respect of such shares or shall transfer the same.
- (4) A transfer of shares shall not pass the right to carry dividend declared on such shares before the registration of the transfer.
- (5) The receipt of a person appearing by the Register or the Record of Depositors to be the holder of any shares shall be a sufficient discharge to the Company for any dividend or other moneys payable in respect of such shares.

155. Any general meeting declaring a dividend or bonus may resolve that such dividend or bonus be paid wholly or in part by the distribution of specific assets, and in particular of paid-up shares, debentures, or debenture stock of the Company, or paid-up shares, debentures, or debenture stock of any other company, or in any one or more of such ways and the Directors shall give effect to the resolution and where any difficulty arises in regard to the distribution, the Directors may settle the same as they think expedient, and fix the value for distribution of the specific assets or any part thereof and may determine that cash payment shall be made to any Member upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such assets in trustees as may seem expedient to the Directors. Manner of realisation of dividend and bonus
156. Where the Company has purchased its own shares and such shares are held as treasury shares, the Directors may, at any time, in accordance with the Act distribute the treasury shares as dividends to shareholders, such dividends to be known as “Share Dividends”. Share Dividends
157. No dividend other than Share Dividends referred to in Clause 156, shall be paid otherwise than out of profits or shall bear interest against the Company.
158. Any dividend, interest, or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the person whose name appears in the Register or the Record of Depositors of the Company or to such address as the holder may in writing direct or paid by way of electronic transfer of remittance to the bank account provided by the Member to the Depository from time to time. Every such cheque or warrant or electronic transfer of remittance shall be made payable to the order of the person to whom it is sent or remitted, and the payment of any such cheque or warrant or electronic transfer of remittance shall operate as a good discharge to the Company in respect of the dividend, interest or other monies payable in cash represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon, or the instruction for the electronic transfer of remittance, has been forged. Every such cheque or warrant or electronic transfer of remittance shall be sent or remitted at the risk of the person entitled to the money thereby represented and the Company shall have no responsibility for any sums lost or delayed in the course of delivery or remittance or where the Company has acted on any such instructions of the Member. Manner of payment of dividends

CAPITALISATION OF PROFITS

159. The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company’s reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, PROVIDED THAT such sum be not required for paying the dividends on any shares carrying a fixed cumulative preferential dividend, and accordingly that such sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportion on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such Members 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

160. 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 capitalization, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be 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

FINANCIAL STATEMENTS

161. The Directors shall cause proper accounting and other records to be kept and shall distribute copies of balance sheets and other documents as required by the Act and the Exchange and shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting. SUBJECT ALWAYS to Section 245(5) of the Act, the books of account or records of operations shall be kept at the Office or at such other place as the Directors think fit and shall always be open to inspection by the Directors.
- Directors to keep proper account
162. The Directors shall from time to time in accordance with the Act, cause to be prepared and laid before the Company in general meeting such financial statements and report as are referred to in the Act. The interval between the close of a financial year of the Company and the issue of financial statements relating to it shall not exceed four (4) months or such other period as may be determined by the Exchange from time to time. A copy of each such documents in printed form or in CD_ROM or in such other written form of electronic media or any combination thereof shall not less than twenty-one (21) days before the date of the general meeting (or such shorter period as may be agreed by all Members entitled to attend and vote at the meeting) be sent to every Member and to every holder of debentures (if any) of the Company in accordance with the provisions of the Act or the Constitution PROVIDED ALWAYS THAT this Clause shall not require a copy of these documents to be sent to a person whose address the Company is not aware but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.
- Preparation, issue and circulation of financial statements
163. Subject to compliance with the requirements of the Exchange and any other relevant laws and regulations, the requisite number of copies of each such documents in printed form or in CD_ROM or in such other written form of electronic media or any combination thereof shall be forwarded to the Exchange upon which the Company may be listed at the same time as such documents are sent to the Members.

AUDIT

164. Auditors shall be appointed in accordance with Section 271 of the Act and their duties regulated in accordance with Section 266 of the Act. Appointment of Auditors
165. Subject to the provisions of the Act, all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in their appointment or that they were at the time of their appointment not qualified for appointment.
166. The Auditors shall be entitled to attend any meeting of Members and to receive all notices of and other communications relating to any meeting of Members which any Member is entitled to receive, and to be heard at any meeting of Members on any part of the business of the meeting which concerns them as Auditors. Attendance of Auditors at general meetings
167. Every financial statement of the Company when audited and approved by a general meeting shall be conclusive, except as regards any error is discovered within that period, the financial statements shall forthwith be corrected by the Directors and an entry made in their minute book and thenceforth shall be conclusive.
168. Where any financial statements, minutes books or other records required to be kept by the Act are not kept in the Malay or English language, the Directors shall cause a true translation of such financial statements, minute books and other records to be made from time to time at intervals of not more than seven (7) days and shall cause such translation to be kept with the original financial statements, minute books and other records for so long as the original financial statements, minute books and other records are required by the Act to be kept. Translation of financial statements, minutes books or other records

DESTRUCTION OF DOCUMENTS

169. The Company shall be entitled to destroy all instruments of transfer which shall have been registered at any time after a reasonable time from the date of registration thereof, and all share certificates and dividend mandates which have been cancelled or have ceased to have effect at any time after the expiration of one year from the date of cancellation or cessation thereof, and all notifications of change of name or address after the expiration of one (1) year from the date they were recorded, and in favour of the Company it shall conclusively be presumed that every entry in the Register which purports to have been made on the basis of an instrument of transfer or other documents so destroyed was duly and properly made and every share certificate so destroyed was a valid certificate duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company provided that:-
- (a) the foregoing provisions of this Constitution shall apply only to the destruction of a document in good faith and without express notice that the preservation of such document was relevant to a claim;
 - (b) nothing contained in this Constitution shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any other circumstances which would not attach to the Company but for the provisions of this Constitution; and
 - (c) reference in this Constitution to the destruction of any document include references to its disposal in any manner.

AUTHENTICATION OF DOCUMENTS

170. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any 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 or extracts, and where any books, records, documents or accounts are kept elsewhere than in the Office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.

NOTICES

171. A notice or any other document may be served by the Company or the Secretary upon any Member or Director as the case may be: Service of Notices

- (a) in hard copy, either by hand, by facsimile or by sending it by post addressed to such Member or Director at his registered address as appearing in the Register and/or the Record of Depositors, or Register of Directors as the case may be, in Malaysia or (if he has no address within Malaysia) to the address, if any, within Malaysia supplied by him to the Company for the giving of notices or documents to him; or
- (b) in electronic form, and sent via the following electronic means:
 - (i) transmitting to the last known electronic mail address of the Member or Director;
 - (ii) publishing the notice or document on the Company's website provided that a notification via hard copy or electronic mail to that effect is given in accordance with Section 320 of the Act and the Listing Requirements; or
 - (iii) using any other electronic platform maintained by the Company or third parties that can host the information in a secure manner for access by Members or Directors, provided that a notification via hard copy or electronic mail to that effect is given to the Members or Directors; or
- (c) partly in hard copy and partly in electronic form.

172. Each holder of registered shares, whose registered place of address is not in Malaysia, may from time to time notify in writing to the Company an address in Malaysia, which shall be deemed to be his registered place of address within the meaning of the last preceding Clause otherwise the notice or any other document including a share certificate may be sent to him, by registered post to his registered address appearing in the Register and/or Record of Depositors.

173. (a) A notice or other document if served or sent personally shall be deemed to have been served upon delivery or if served or sent by post, telegram, facsimile or other telegraphic communication, shall be deemed to have been served or delivered on the day on which the envelope or wrapper containing the same is posted or the message contained in the notice or document is transmitted, as the case may be. Notice/Document deemed effected

A certificate in writing signed by any manager, Secretary or other officer of the Company that a letter, envelope or wrapper containing the notice or other document was properly addressed and put into the Post Office letter box or in the case of a telegram or other telegraphic communication was properly transmitted shall be conclusive evidence thereof.

- (b) A notice or other document if served by electronic means:
- (i) pursuant to Clause 171(b)(i), shall be deemed to have been served at the time of transmission to a Member's electronic mail address, provided that there is a record of the electronic mail being sent and that no written notification of delivery failure is received by the Company;
 - (ii) pursuant to Clause 171(b)(ii), shall be deemed to have been served upon when the notice or document is first made available on the Company's website; or
 - (iii) pursuant to Clause 171(b)(iii), shall be deemed to have been served on the date the notice or document on the relevant electronic platform is first made available thereon.
- (c) In the event that service of a notice or other document pursuant to Clause 171(b) is unsuccessful, the Company must, within two (2) Market Days of discovering the delivery failure, make alternative arrangements for service by serving the notice or document by hard copy in accordance with Clause 171(a).

174. Every person who, by operation of law, transfer, transmission or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address being entered in the Register and/or Record of Depositors as the registered holder of such share, shall have been duly given to the person from whom he derives the title to such share PROVIDED ALWAYS THAT a person entitled to a share in consequence of the death or bankruptcy of a Member, upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share, and upon supplying also an address within Malaysia for the service of notices, shall be entitled to have served upon him at such address any notice or document to which the Member but for his death or bankruptcy would be entitled, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.
175. Any notice or document sent by post to, or left at the registered address of any Member in pursuance of these presents, shall, notwithstanding such Member be then deceased and whether or not the Company have notice of his death, be deemed to have been duly served in respect of any registered shares, whether held solely or jointly with other persons by such Member, until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his personal representatives and all persons, if any, jointly interested with him in any such share.

Notice in case of death or bankruptcy

176. Any notice on behalf of the Company or of the Directors shall be deemed effectual if it purports to bear the signature of the Secretary or Secretaries or any one of them or other duly authorised officer of the Company whether such signature is printed or written.

WINDING UP

177. If the Company is wound up, whether voluntarily or otherwise, the liquidators may, with the sanction of a special resolution, divide among the Members in specie or kind, the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds and may for such purpose set such value as he deems fair upon anyone or more class or classes of property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidators may with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the Members, or any of them, as the liquidators with the like sanction, shall think fit. Distribution of assets
178. If the Company shall be wound up, and the assets available for distribution among the Members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the capital paid-up, or which ought to have been paid-up, at the commencement of the winding up, on the shares held by them respectively. But this Clause is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions. If however the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid-up at the commencement of the winding up, the excess shall be distributed among the Members in proportion to the capital paid-up or which ought to be paid at the commencement of the winding up, on the shares held by them respectively.
179. On a voluntary winding up of the Company, no commission or fee shall be paid to a liquidator without the prior approval of the Members in general meeting or ratified by the Members in general meetings. The amount of such payment shall be notified to all Members not less than seven (7) days prior to the meeting at which it is to be considered. Liquidator's Commission

GENERAL

180. Subject to the Act, every Director, manager, auditor, trustee, Member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company, shall, if required, before entering upon his duties sign a declaration pledging himself to observe a strict secrecy respecting all transactions of the Company with the customers and the state of accounts with individuals in matters relating thereto, and shall, by such declaration, pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors, or by any meeting, or by a Court of Law, or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained. To observe a strict secrecy representing transaction of the Company

INDEMNITY

181. Subject to the Act, every Director, manager, Secretary, auditor or officer for the time being of the Company, and any trustees for the time being acting in relation in any of the affairs of the Company and their heirs, executors and administrators respectively, shall be indemnified out of the assets of the Company from and against all actions, proceedings, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done, or omitted in or about the execution of their duty in their respective offices or trusts, except such (if any) as they shall incur or sustain by or through their own willful neglect or default respectively, and no such officer or trustee shall be answerable for the acts, receipts, neglects, or defaults of any other officer, or trustee, or for joining in any receipt for the sake of conformity, or for the solvency or honesty of any bankers or other person with whom any moneys or effects belonging to the Company may be lodged or deposited for safe custody, or for any insufficiency or deficiency of any security upon which any moneys of the Company shall be invested or for any other loss or damage due to any such cause as aforesaid, or which may happen in or about the execution of his office or trust, unless the same shall happen through the willful neglect or default of such officer or trustee.

RECONSTRUCTION

182. On any sale of the undertaking of the Company, the Directors or the liquidators on a winding up may, if authorised by a special resolution, accept fully paid or partly paid-up shares, debentures or Securities of any other Company, either then existing or to be formed for the purchase in whole or in part of the property of the Company, and the Directors (if the profits of the Company permit), or the liquidators (on a winding up), may distribute such shares or Securities, or any property of the Company amongst the Members without realisation, or vest the same in trust for them and any special resolution may provide for the distribution or appropriation of the cash, shares or other Securities, benefits or property, otherwise than in accordance with the strict legal rights of the Members or contributories of the Company, and for valuation of any such Securities or property at such price and in such manner as the meeting may approve, and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised, and waive all rights in relation thereto, save only in the case of the Company which is proposed to be or is in the course of being wound up, such statutory rights (if any) under Section 457 of the Act as are incapable of being varied or excluded by these presents.
183. In the event of a winding up of the Company, every Member of the Company shall be bound, within fourteen (14) days, after the passing of an effective resolution to wind up the Company voluntarily, or after the making of an order for the winding up of the Company to serve notice in writing on the Company appointing some persons in Malaysia upon whom all summons, notices, process orders and judgements in relation to or under the winding up of the Company may be served, and in default of such nomination the liquidator of the Company shall be at liberty on behalf of such Member to appoint some such person, and service upon any such appointee, whether appointed by the Member or liquidator shall be deemed to be good personal service on such Member for all purposes, and, where the liquidator makes any such appointment, he shall with all convenient speed give notice thereof to such Member by advertisement in a newspaper circulating in Malaysia, or by a registered letter sent through the post and addressed to such Member at his address as mentioned in the Register of Members of the Company, and such notice shall be deemed to be served on the day following that on which the advertisement appears or the letter is posted.

ALTERATION OF CONSTITUTION

184. Subject to the Act, the Company may by special resolution delete, alter or add to this Constitution.

COMPLIANCE WITH STATUTES, REGULATIONS AND RULES

185. The Company shall comply with the provisions of the relevant governing statutes, regulations and rules as may be amended, modified or varied from time to time, or any other directive or requirement imposed by the Exchange, the Depository and other appropriate authorities to the extent required by law, notwithstanding any provisions in this Constitution to the contrary.

EFFECT OF THE LISTING REQUIREMENTS

186. (i) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done.
- (ii) Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done.
- (iii) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
- (iv) If the Listing Requirements require this Constitution to contain a provision and it does not contain such a provision, this Constitution is deemed to contain that provision.
- (v) 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.
- (vi) If any provision of this Constitution is or becomes inconsistent with the Listing Requirements, this Constitution is deemed not to contain that provision to the extent of the inconsistency.
- (vii) For the purpose of this Constitution, unless the context otherwise requires, "Listing Requirements" means the Listing Requirements of the Exchange including any amendment to the Listing Requirements that may be made from time to time.