

COMPANIES ACT 2016

COMPANY LIMITED BY SHARES

**THE
CONSTITUTION
OF
KUMPULAN FIMA BERHAD
(11817-V)**

Incorporated on 24th February, 1972

COMPANIES ACT, 2016
COMPANY LIMITED BY SHARES
CONSTITUTION
OF
KUMPULAN FIMA BERHAD

1. The name of the Company is KUMPULAN FIMA BERHAD (11817-V).
2. The registered office of the Company shall be situated in Malaysia.
3. The objects for which the Company is established are all or any of the following, it being intended that the object or all or any objects specified in each paragraph of this Article shall except and unless where otherwise expressed in such paragraph be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or group of paragraphs and shall be capable of being pursued an independent object and either alone or in conjunction with all or any one or more of the other objects specified in the same or in any other paragraph or group of paragraphs and the discontinuance or abandonment of all or any of the business or objects hereinafter referred to shall not prevent the Company from carrying on any other business authorised to be carried on by the Company and it is hereby expressly declared that in the interpretation of this clause the meaning of any of the Company's objects shall not be restricted by reference to any other or by the juxtaposition of two or more of them and that in the event of any ambiguity this Article shall be construed in such a way as to widen and not restrict the powers of the Company:-
 - (1) To carry on the business of an investment and holding company and to undertake and transact all kinds of investment businesses.
 - (2) To amalgamate or enter into any partnership or arrangement in the nature of a partnership, co-operation or union of interests, joint venture or reciprocal concession, or for limiting competition, with any person or persons or corporation carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or conduct or from which this Company would or might derive any benefit, whether direct or indirect.
 - (3) To purchase or otherwise acquire and to sell, exchange, surrender, lease, mortgage, charge, convert, dispose of, and deal with property and rights of all kinds and in particular, mortgages, debentures, produce, concessions, options, contracts, patents, annuities, licences, stocks, shares, bonds, policies, books debts, business concerns, undertakings and claims privileges, and choses in action of all kinds.
 - (4) To carry on business as bankers, capitalists, financiers, manufacturers, producers, concessionaires, and merchants, and to undertake and carry on, and execute all kinds of financial, commercial trading, manufacturers, producers and other operations and any other business which may seem to be capable of being conveniently carried on in connection with any of these objects, or calculated, directly or indirectly, to enhance the value of, or facilitate the realisation of or render profitable, any of the Company's property or rights.

- (5) To advance, deposit, or lend money, Securities, and property, to or with such persons and on such terms as may seem convenient, to discount, buy, sell, and deal in bill, notes, warrants, coupons, and other negotiable or transferable securities or documents.
- (6) To guarantee or become liable for the payment of money or for the performance of any obligations, and generally to transact all kinds of guarantee business, also to transact all kinds of trust and agency business.
- (7) To purchase, take on lease, or otherwise acquire tin mines, mining rights and mining areas, land, river, or sea in Malaysia or elsewhere, and any interest therein and to explore, work, exercise, develop, manage, control, sell, lease, mortgage, exchange or otherwise dispose of, or turn into account the same.
- (8) To crush, win, get, quarry, smelt, calcite, dress, amalgamate, manipulate and prepare for market, ore, metal, stone mineral substances of all kinds, gases, petroleum, and to carry on metallurgical, gas, and oil extraction and other operations.
- (9) To buy, sell manufacture, produce, process, import, export and stock and deal in minerals, gases, oils, stones, metal, plant, machinery, implements, conveniences, provisions and general goods of every description.
- (10) To carry on the business of financiers, owners, developers, managers and agents of plantations of every description including oil palm, rubber, coconut, sugar cane, pineapple, cocoa, maize, tapioca and other agricultural produce.
- (11) To carry on the business of financiers, owners, developers, managers, and agents of factories, plants and mills, for the processing and prepare for market the above mentioned products.
- (12) To carry on the business of transporters, wholesalers, retailers, importers, exporters, traders and agents of the above mentioned agricultural products.
- (13) To carry on the business of financiers, owners, developers, builders, managers and agents of hotel, motel, catering, restaurant, cafe, refreshment room, tavern, holiday camp, lodging house and apartment-house to fit and furnish any property for the purpose of letting the same to visitors or guests whether in single rooms, suites, chalets, movable structures, cottages or otherwise.
- (14) To carry on business of financiers, owners, developers, managers, agents and dealers in animal husbandry, orchard and agricultural produce including livestock, meat, milk, poultry, eggs, fruits, and of mills or factories to process and prepare such products for market as finished or semi-finished products including canning.
- (15) To carry on the business of fishing industry including to buy, sell, process, can, preserve, import and export of marine and riverine and other fresh water products.
- (16) To carry on the business of proprietors of garages and of service stations for motor vehicles of all kinds.
- (17) To carry on the safe keeping, cleaning, repairing, refueling and the general care of motor vehicles of all kinds whatsoever form of propulsion may be used.
- (18) To buy and sell petrol oil and petroleum products new and used motor vehicles, part of such vehicles, accessories, suppliers, radios, motorcycles, motor boats and all kinds of machinery, rubber goods, electrical goods.

- (19) To carry on all or any of the following business, that is to say, general carriers, railway and forwarding agents, warehousemen, bonded carmen, and common carmen, and any other businesses which can conveniently be carried on in connection with the above.
- (20) To purchase, take in exchange, or otherwise acquire and hold ships and vessels, or any shares or interests in ships or vessels, and also shares, stocks and securities of any companies possessed of, or interested in, any ships or vessels and to maintain, repair, improve, alter, sell, exchange or let out to hire or charter, or otherwise deal with and dispose of any ships, vessels, or shares, or securities aforesaid.
- (21) To carry on all or any of the business of shipowners, shipbrokers, insurance brokers, managers of shipping property, freight contractors, carriers by land and sea, barge owners, lighterman, forwarding agents, ice merchants, refrigerating storekeepers, warehousemen, wharfingers and general traders.
- (22) To insure with any other company or person against losses, damages, risks and liabilities of all kinds which may affect this Company, and also to carry on the business of marine insurance and marine accidental insurance in all its respective branches and to effect reinsurance and counter insurance.
- (23) To cultivate tea, coffee, cinchona, rubber and other agricultural produce, and to carry on the business of planters in all its branches, to carry on and work the business of cultivators, winners and buyers of every kind of vegetable, mineral or other produce of the soil, to prepare, manufacture and render marketable any such produce, and to sell, dispose of and deal in any such produce, either in its prepared, manufactured or raw state, and either by wholesale or retail.
- (24) To carry on the business of a storekeeper in all its branches, and particular to buy, sell, manufacture, import, export and deal in goods, stores, consumable articles, chattels and effects of all kinds, both wholesale and retail, and to transact every kind of agency business, and generally to engage in any business or transaction which may seem to the Company directly or indirectly conducive to the interests or convenience of the Company's members or ticket-holders or their friends, or any section thereof.
- (25) To make arrangements with persons engaged in any trade, business, or profession, for the concession to the Company's members, ticketholders, and their friends, of any special rights, privileges and advantages, and in particular in regard to the supply of goods.
- (26) To carry on the business, of manufacturers of and dealers in anatomical, orthopedic and surgical appliance of all kinds.
- (27) To carry on the business of bootmakers, staymakers, corset makers, artificial eye and limb makers, bandage makers, crutch, chair, and stretcher makers, carriage makers, ambulance makers, chemists and druggists, and providers of all requisites for hospitals, patients and invalids.
- (28) To carry on the business of stationers, printers, lithographers, stereotypers, electrotypers, photographic printers, photo-lithographers, engravers, die-sinkers, ink manufacturers, booksellers and publishers.
- (29) To obtain any provisional order or Act of Parliament for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the Company's interests.

- (30) To carry on any other business whether manufacturing or otherwise which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (31) To purchase the property and goodwill of, or any interest in any business and to make and carry into effect all arrangements with respect to the union of interest or amalgamation either in whole or in part with any other company, firm or person having objects in some respects similar to or included in the objects of this Company, and to carry on business, the carrying on of which the Company may think directly or indirectly conducive to the development of any property or any business in which it is interested.
- (32) To take, or otherwise acquire, and hold shares in any other company having objects altogether or in part similar to those of the Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (33) To enter into any arrangements with any governments or authorities 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.
- (34) To establish and support or aid in the establishment and support of associations, institutions, funds, trust and conveniences calculated to benefit employees or ex-employees of the Company or its predecessors in business or dependents or connections of such persons, and to grant pensions, bonuses and allowances, and to make payments towards insurances, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition, or for any public, general or useful object.
- (35) To promote any company or companies for the purpose of acquiring 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.
- (36) Generally to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property, and any rights or privileges which the Company may think necessary or convenient for the purpose of its business and in particular any land, buildings, easements, machinery, plant and stock in-trade.
- (37) To construct, maintain and alter any buildings, or works, necessary or convenient for the purposes of the Company.
- (38) To build, construct, alter, improve, maintain, enlarge, pulldown, remove, replace, develop, and to work, manage, carry out, and control any buildings, offices, factories, schools, mills, shops, store, manufactories, warehouses, machinery, engines, roads, ways, tramways, railways, branches or sidings, bridges, reservoirs, water-courses, wharves, electric works and other works and conveniences which may seem calculated directly or indirectly to advance the Company's interests, and to join with any other person or company in doing any of these things, and to contribute to, subsidise or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out, or control thereof.
- (39) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.

- (40) To lend money to such persons or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by any such persons or companies.
- (41) To borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular by the issue of debentures, or debenture stock, 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.
- (42) To remunerate any person or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital, or any debentures, or debentures stock or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (43) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (44) To undertake and execute any trusts the undertaking whereof may seem desirable, and either gratuitously, or otherwise.
- (45) 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.
- (46) To procure the Company to be registered or recognised in any foreign country or place.
- (47) To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account, or otherwise deal with, all or any part of the property and rights of the Company.
- (48) To develop and turn to account any land acquired by the Company or in which it is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up, and improving buildings, and by planting, paving, draining, fanning, cultivating and letting on building lease or building agreements, and by advancing money to and entering into contracts and arrangements of all kinds with builders and others.
- (49) To amalgamate with any other company having objects altogether or in part similar to those of the Company.
- (50) To distribute any of the property of the Company in specie among the members.
- (51) To promote freedom of contract, and to resist, insure against, counteract, and discourage interference therewith and to subscribe to any association or fund for any such purposes.
- (52) To carry on, develop, extend and turn to account the business of property, managers property consultants, planning consultants, developers, real estate agents, advisors, and consultants in all or any of their branches.
- (53) To examine, advise on, report on, manage, initiate, conduct or take any part in the business or businesses of sale, purchase, letting, management and development of commercial, residential, industrial, agricultural, mining or other lands and properties of

whatsoever nature whether in Malaysia or elsewhere.

- (54) To act as agents or representatives for any persons, syndicates, private or public companies, conducting or proposing to conduct any property management, development, real estate agency or other analogous operations, whether in Malaysia or elsewhere.
- (55) To apply for, accept and receive, surrender or renounce any title to land grants for land, certificates of title, leases for land, mukim extracts, licences, concessions, permits and such other instalments, documents, rights, privileges, licences or permission and such renewals and copies thereof as may be seem expedient.
- (56) To sell, convey, assign, mortgage, charge, convert, turn to account, exchange, grant easement and other rights of and over or otherwise dispose of, the undertaking of the Company, or all or any of its real and personal, movable and immovable property upon such terms and conditions as may seem expedient.
- (57) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (58) To do all other things as are incidental or conducive to the attainment of the above objects.

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

4. The liability of the members is limited.

THIRD SCHEDULE EXCLUDED

- | | | |
|----|---|-------------------------|
| 5. | The Third Schedule of the Companies Act, 2016 shall not apply to the Company, except in so far as the same are repeated or contained in this Constitution. | Third Schedule excluded |
| 6. | In these articles the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof if not inconsistent with the subject or context:- | Interpretation clause |

WORDS

MEANINGS

Act	The Companies Act, 2016 [Act 777] and all subsidiary legislation there under for the time being in force and affecting the Company and every statutory modification, amendment or re-enactment thereof for the time being in force.	Definitions
Applicable Laws	All laws, bye-laws, regulations, rules, orders and/or official directions for the time being in force affecting the Company and its subsidiaries, including but not limited to the Act, the Securities Laws, the Listing Requirements and every other law for the time being in force concerning companies and affecting the Company and any other directives or requirements imposed on the Company by the Commission and/or other relevant regulatory bodies and/or authorities.	
Articles	Any provisions in this Constitution as originally framed or as altered from time to time in accordance with the Applicable Laws.	
Auditors	The auditors for the time being of the Company.	
Authorised Nominee	A person who is authorised to act as nominee as specified under the Rules of the Depository in section 2 of the Central Depositories Act.	
Beneficial Owner	In relation to Deposited Securities, the ultimate owner of the Deposited Securities who is the person who is entitled to all rights, benefits, powers and privileges and is subject to all liabilities, duties and obligations in respect of, or arising from, the Deposited Securities and does not include a nominee of any description.	
Board or Board of Directors	The board of directors of the Company from time to time.	
Book Closing Date	The specified time and date set by the Company for the purpose of determining persons entitled to	

	dividends, interest or new Securities, or rights to a priority of application of issues of Securities.
Central Depository	Bursa Malaysia Depository Sdn Bhd.
Central Depositories Act	The Securities Industry (Central Depositories) Act, 1991 and every statutory modification, amendment or re-enactment thereof for the time being in force.
Chairman	The Chairman for the time being of the Board.
CMSA	Capital Markets and Services Act 2007 and every statutory modification or re-enactment thereof for the time being in force.
Commission	The Securities Commission Malaysia established under section 3 of the Securities Commission Act, 1993.
Constitution	This Constitution as originally framed or as altered from time to time by special resolution.
Company	KUMPULAN FIMA BERHAD (Company No. 11817-V)
Convertible Securities	Securities which are convertible or exercisable by the holder, or automatically, by their terms of issue, into shares or stocks.
Depositor	A holder of a Securities Account established by the Central Depository.
Deposited Security	A security standing to the credit of a Securities Account and include Securities in a Securities Account that is in suspense.
Directors	The Directors of the Company for the time being.
Exchange	Bursa Malaysia Securities Berhad.
Exempt Authorised Nominee	An authorised nominee defined under Central Depositories Act which is exempted from compliance with the provisions of subsection 25A of the Central Depositories Act.
Listing Requirements	The Listing Requirements of Bursa Malaysia Securities Berhad including any amendments to the Listing Requirements that may be made from time to time.
Market Day(s)	A day on which the stock market of the Exchange is open for the trading of Securities.
Member/ Members	Any person or persons for the time being holding shares in the Company and whose name appear in

the Register of Members (except Bursa Malaysia Depository Sdn Bhd) including Depositories whose name on the Record of Depositors (except Bursa Malaysia Depository Nominees Sdn Bhd).

Month	Calendar Month.
Office	The registered office for the time being of the Company.
Record of Depositors	A record provided by the Central Depository to the Company under Chapter 24.0 of the Rules.
Register	The Register of Members of the Company to be kept as required by the Act.
Rules	Rules of the Central Depository shall have the meaning given in section 2 of the Central Depositories Act.
Seal	The Common Seal of the Company.
Securities	Shall have the meaning given in section 2 of the Securities Commission Act, 1993.
Securities Account	An account established by the Central Depository for a Depositor for the recording of deposit or withdrawal of Securities and for dealing in such Securities by the Depositor.
Securities Laws	The CMSA, the Central Depositories Act and the Securities Commission Act, 1993.
Secretary	Any person or persons appointed to perform the duties of the secretary of the Company.
Share Issuance Scheme	A scheme involving a new issuance of share to the employees.
Year	Calendar year.

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

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

Words importing persons shall include corporation.

The marginal notes are inserted for convenience only and shall not affect the construction of these Articles.

Subject as aforesaid, any words or expressions defined in the Act shall, except where the subject or context forbids, bear the same meanings in these Articles.

Expression in Act
bear same meaning
in Articles

SHARES

- | | | | |
|----|-----|--|-----------------------------------|
| 7. | (1) | The share capital of the Company is its issued share capital. The share capital may be divided into several classes and there may be attached thereto respectively any preferred, deferred, qualified or other special rights privileges, conditions or restrictions whether in regard to dividend, return of capital, voting or otherwise. | Shares under control of Directors |
| | (2) | Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares but subject to the Act, the Listing Requirements, and to the conditions, restrictions and limitations expressed in this Constitution, the Company shall have the power to issue and allot shares, grant options over shares, grant rights to subscribe for shares or otherwise dispose of the unissued shares of the Company to such persons, at such time on such terms and conditions, with such preferred or deferred or other special rights, as they may deem proper. | |
| | (3) | Except so far as otherwise provided by the conditions of issue, or by this Constitution, any capital raised by the creation of new shares, shall form part of the capital of the Company, and such shares shall be subject to the provisions contained in this Constitution with reference to, the payment of calls and instalments, transfer and transmission, forfeiture, lien, cancellation, surrender, voting and otherwise. | |
| | (4) | (a) The Company shall not issue shares to transfer a controlling interest without prior approval of shareholders in general meeting. | Issue of shares |
| | | (b) No Director shall participate in a share scheme for employees unless shareholders in general meeting have approved of the allotment to be made to such Director. | Issue of shares to Directors |
| | | (c) The rights attaching to shares of a class other than ordinary shares shall be expressed in the resolution creating the same. | Other classes of shares |
| 8. | (1) | If at any time the share capital is divided into different classes of shares; | Modification of rights |
| | (a) | the repayment of preference capital other than redeemable preference capital; or | |
| | (b) | the rights attached to any class of preference shares (unless otherwise provided by the terms of issue of the shares of that class) | |

may, subject to the Act, whether or not the Company is being wound up, be made or varied or abrogated as the case may be, only with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class, PROVIDED ALWAYS that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing if obtained from the holders of three-fourths of the shares of that class within two months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting.

- (2) The provisions of this Constitution relating to general meetings apply so far as they are capable of application and mutatis mutandis to every such separate meeting except that:
- (a) a quorum is constituted by two (2) persons (present in person or by proxy or representative) who, between them, hold one-third of the issued shares of that class but so that if at any adjourned meeting a quorum as above defined is not present, any two holders of shares of that class (present in person or by proxy or representative) shall be a quorum; and
 - (b) any holder of shares of that class, present in person or by proxy or representative, may demand a poll.
- (3) The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of shares of that class, be deemed to be varied by the creation or issue of further shares ranking equally with the first-mentioned shares.
- (4) The provisions of the Act on special resolutions shall with such adaptation as are necessary apply to special resolutions referred to in this Article 8.
9. (1) 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 offer are entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of shares or Securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or Securities offered, the Board may dispose of those shares or Securities in such manner as they think most beneficial to the Company. The Board may likewise also dispose of any new share or security which (by reason of the ratio which the new shares or Securities bear to shares or Securities held by persons entitled to an offer of new shares or Securities) cannot, in the opinion of the Board, be conveniently offered under these Articles. Notwithstanding the above, the Company may apply to the Exchange to waive the convening of an extraordinary general meeting to obtain shareholders' approval for further issues of shares (other than bonus or rights issues) where the aggregate issues of which in any one financial year do not exceed ten percent (10%) of the issued capital.
- (2) The rights attaching to shares of a class other than ordinary shares shall be set out in this Constitution or expressed in the resolution creating the same.
- (3) All new issue of shares (which are prescribed securities) shall be made by way of crediting the Securities Accounts of the allottees save and except where the Company is specifically exempted from

Issue of new shares or convertible securities to Members

complying with section 38 of the Central Depositories Act. The Company shall notify the Depository of the names of the allottees together with all such particulars as may be required by the Central Depository to enable the Central Depository to make the appropriate entries in the Securities Accounts of such allottees.

- | | | |
|-----|--|---|
| 10. | Nothing in these Articles shall preclude the Board from recognising a renunciation of the allotment of any share by the allottee in favour of some other person. | Renunciation of allotment |
| 11. | <p>(1) Subject to the Act, the provision of these Articles and the requirements of the Exchange, the Company shall have power to issue preference shares on such terms and conditions and carrying such rights or restrictions as the Company may determine. The Company shall not, unless with the consent of existing preference shareholders at a class meeting, issue preference shares ranking in priority to the preference shares already issued but may issue preference shares ranking equally therewith.</p> <p>(2) The repayment of preference capital other than redeemable preference capital or any other alteration of preference shareholders' rights, may only be made pursuant to a special resolution of the preference shareholders concerned, PROVIDED ALWAYS that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing, if obtained from the holders of three-fourths of the preference capital concerned within two (2) months of the meeting, shall be valid and effectual as a special resolution carried at the meeting.</p> | <p>Issue of preference shares</p>
<p>Repayment of preference capital</p> |
| 12. | <p>(1) Except in the case of an issue of Securities on a pro-rata basis to shareholders, the Company must ensure that no shares or other Convertible Securities shall be issued to a Director, major shareholder or person connected with any Director or major shareholder unless shareholders in general meeting have approved of the specific allotment to be made to such aforesaid person.</p> <p>(2) Subject to the provisions of this Constitution, Applicable Laws and notwithstanding sections 75(1) and 76(1) of the Act, the Company shall ensure that it shall not issue any shares or Convertible Securities if the total number of those shares or Convertible Securities, when aggregated with the total number of any such shares or Convertible Securities issued during the preceding twelve (12) months, exceeds ten percent (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 the shareholders in general meeting of the precise terms and conditions of the issue.</p> <p>(3) In working out the number of shares or Convertible Securities that may be issued by the Company, if the security is a Convertible Security, each such security is counted as the maximum number of shares into which it can be converted or exercised.</p> | Allotment of shares to Directors etc. |

CONVERSION OF SHARES INTO STOCK

13. The Company by ordinary resolution may convert any paid-up shares into stock and may convert any stock into paid-up shares of any denomination. When any shares have been converted into stock, the several holders of such stock may, thenceforth, transfer their respective interests therein or any part of such interests, in the same manner and subject to the same regulations as and subject to which fully paid-up shares in the Company's capital may be transferable, or as near thereto as circumstances will admit. But they may from time to time, if they think fit, fix the minimum amount of stock transferable, and direct that fractions of a Ringgit Malaysia shall not be dealt with, but with power, nevertheless, at their discretion to waive such rules in any particular case.
- Conversion of shares into stock
14. The stock shall confer on the holders respectively the same privileges and advantages, as regards participation in profits and voting at meetings of the Company, and for other purposes, as would have been conferred by shares of equal amount in the capital of the Company of the same class as the shares from which such stock was converted, but so that none of such privileges or advantages, except the participation in profits of the Company, or in the assets of the Company on a winding up, shall be conferred by any such aliquot part of stock as would not if existing in shares, have conferred such privileges or advantages. Save as aforesaid, all the provisions herein contained shall, as far as circumstances will admit, apply to stock as well as to shares.
- Participation in dividends and profits
15. Subject to the provisions of the Act, CMSA, the rules and regulations made pursuant thereto and the requirements of the Exchange and/or any other relevant authority, the Company may purchase its own shares and make payment in respect of such purchase in the manner permitted thereunder. Any shares in the Company so purchased by the Company shall be dealt with as provided by the Act, CMSA, the rules and regulations made pursuant thereto and the requirements of the Exchange and/or any other relevant authority.
- Power to purchase own shares

CERTIFICATES

16. Save and except where it is specifically exempted from compliance with section 38 of the Central Depositories Act, all new issues of shares or Securities for which listing is sought shall be made by way of crediting the Securities Accounts of the allottees with such shares or Securities, and for this purpose, the Company shall notify the Central Depository of the names of the allottees and all such particulars required by the Central Depository, to enable the Central Depository to make appropriate entries in the Securities Accounts of such allottees, subject to the provisions of the Act, the Central Depositories Act, the Listing Requirements and the Rules, the Company shall allot and issue shares or Securities, despatch notices of allotment to the allottees and make an application for the quotation of such Securities:
- (a) in respect of an issue of Securities to the public or a rights issue,
- New issues of shares or securities by way of crediting the securities Accounts

within eight (8) Market Days of the final applications closing date for an issue of Securities or such other period as may be prescribed by the Exchange;

- (b) in respect of a bonus issue, within eight (8) Market Days of the Book Closing Date or such other period as may be prescribed by the Exchange;
- (c) in respect of a share scheme for employees, within eight (8) Market Days of the date of receipt of a notice of the exercise of an option for shares or Securities in the Company together with the requisite payment or such other period as may be prescribed by the Exchange;
- (d) in respect of conversion or exercise of Convertible Securities, within eight (8) Market Days of the date of receipt of a subscription form for warrants or other Convertible Securities together with the requisite payment or such other period as may be prescribed by the Exchange;

and deliver to the Central Depository the appropriate certificates, in such denominations as may be specified by the Central Depository registered in the name of the Central Depository or its nominee Company. Every certificate shall be issued under the Seal and bear the signatures or the autographic signatures of one Director and the Secretary or a second Director or such other person as may be authorized by the Directors, and shall specify the shares to which it relates, and the amount paid up thereon provided that the Directors may by resolution determine that such signature, or either of them, shall be dispensed with or shall be affixed by such other person as may be authorized by the Board or some method or system of mechanical signature.

- | | | |
|-----|---|-------------------------------------|
| 17. | (1) Subject to the provisions of the Act, the Central Depositories Act and the Rules, if any certificate is worn out or defaced then upon production thereof to the Directors they may order the same to be cancelled and may issue a new certificate in lieu thereof. | Loss or destruction of certificates |
| | (2) If any certificate is lost, or destroyed or stolen, then upon proof thereof to the satisfaction of the Directors and on such indemnity being given by the shareholder, transferee, persons entitled, purchaser, member company of the Exchange or any financial institution on behalf of its client, as the Directors deem adequate, a new certificate in lieu thereof shall be issued to the party entitled to such lost or destroyed or stolen certificate. | |
| | (3) For every certificate issued under Articles 17 (1) and (2), there shall be paid to the Company such sum as the Board may from time to time determine and which the Company may be permitted to charge by law and by the Exchange, in addition to all expenses including, out-of-pocket expenses incurred in connection with the investigation by the Company of such loss or destruction. | Fees and costs |
| 18. | Except as required by law and as provided under the Central Depositories Act and the Rules, no person shall be recognized by the Company as holding any share upon any trust, or assignment, and the Company shall | No trust |

not be bound by or be required in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any other rights in respect of any share other than an absolute right to the entirety thereof in the registered holder, except only as by these Articles otherwise provided for or as by the Act required or pursuant to any order of court or by the Rules.

recognised

CALL ON SHARES

- | | | |
|-----|---|-----------------------------|
| 19. | (1) The Board may, from time to time, make such calls as they think fit upon the members in respect of moneys unpaid on any shares held by them which, at the time of allotment thereof, were not made payable at fixed times. Each member shall pay the amount of every call so made on him to the persons and at the times and places appointed by the Directors. | Calls |
| | (2) If by the conditions of the allotment any amount is duly payable in respect of any shares by instalments, every such instalment shall be payable as if it were a call duly made by the Directors of which due notice had been given. A call may be made payable by instalments and shall be deemed to have been made when the resolution of the Directors authorising such call was passed. | |
| 20. | Fourteen (14) days' notice of any call shall be given specifying the time and place of payment and to whom such call shall be paid and except as otherwise fixed by the terms of issue no call on any share shall exceed one-fourth of the issue price of the share or be payable at less than one (1) month from the date fixed for payment of the last preceding call. Before the time for payment the Directors may by notice in writing to the Members revoke the call wholly or in part or extend the time for payment. | Notice of call |
| 21. | A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed. No Member shall be entitled to receive any dividend or to exercise any privileges as a Member until he shall have paid all calls for the time being due and payable on every share held by him, together with interest and all expenses (if any). | When call deemed to be made |
| 22. | The Board may from time to time make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls or instalments to be paid and in the time of payment of such calls or instalments. | Different calls |
| 23. | Any sum that, by the terms of issue of a share, becomes payable on allotment or at a fixed date or by instalments at fixed times, shall for the purposes of this Constitution be deemed to be a call duly made and payable on the date on which by the terms of issue the sum becomes payable, and, in case of non-payment, all the relevant provisions of this Constitution as to payment of interest and expenses, forfeiture or otherwise apply as if the sum had become payable by virtue of a call duly made and notified. | Sums payable on fixed date |
| 24. | If a sum called in respect of a share is not paid before or on the day appointed for payment of the sum, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment of the | Interest on unpaid calls |

sum to the time of actual payment at such rate as the Board determine, but the Board may waive payment of that interest wholly or in part.

- | | | |
|-----|---|---------------------------------|
| 25. | The Board may, if they think fit, receive from any Member willing to advance the same, all or any part of the moneys for the time being remaining uncalled on his shares, and may pay-interest upon the moneys so paid in advance, or upon so much thereof as from time to time remains in advance of the calls then made upon such shares. | Payment of calls in advance |
| 26. | Any amount paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profit. | Amount paid in advance of calls |

LIEN

- | | | |
|-----|--|---|
| 27. | Subject to the provisions of the Act, the Central Depositories Act and the Rules:

(a) The Company shall have a first and paramount lien on every share (not being a fully paid share) for all money (whether presently payable or not) called or payable at a fixed time in respect of that share.

(b) The Company also has a first and paramount lien on all shares (other than fully paid shares) registered in the name of a sole holder in the Register of Members for all money presently payable by him or his estate to the Company.

(c) The Board may at any time exempt a share wholly or in part from the provisions of this Article.

(d) The Company's lien (if any) on a share extends to all dividends payable in respect of the share and such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of the member or deceased member. | Company's lien on shares |
| 28. | (1) Subject to sub-article (2), the Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien.

(2) A share on which the Company has a lien shall not be sold unless:

(a) a sum in respect of which the lien exists is presently payable; and

(b) the Company has, not less than fourteen (14) days before the date of the sale, given to the registered holder for the time being of the share in the Register of Members or the person entitled to the share by reason of the death or bankruptcy of the registered holder a notice in writing setting out, and demanding payment of, such part of the amount in respect of which the lien exists as is presently payable. | Power of sale |
| 29. | (1) For the purpose of giving effect to a sale mentioned in Article 28, the Board may (in the case of a share that is not a Deposited Security) authorise a person to transfer the shares sold to the purchaser of the | Purchase of shares which the company has a lien |

shares or (in the case of a share that is a Deposited Security) authorise its registrar to cause the Central Depository to credit the Securities Account of the purchaser of the share sold or otherwise in accordance with the directions of the purchaser.

- (2) The Company shall (in the case of a share that is not a Deposited Security) register the purchaser as the holder of the shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in reference to the sale.
- (3) No purchaser shall be bound or concerned to inquire into the application of the purchase money or the regularity of the sale but the remedy of any one injured by a sale wrongly made in purported exercise of such power of sale shall be in damages against the Company only.
30. The title of the purchaser to the shares is not affected by any irregularity or invalidity in connection with the sale.
31. The proceeds of a sale mentioned in Article 28 shall be applied by the Company in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue (if any) shall (subject to any like lien for sums not presently payable that existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

Effect of sale

Application of proceeds

TRANSFER OF SHARES

32. (1) Subject to the provisions of the Act and this Constitution (with respect to the transfer of a security that is not a Deposited Security), a member may transfer all or any of his Securities by instrument in writing in the form specified by the Act and the Rules from time to time.
- (2) The transfer of any listed security or class of listed security that is a Deposited Security shall be by way of book entry by the Central Depository in accordance with the Rules and notwithstanding sections 105, 106 or 110 of the Act but subject to section 148(2) of the Act and any exemption that may be made from compliance with section 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of such listed security.
- (3) The Company shall not cause or authorise its registrar to cause the Securities Accounts of the allottees to be credited with the additional Securities until after it has filed with the Exchange an application for listing of such additional Securities and has been notified by the Exchange that such new Securities have been approved in principle for listing.
33. Subject to the written law, the instrument shall have been executed by or on behalf of the transferor and the transferee both duly witnessed, and the transferor shall remain the holder of such Securities until the name of the transferee is entered in the Register and/or the Record of Depositors,

Transfer of securities

Execution of transfer

as the case may be in respect thereof.

- | | |
|--|--|
| 34. The transfer books and Register and register of debenture holders (in respect of non-deposited securities) may on due notice being given as required by the Act and the Exchange be closed during such time or times as the Board thinks fit, not exceeding in the whole thirty (30) days in each year. The Company may require the Central Depository to suspend the trading of shares that are Deposited Securities at such times and for such periods as the Board may from time to time determine. | When transfer books and Register may be closed |
| 35. The Central Depository may, in its absolute discretion, refuse to register any transfer of Securities that does not comply with the Central Depositories Act and/or the Rules. | Central Depository may Refuse registration |
| 36. (1) Neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of shares (that are not Deposited Securities) apparently made by sufficient parties, although the same may, by reason of any fraud or other cause not known to the Company or its Directors or other officers be legally 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 of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the shares transferred, or otherwise in defective manner. | No liability for fraudulent transfers |

And in every such case, the person registered as transferee 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.

- (2) Neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of shares registered by the Depository, although the same may, by reason of any fraud or other cause not known to the Company or its Directors or other officers be legally 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 transfer or and transferee, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the shares transferred, or otherwise in defective manner.

TRANSMISSION OF SHARES

- | | |
|--|-----------------|
| 37. Subject to the provisions of the Act, the Central Depositories Act and the Rules, in case of the death of a member the persons recognised by the Company as having any title to his interest in the shares shall be: | Death of holder |
| (a) where the deceased was a sole holder, the legal personal representatives; and | |

(b) where the deceased was a joint holder, the survivor,

but nothing in this Article shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

- | | | |
|-----|---|--|
| 38. | Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have a person nominated by him registered as the transferee thereof, but the Board 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. | Rights on death or bankruptcy |
| 39. | Subject to any other provisions of these Articles, the Central Depositories Act and the Rules, if the person so becoming entitled elects to be registered himself, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects. Provided that where the share is a Deposited Security and the person becoming so entitled elects to have the share transferred to him, the aforesaid notice must be served by him on the Central Depository provided that the Company shall register such person as a shareholder within sixty (60) days from receipt of such notice as aforesaid. If the person so becoming entitled elects to be registered himself, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects. If he elects to have another person registered, he shall testify his election by executing to that person a transfer of the shares. All the limitations, restrictions and provisions of this Constitution relating to the rights to transfer shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer signed by that Member. | Procedure for registration |
| 40. | A person entitled to shares in consequence of death or winding-up 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 Central Depository 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 not be entitled to receive notice of 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. | Rights of unregistered executors trustees |
| 41. | The Company shall be entitled to charge a fee not exceeding Ringgit Malaysia Three (RM3.00) or such sum as may from time to time be permitted by the Exchange on the registration of every probate, letter of administration, certificate of death or marriage, power of attorney or other instrument. | Fee payable |
| 42. | Transmission of Securities from foreign register where:

(1) the Securities of the Company are listed on another stock exchange; and
(2) the Company is exempted from compliance with section 14 of the Central Depositories Act, or section 29 of the Securities Industry | Transmission of securities from foreign register |

(Central Depositories) (Amendment) (No. 2) Act 1998, as the case may be under the Rules in respect of such Securities, the Company shall, upon request of a holder, permit a transmission of Securities held by such holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the other stock exchange, to the register of holders maintained by the registrar of the Company in Malaysia and vice versa provided that there shall be no change in the ownership of such Securities.

FORFEITURE OF SHARES

- | | | |
|-----|--|---|
| 43. | If a Member fails to pay the whole or any part of any call or instalment of a call on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remain unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest at the rate which the Board may determine from time to time from the date appointed for the payment, on the money, for the time being unpaid if the Board thinks fit to enforce payment of such interest or compensation, which may have accrued. | Notice of forfeiture |
| 44. | The notice shall name a further day (not earlier than the expiration of fourteen (14) days from the date of service of the notice) on or before which the payment required by the notice is to be made and shall state that in the event of non-payment at or before the time and place appointed the shares in respect of which the call was made will be liable to be forfeited. Where any share has been forfeited in accordance with this Constitution, notice of the forfeiture shall forthwith be given to the holder of the share or the person entitled to the share by reason of the death or bankruptcy, as the case may be. | Particulars in notice |
| 45. | If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given, may at any time thereafter before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture, notwithstanding that they shall have been declared. | Forfeiture on non-compliance with notice |
| 46. | When any share shall have been so forfeited notice of the resolution shall be given to the Member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture with the date thereof shall forthwith be made in the Register, but no forfeiture shall in any manner be invalidated by any omission or neglect to give such notice or to make such entry as aforesaid. | Notice of resolution of forfeiture and entry of Register of Members |
| 47. | (1) Any share so forfeited shall be deemed to be the property of the Company, and the Directors may sell, re-allot and otherwise dispose of the same in such manner as they think fit. | Forfeited shares to become property of Company |
| | (2) If any shares are forfeited and sold, any residue after the satisfaction of the unpaid calls and accrued interest and expenses, shall be paid to the person whose shares have been forfeited, or his executors, administrators or assignees or as he directs. | Sale of forfeited shares |

- | | | |
|-----|---|---|
| 48. | A person whose shares have been forfeited shall notwithstanding that he shall cease to be a member in respect of the forfeited shares, remain liable to pay to the Company all money which, at the date of forfeiture, was payable by him to the Company in respect of the shares (together with interest at the rate of eight percent (8%) per annum from the date of the forfeiture on the money for the time being unpaid if the Board thinks fit to enforce payment of the interest), but his liability shall cease if and when the Company receives payment in full of all such money in respect of the shares. | Calls and expenses recoverable after forfeiture |
| 49. | The Board may, at any time before any shares so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as they think fit. | Annulment forfeiture |
| 50. | The forfeiture of a share shall at the time of forfeiture result in the termination of all interests in and all claims and demands against the Company in respect of the share and all other rights and liabilities incidental to the share as between the shareholder whose share is forfeited and the Company, except only such of those rights, liabilities as are by this Constitution expressly saved or as are by the Act given or imposed in the case of past Members. | Consequence of forfeiture |
| 51. | A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration, if any, given for a forfeited share on any sale, re-allotment or disposition thereof and may execute the transfer of the share in favour of the person to whom the share is sold or disposed of and he shall be registered as the shareholder and shall not have his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share. Subject to any lien for sums not presently payable, if any, any residue of the proceeds of sale of shares which are forfeited and sold or disposed of, after the satisfaction of the unpaid calls or instalments payable at fixed times and accrued interest and expenses shall be paid to the person entitled to the shares immediately before the forfeiture thereof or his executors, administrators or assignees or as he directs. | Evidences of forfeiture |
| 52. | The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of share, becomes payable at a fixed time. | Application of forfeiture provisions |

ALTERATION OF CAPITAL

- | | | |
|-----|--|----------------------------------|
| 53. | (1) The Company in general meeting may from time to time, whether all the shares for the time being authorised shall have been issued or all the shares for the time being issued shall have been fully called up or not, increase its share capital by the creation and issue of new shares, such new capital to be of such amount and 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, voting or otherwise as the Company by the resolution | Company may increase its capital |
|-----|--|----------------------------------|

authorising such increase directs.

- (2) Except so far as otherwise provided by the conditions of issue, or by this Constitution, any capital raised by the creation of new shares shall be considered part of the original capital and shall be subject to the provisions herein contained with reference to the payment of calls and instalments, transfer and transmission, forfeiture, lien, surrender, and otherwise.

54. The Company may by special resolution, reduce its share capital in any manner permitted or authorised under and in compliance with the Applicable Laws. Reduction of share capital
55. The Company may by special resolution:- Power to alter capital
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) subdivide its share capital or any part thereof into shares of smaller amount than is fixed by this Constitution by subdivision of its existing shares or any of them, subject nevertheless to the provisions of the Act;
- (c) cancel shares which at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled; and
- (d) subject to the provisions of this Constitution and the Act, convert and/or re-classify any class of shares into any other class of shares.

OPTIONS OVER UNISSUED SHARES

56. Subject to the provisions of the Act and Listing Requirements, the Board is empowered to create options of any kind whatsoever over or in respect of the unissued share capital of the Company, including warrants, to such persons, at such time, for such consideration and on such terms as the Board shall in their absolute discretion think fit. Power to create options

EMPLOYEES' SHARE SCHEME

57. Subject to these Articles and the provisions of the Act and the Listing Requirements, the Board may recommend, and if so authorised by an ordinary resolution passed at a general meeting, may establish and carry into effect and modify, from time to time without reference to the Company in general meeting, a share scheme for the benefit of the directors and employees of the Company and/or any of its subsidiaries which are not dormant, upon such terms and subject to such conditions as they shall deem fit and proper and to issue all shares pursuant thereto. Employees' share option scheme
58. Notwithstanding Article 57 hereof, all schemes involving the issue or sale of shares or Securities to Directors and employees of the Company or any of its subsidiaries which are not dormant, whether implemented by the

Company or any of its subsidiaries (including subsidiaries incorporated and operating outside of Malaysia) shall comply with the relevant provisions contained in the Listing Requirements.

GENERAL MEETINGS

- | | | |
|-----|---|---|
| 59. | An annual general meeting of the Company shall be held in accordance with the Act. All general meetings other than the annual general meetings shall be called extraordinary general meetings. The Board may, whenever they think fit, convene an extraordinary general meeting, and the Board shall, on requisition of Members in accordance with the Act, forthwith proceed to convene an extraordinary general meeting. In the case of an extraordinary general meeting called in pursuance of a requisition no business other than that stated in the requisition as the objects of the meeting shall be transacted. | General meetings |
| 60. | The notices convening meetings of Members shall specify the place, date and time of the meeting, and the general nature of business of the meeting. Notice shall be given to all Members, Directors and Auditors of the Company at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any special resolution is proposed or where it is the annual general meeting, of every such meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each Exchange upon which the Company is listed. | Notices of meetings |
| 61. | Subject always to the provisions of the Act, no business shall be transacted at a meeting of Members except business of which notice has been given in the notice convening the meeting. An annual general meeting shall be held to transact the business in accordance with the Act, which include the laying of audited financial statements and the reports of the Directors and Auditors, the election of Directors in place of those retiring, the appointment and the fixing of the Directors' fees, and the appointment and fixing of the remuneration of the Auditors in accordance with the Act. The notice convening a meeting to consider a special or ordinary resolution shall specify the intention to propose the resolution as a special or ordinary resolution, as the case may be. | Business at extraordinary general meeting etc. deemed special |
| 62. | <p>(1) The Company shall request the Central Depository in accordance with the Rules, to issue a Record of Depositors to whom the notices of general meetings shall be given by the Company.</p> <p>(2) The Company shall request the Central Depository in accordance with the Rules, to issue a Record of Depositors, as at a date not less than three (3) Market Days before the general meeting (hereinafter referred to as "the General Meeting Record of Depositors"). The General Meeting Record of Depositors shall be the final record of all depositors who shall be deemed to be the registered holders of ordinary shares of the Company eligible to be present and vote at</p> | Request to Central Depositor for Record Of Depositors |

such meetings.

- (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.
63. (1) The accidental omission to give notice of any meeting to, or the non-receipt of the notice of a meeting by, any person entitled to receive notice shall not invalidate any resolution passed or proceedings held at any such meeting. Omission or non-receipt of notice of meetings
- (2) In every notice calling a meeting of Members there shall appear with reasonable prominence a statement that a Member entitled to attend and vote, is entitled to appoint proxy(ies) in accordance with Article 73 hereof, to attend, participate, speak and vote instead of him.

PROCEEDINGS AT GENERAL MEETINGS

64. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two (2) Members present in person shall constitute a quorum at any meeting of Members. Quorum of general meetings
65. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to such other time and place as the Board may determine and if at the adjourned meeting, a quorum is not present within half an hour from the time appointed for holding the adjourned meeting, the Member or Members present shall be a quorum. Adjournment
66. The Chairman of the Board shall preside as Chairman at every general meeting of the Company. If there is no such Chairman, or if he shall not be present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall choose one of their number to be Chairman of the meeting and in their default of so doing, the Members present shall choose one of their Members to be Chairman of the meeting. Chairman to preside
67. The Chairman of a general meeting may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn the same from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Adjournment of general meeting
68. Whenever a meeting is adjourned for thirty (30) days or more, notice of adjourned meeting shall be given in the same manner as in the case of an original meeting, notice of adjourned meeting and the reasons therefore shall further be given to the Exchange, save as aforesaid, it shall not be necessary to give any notice of adjournment or of the business to be transacted at the adjourned meeting. Notice of adjourned meeting

- | | | |
|-----|--|---|
| 69. | A resolution put to vote 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 the election of chairperson or 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 Applicable Laws, and may, in addition to the power of adjourning meetings contained in Article 67 hereof adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll. The poll may be conducted manually using voting slips or electronically using various forms of electronic voting devices. Such votes shall be counted by the poll administrator, and verified by the scrutineer(s), as may be appointed by the Company for the purpose of determining the outcome of the resolution(s) to be decided on poll. | Polls |
| 70. | In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded has a casting vote in addition to the vote or votes to which he may be entitled as a Member. | Casting vote |
| 71. | Where a resolution is passed at an adjourned meeting of the Company or holders of any class of shares or of Directors the resolution shall for all purposes be treated as having been passed on the date on which it was in fact passed and not on any earlier date. | Resolution passed at an adjourned meeting |

VOTE OF MEMBERS

- | | | |
|-----|---|----------------------------------|
| 72. | (1) Subject to Article 64, a Member of the Company shall be entitled to be present and to vote at any general meeting in respect of any share or shares upon which all calls and other sums due to the Company have been paid. Subject to the provisions of this Constitution and any rights or restrictions for the time being attached to any class or classes of shares at meetings of Members or classes of Members each Member entitled to vote may vote in person, or by proxy or representative. | Voting rights of members |
| | (2) Any proxy or representative appointed to vote and attend instead of a Member shall have the same right as the Member to speak at the meeting. | |
| | (3) Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such a manner that a unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such right is exercisable. | Different Monetary denominations |
| | (4) A proxy or representative may but need not be a Member of the Company. A Member may appoint any person to be his proxy without restriction. | |
| 73. | A Member shall be entitled to appoint up to two (2) proxies to attend and vote at the same meeting PROVIDED THAT where a Member of the Company is an Authorised Nominee as defined in accordance with the | Appointment of proxies |

provisions of the Central Depositories Act, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account. Where a Member appoints two (2) proxies to attend and vote at the same meeting, such appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.

- | | | |
|-----|---|-------------------------------------|
| 74. | Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one Securities Account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. | Exempt Authorised Nominee |
| 75. | <p>(1) A Member who is of unsound mind and 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 or by such other person as properly has the management of his estate, and any such committee or other person may vote by proxy.</p> <p>(2) If a corporation, company, co-operative society or other society is a Member, it may vote by any person authorised by resolution of its directors or other governing body to act as its representative at any general meeting of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation, company, co-operative society or other society which he represents as that corporation, company, co-operative society or other society could exercise if it were an individual Member.</p> | Member of unsound mind |
| 76. | No objections 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 objections made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive. | Objection to qualification of voter |
| 77. | The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarial certified copy of that power or authority shall be deposited at the Office or at such other place within Malaysia or in such other manner as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll, not less than 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 or in such other period(s) as may be provided or permitted under the Applicable Laws and stipulated in the form of proxy or in the notice of meetings. | Execution of proxies |
| 78. | The instrument appointing a proxy shall be in such form as the Board may from time to time prescribe or approve. | Proxy form |
| 79. | 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 the transfer of the share in respect of which the instrument is given, if no intimation in writing of such death, unsoundness of mind or transfer as aforesaid has been received by | Validity of vote given under proxy |

the Company at its Office before the commencement of the meeting or adjourned meeting at which the instrument is used.

80. The termination of proxy shall be in accordance with the Applicable Laws. Termination of proxy

DIRECTORS

81. Until otherwise determined by general meeting the number of Directors including the managing director or any executive director shall not be less than two (2) nor more than fifteen (15). Number of Directors

82. No person shall be appointed or is allowed to act as a Director of the Company or be involved whether directly or indirectly in the management of the Company, including acting in an advisory capacity in relation to the Company, if he: Eligibility

(a) has been convicted by a court of law, whether within Malaysia or elsewhere, of an offence in connection with the promotion, formation or management of a company;

(b) has been convicted by a court of law, whether within Malaysia or elsewhere, of an offence involving bribery, fraud or dishonesty or where the conviction involved a finding that the acted fraudulently or dishonestly; or

(c) has been convicted by a court of law of an offence under the Securities Laws or the Act,

within a period of five (5) years from the date of conviction or if sentenced to imprisonment from the date of release from prison, as the case may be.

83. The shareholding qualification for Directors may be fixed by the Company in general meeting and until so fixed, no shareholding qualification for Directors shall be required. All Directors shall be entitled to receive notice of and to attend all general meetings of the Company. Directors' qualification

84. The Board shall have power at any time and from time to time to appoint any other qualified person as Director, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or pursuant to Article 82 but any Director so appointed shall hold office only until the next following annual general meeting of the Company, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting. Casual vacancy

85. The Board shall have such number of independent directors as may be required under the Applicable Laws. Independent directors

86. (1) The fees and benefits payable to the Directors shall be such fixed sum as may be determined by the Company in general meeting. Any Director holding office for a part of a year shall be entitled to a proportionate part of such fees and benefits. Fees and benefits of directors

- (2) Fees payable to non-executive directors shall be by a fixed sum and not by a commission on, or a percentage of profits or turnover.
 - (3) Fees or benefits payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting.
 - (4) The Directors shall be paid by the Company such reasonable travelling, hotel and other expenses as they may incur in attending meetings of the Company or of Directors or of committees of Directors or which they may otherwise incur in connection with the Company's business.
87. The Directors shall also be entitled to hotel, traveling and other expenses incurred by them respectively in or about the performance of their duties as Directors, including any expenses incurred in attending meetings of the Directors or of a committee of Directors or general meetings. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company may be paid such extra remuneration by way of salary, allowances or otherwise as the Board may determine provided that such extra remuneration shall not be by way of a commission on, or a percentage of, profits or turnover.

Directors' expenses

DISQUALIFICATION OF DIRECTORS

88. (1) Subject to the provisions of the Act, a Director shall not be disqualified by reason of his holding any other office or place of profit in the Company in conjunction with his office as Director, except that of the auditor, and may be appointed thereto for such period and upon such terms and on such remuneration as the Directors may determine and no Director shall be disqualified by his office from contracting with the Company with regard to his tenure of such other office or place of profit.
- (2) A Director, notwithstanding his interest may be counted in the quorum present at any meeting whereat he is appointed to hold any such office or place of profit under the Company or where at the terms of any such appointment are arranged but he may not vote on any such appointment or arrangement.
89. Every Director shall give notice to the Company of such events and matters relating to himself as may be necessary or expedient to enable the Company and its officers to comply with the requirements of the Act.
90. The Company shall keep a register showing with respect to each Director the number and description and, in the case of debentures, the amount, of any shares in or debentures of the Company or a corporation that is deemed to be related to the Company which are held by or in trust for him or of which he has any right to become the holder (whether on payment or not) or in which he has, directly or indirectly, any beneficial interest but the register need not include shares in any corporation which is the wholly-owned subsidiary of another corporation.

Director holding office

General duty to make disclosure

Register of directors' shareholdings

- | | |
|--|--|
| <p>91. Subject to the provisions of the Act, no Director shall be disqualified by his office from holding any office or place or profit under the Company or under any company in which the Company shall be a shareholder or otherwise interested, or from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in anyway interested, be avoided, nor shall any Director be liable to account to the Company for any profit arising from any such office or place of profit or realised by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relations thereby established but it is declared that the nature of his interests must be disclosed by him at the meeting of the Directors at which the contract or arrangement is first taken into consideration if his interest then exists, or in any other case at the first meeting of the Directors after the acquisition of his interests. If a Director becomes interested in a contract or arrangement after it is made or entered into the disclosure of his interest shall be made at the first meeting of the Director held after he becomes so interested.</p> | <p>Directors Contracting with Company</p> |
| <p>92. A general notice that a Director is a member of any specified firm or company, and is to be regarded as interested in all transaction with that firm or company, shall be a sufficient disclosure under this Article as regards such Director and the said transactions, and after such general notice it shall not be necessary for such Director to give a special notice relating to any particular transaction with that firm or company provided such notice is given at a meeting of the Directors or brought up and read at the next meeting of Directors after it is given.</p> | <p>Notice that director is a member of specified company</p> |
| <p>93. A Director shall not participate in deliberations concerning such contract or arrangement nor shall he cast his vote in regard to any contract or proposed contract or arrangement in which he has, directly or indirectly, an interest.</p> | <p>Directors' interest in contracts</p> |
| <p>94. Every Director who holds any office or possesses any property whereby, whether directly or indirectly, duties or interests might be created in conflict with his duties or interests as Director shall declare at a meeting of the Directors the fact and the nature, character and extent of the conflict. The declaration shall be made at the first meeting of the Directors held:-</p> <p>(a) after he became a Director; or</p> <p>(b) (if already a Director) after he commence to hold the office or to possess the property.</p> | <p>Directors' Conflict</p> |

ALTERNATE DIRECTORS

- | | |
|---|--|
| <p>95. A Director may appoint a person approved by a majority of his co-Directors to act as his alternate, provided that any fee paid by the Company to the alternate shall be deducted from that Director's remuneration. The appointee, while he holds office as an alternate Director, shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director. Subject to the Listing Requirements, an alternate Director shall not be appointed as a member of the audit committee of the Company.</p> | <p>Appointment of Alternate Director</p> |
|---|--|

- | | |
|---|--|
| 96. Each alternate Director, whilst acting in the place of the Director whom he represents, shall exercise and discharge all the duties and functions of such Director but shall not be entitled to be remunerated otherwise than out of the remuneration of the Director appointing him. | Duties and functions of Alternate Director |
| 97. The appointment of an alternate Director shall be cancelled and the alternate Director shall cease to be a Director whenever the Director who appointed him shall give notice in writing to the Secretary that the alternate Director representing him has ceased to represent him, provided that a Director who retires at any ordinary meeting and is re-elected shall not for the purpose of this Article be deemed to have ceased to be a Director. The appointment of an alternate Director may at any time be revoked by a majority of the Directors other than the Director who appointed him. | Cancellation of Alternate Director's appointment |
| 98. Every person acting as an alternate Director shall be deemed to be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults and he shall not be deemed to be the agent of or for the Director appointing him. | Alternate Director deemed to be company officer |

MANAGING AND EXECUTIVE DIRECTOR(S)

- | | |
|--|--|
| 99. The Board may from time to time appoint a managing director or executive director(s) who shall also be a member of the Board. Any appointment of the managing director or executive director shall be for the period of not exceeding three (3) years subject to reappointment and on such terms as the Board think fit. The Directors may vest in such managing director or executive director as may be appointed by them such of the powers hereby vested in the Directors generally as they may think fit. The powers of the managing director shall be subject to the control of the Board. | Appointment of managing or executive director(s) |
| 100. The remuneration of the managing director or executive director(s) shall from time to time be fixed by the Board and, may be by way of salary or commission or participation in profits or otherwise or by any or all of these modes but such remuneration shall not include a commission on or percentage of turnover. | Remuneration of managing or executive director(s) |
| 101. A managing director or executive director(s) shall be subject to retirement by rotation, and he shall, subject to the 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 shall ipso facto and immediately cease to be a managing director or executive director(s). | Resignation and removal of managing or executive director(s) |

ROTATION OF DIRECTORS

- | | |
|---|-------------------------|
| 102. An election of Directors shall take place each year at the annual general meeting of the Company where one third (1/3) of the Directors for the time being or, if their number is not three (3) or a multiple of three (3), then the number nearest to one third (1/3) shall retire from office and be eligible for re-election. PROVIDED ALWAYS that all Directors shall retire | Retirement of Directors |
|---|-------------------------|

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.

103. The Directors to retire in each year shall be those who have been the 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. Which Director to retire
104. (1) No person, not being a retiring Director shall be eligible for election to the office of Director at any general meeting unless a Member intending to propose him for election has, at least eleven (11) clear days before the meeting, left at the Office a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office or the intention of such Member to propose him for election, provided that in the case of a person recommended by the Board for election, nine (9) clear days' notice only shall be necessary and notice of each and every candidature for election to the Board of Directors shall be served on the registered holders of shares at least seven (7) days prior to the meeting at which the election is to take place. Person offering himself for election to be director must give notice
- (2) The cost of serving the notice as required in sub-Article (1) on the registered holders of shares and the depositors where the nomination is made by Members shall be borne by the Members making the nomination.
105. (1) At any general meeting, any Director retires in the manner provided under Articles 102 and 103, the Company in general meeting may: Company may fill vacancy
- (a) resolve to appoint a person to fill up the vacancy; or
- (b) resolve that the vacancy not be filled or that the number of Directors be reduced accordingly.
- (2) This Article shall only apply where a retiring Director chooses not to seek re-election, or where he elects to seek re-election, but the resolution for his re-election was put to the meeting and lost.
106. Subject to the Act, the Company may by ordinary resolution remove any Director before the expiration of his period of office, and may, if thought fit, by ordinary resolution appoint another Director in his stead. The person so appointed shall hold office as long as the Director in whose place he is appointed would have held the same if he had not been removed. Removal
107. The Company may from time to time in general meeting increase or reduce the number of Directors and determine in what rotation such increased or reduced number shall go out of office and may make any appointments necessary for effecting any such increase as aforesaid; but this Article shall not be construed as authorising the removal of a Director otherwise than in accordance with Article 106 and the Act. Number of Directors maybe increased or reduced
108. Subject as otherwise provided for in this Constitution and to the terms of any subsisting agreement, the office of a Director shall be vacated if he: Ipso Facto vacation of office

- (a) ceases to be a Director by virtue of section 208 of the Act;
- (b) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of his interest in manner required by the Act;
- (c) is absent from more than fifty percent (50%) of the total Board meetings held during a financial year; or
- (d) is convicted by a court of law, whether within Malaysia or elsewhere, in relation to the offences set out in Article 82 above.

PROCEEDINGS OF DIRECTORS

- | | |
|--|------------------------------|
| 109. The Directors may meet together for the despatch of business at such time and place, adjourn and otherwise regulate their meetings and proceedings as they think fit. A Director may at any time and the Secretary shall on his requisition summon a meeting of the Directors. Directors may participate in a meeting of the Directors by means of a conference telephone or similar electronic telecommunication device by means of which all persons participating in the meeting can hear each other and participate throughout the duration of the communication between the Directors and participation in a meeting pursuant to this Article shall constitute presence in person at such meeting. | Meeting of Directors |
| 110. Unless otherwise determined by the Board from time to time, at least seven (7) days' notice of all Directors' meetings shall be given by hand, post, facsimile, electronic form or other form of electronic communications to all Directors and their alternate directors who have a registered address in Malaysia, except in the case of an emergency, where reasonable notice of every Directors' meeting shall be given in writing. It shall not be necessary to give any Director or alternate director, who does not have an address in Malaysia, registered with the Company, notice of a meeting of the Directors by hand or by post. Any Director may waive notice of any meeting either prospectively or retrospectively. The notice of each Directors' meeting shall be deemed to be served on a Director upon delivery if delivered by hand, or immediately if sent by facsimile, electronic form or other form of electronic communications or if sent by post, on the day on which a properly stamped letter containing the notice is posted. | Notice Of Directors' meeting |
| 111. The quorum necessary for the transaction of business may be fixed by the Directors and unless so fixed, shall be two (2). | Quorum |
| 112. A meeting of the Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion which are, by or under these Articles for the time being vested in or exercisable by the Directors generally. | Powers of Directors |
| 113. Questions arising at any meeting of the Directors shall be decided by a majority of votes with each Director having one (1) vote. In the case of an equality of votes, the Chairman shall have a second or casting vote save and except where there are only two (2) Directors present at the meeting or if there are only two (2) Directors competent to vote on the question in issue. | Majority vote |

- | | |
|--|--|
| 114. The Chairman shall preside at every meeting of Directors but if at any meeting the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling to act then the Directors present shall choose one of their number to be Chairman of the meeting. | Chairman at Directors' meeting |
| 115. The Board may delegate any of their powers to a committee consisting of such member or members of their body as they think fit; and the committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on them by the Directors. | Delegation to committee |
| 116. A committee may elect a Chairman of its meeting. If no such Chairman is elected or if at any meeting the Chairman is not present within fifteen (15) minutes after the time appointed for holding the same, the members present may choose one of their members to be Chairman of the meeting. | Chairman Of committee |
| 117. A committee may meet and adjourn its meeting as its members think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of equality of votes the Chairman shall have a second or casting vote. The Chairman of a meeting at which only two (2) Directors who form a quorum are present or at which two (2) Directors are competent to vote in the question at issue, shall not have a casting vote. | Chairman of committee has casting vote |
| 118. All acts bona fide done at any meeting of the Directors, or of a committee of Directors, or by any person acting as a Director, shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors or person acting as aforesaid, or that they or any of them were disqualified to be a Director be as valid as if every such person had been duly appointed and qualified to be Director. | Validity of acts of Directors and committee |
| 119. The remaining Directors may continue to act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the minimum number fixed by or pursuant to these Articles, the remaining Directors may, except in an emergency, act only for the purpose of increasing the number of Directors to such minimum number, or to summon a general meeting of the Company. | Remaining Directors to act notwithstanding vacancy |
| 120. The meetings and proceedings of any such committee, if consisting of two (2) or more members shall be governed by the provisions herein contained for regulating the meetings. | Meetings and proceedings of committee |
| 121. A resolution in writing signed by a majority of the Directors or their alternates, taking the form of one (1) or more documents in writing or by other written electronic communication shall be as valid and effectual as if it had been passed by a meeting of Directors duly called and constituted. Any such resolution may consist of several documents in like form each signed by one (1) or more Directors. | Written resolution to a meeting be valid |

POWERS AND DUTIES OF DIRECTORS

122. The business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act, or by this Constitution, required to be exercised by the Company in general meeting, subject, nevertheless, to this Constitution, to the provisions of the Act, and to such directions (whether or not consistent with this Constitution), as may be prescribed by the Company by special resolution; but so that no such direction and no alteration of this Constitution shall invalidate any prior act of the Directors which would have been valid if the direction or alteration had not been made. The Director shall not, save with the consent of the Company in general meeting, dispose of a substantial portion of the Company's main undertaking or property.
- General powers of Directors
123. The Board may by power of attorney under the Seal appoint any corporation, firm or person, or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Board under these presents) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorise any such attorney to sub-delegate all or any other powers, authorities and discretion vested in him.
- Power of attorney
124. The Board may establish and maintain or procure the establishment and maintenance of or participate, in any non-contributory or contributory provident or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time in the employment or service of the Company or its predecessors in business or of any company which is a holding company of the Company or a subsidiary of the Company or who are or were at any time Directors or officers of the Company, its holding company or with any such subsidiary or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and holding or who held any salaried employment or office in the Company or such predecessors or other company and the wives, widows, families and dependents of any such persons, and may make payments for or towards the insurance of any such persons as aforesaid, and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect thereto being disclosed to the Members and to the proposal being approved by the Company by ordinary resolution, a Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument. A Director may be counted in the quorum present at a meeting upon the consideration of a motion in respect of any matter referred to in this Article and may vote as a Director upon any resolution in respect of any such matter notwithstanding that he is personally interested in such matter but only where such matter is intended to be for the benefit generally of all, or any class or classes, of such employees and servants or former employees or servants (including Directors or other officers and/or their respective wives, widows, families
- Pension provided or superannuation funds

and dependents.

- | | |
|---|---|
| 125. All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the Board from time to time determine. | Signature of cheques and bills |
| 126. The Board may exercise all the powers of the Company to guarantee the payment of money payable under contracts or obligations of a company which is a related third party with or without securities. | Power to guarantee the payment of money |
| 127. The Directors shall duly comply with the provisions of the Act and particularly the provisions as to registration and keeping copies of mortgages and charges, keeping of the register of Members, keeping a register of Directors and entering all necessary particulars therein and sending a copy thereof or a notification of any changes therein to the Registrar of Companies and sending to such Registrar an annual return, together with the certificates and the particulars required by the Act, notices as to increase of capital, returns of allotments and contracts relating thereto, copies of resolutions and agreements and other particulars connected with the above. | Directors to comply Act |
| 128. 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 executive office or other 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 are considered or where any decision is taken upon any contract or arrangement in which he is interested provided always that he has complied with section 122 of the Act and all other relevant provisions of the Act and of these Articles. | Relaxation of restriction on voting |

BORROWING POWERS

- | | |
|---|-------------------------|
| 129. The Board may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit, and in particular, by the issue of bonds, perpetual or redeemable debentures or debenture stock, or any mortgage, charge, or other security on the undertaking or the whole or any part of the property of the Company or its subsidiaries, both present and future, including its uncalled capital for the time being PROVIDED THAT the Board shall not 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. | Power to borrow |
| 130. Any debenture, debenture stock, bonds or other Securities may be issued at a discount, premium or otherwise, and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at general meeting of the Company, appointment of Directors and otherwise. | Debenture at a discount |

MINUTES AND REGISTER

131. (1) The Directors shall cause minutes to be duly entered in books provided for the purpose: Minutes
- (a) of all appointments of officers;
 - (b) of all the names of the Directors present at each meeting of the Board and of any committee of the Board;
 - (c) of all resolutions and proceedings of general meetings and of meetings of the Directors and committee of the Board; and
 - (d) of all orders made by the Directors and committee of the Board.
- (2) Any such minutes of any meeting of the Directors, or of any committee of the Board, or of the Company; if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting shall be receivable as prima facie evidence of the matters stated in such minutes.
- (3) The books containing the minutes of proceedings of any general meeting shall be kept by the Company at the Office or the principal place of business in Malaysia of the Company and shall be open to the inspection of any Member without charge.
- (4) Any Member shall be entitled to be furnished within a reasonable period after he has made a request in writing in that behalf to the Company with a copy of any minutes specified in Article 131(1) at a charge not exceeding Ringgit Malaysia One (RM1.00) for every page thereof.

THE SECRETARY

132. The Secretary or Secretaries shall, in accordance with the Act, be appointed by the Board for such term, at such remuneration, and upon such conditions as the Board may think fit and any Secretary or Secretaries so appointed may be removed by them. The Board may from time to time by resolution appoint a temporary substitute for the Secretary or Secretaries who shall be deemed to be the Secretary or Secretaries during the term of this appointment. Company Secretary

MANAGEMENT

133. The Board may from time to time provide for the management and transaction of the affairs of the Company in any specified locality in any part of the world in such manner as they think fit and the provisions contained in the following Article shall be without prejudice to the general powers conferred hereby. Management etc. in specified locality

DIVIDENDS

134. (1) The Board may from time to time declare dividend, but no dividend shall exceed the amount recommended by the Board and the declarations of the Board as to the distribution shall be conclusive. No dividend shall be payable otherwise than out of profits available of the Company and provided the Company is solvent. Dividends
- (2) The Board may authorise a distribution of dividend at such time and in such amount as the Board consider appropriate, if the Board are satisfied that the Company will be solvent immediately after the distribution is made. The Company is regarded as solvent if the Company is able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made.
- (3) If, after, a distribution is authorised and before it is made, the Board cease to be satisfied on reasonable grounds that the Company will be solvent immediately after the distribution is made, the Board shall take all necessary steps to prevent the distribution being made. No higher dividend shall be paid than is authorised by the Board, and the declarations of the Board as to the distribution shall be conclusive.
135. (1) Subject to the rights of persons (if any) entitled to shares with preferential or special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect of which the dividend is paid. Declaration of dividend
- (2) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but, if any share is issued on terms providing that it will rank for dividend as from a particular date, that share ranks for dividend accordingly.
- (3) An amount paid or credited as paid on a share in advance of a call shall not be taken for the purpose of this Article to be paid or credited as paid on the share.
136. Notice of any dividend that may be declared shall be given to the Members subject to and in the manner hereinafter mentioned. Notice of dividend
137. The Board may deduct from any dividend payable to any Member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company. Power to deduct
138. Any general meeting declaring a dividend or bonus may upon the recommendation of the Board, direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other company or in any one or more of such ways and the Board shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Board may settle the same as they think expedient and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties and Payment of dividend in specie

may vest any specific assets in trustees as may seem expedient to the Board.

139. Subject to the provisions of the Act, the Central Depositories Act and the Rules: Payment of dividend
- (1) Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or any other methods as shall be determined by the Board, sent to:
- (a) the address of the Member as shown in the Register; or
- (b) (in respect of shares other than a Deposited Securities) to such other address as Member or joint holders/depositors in writing directs or direct.
- (2) Payment of dividend may also be made by direct transfer or such other mode of electronic means to the bank account of the holder whose name appears in the Register or Record of Depositors, or if more than one (1) person is entitled thereto in consequence of the death or bankruptcy of the holder, payment in such manner to the bank account of any such persons or to the bank account of such persons as such person may by writing direct. The payment of any dividend by such electronic means shall constitute a good and full discharge to the Company of the dividend to which it relates notwithstanding any discrepancy given by the Member in the details of his bank account(s).
140. The Company shall not be responsible for the loss of any cheque, draft, dividend warrant or post office order which shall be sent by post duly addressed to the Member for whom it is intended. Company not responsible for loss in post
141. All dividends unclaimed for one (1) year, subject to the Unclaimed Moneys Act 1965 after having been declared may be dealt with in accordance with the provisions of the Unclaimed Moneys Act 1965. Unclaimed dividends may be invested

CAPITALISATION OF PROFITS

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

143. Whenever such a resolution as aforesaid in Article 142 hereof shall have been passed, the Board shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid-up shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Board to make such provision by the issue of fractional certificates or by payment in cash in discharging debentures of the Company or otherwise as it thinks fit for the case of shares or debentures becoming distributable in fractions and also to authorise any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares or debentures to which they may be entitled upon such capitalisation or (as the case may require) for payment by the Company on their behalf, by the application thereto of their respective proportions of the profits 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.

Power of applications of undivided profits

ACCOUNTS

144. The Board shall cause accounting records to be kept in accordance with the provisions of the Act. The accounting records shall be kept at the Office or subject to the Act, at such other place as the Board thinks fit and shall always be open to inspection by the Directors.
145. (1) The Board shall from time to time determine whether in any particular case or class of cases or generally, and to what extent, and at what times and places and under what conditions the accounts and books of the Company or any of them shall be open to the inspection of Members.
- (2) No Member (not being a Director) shall have any right of inspecting any account or book or document of the Company, except as conferred by the Act or authorised by the Board or by a resolution of the Company in general meeting.
146. (1) The Board shall from time to time cause to be prepared and to be laid before the Company in general meeting profit and loss accounts, balance sheets, group financial statement (if any) and reports, whether in printed form, or such other form of electronic media, subject to and in accordance with the Act and the Listing Requirements, respectively.
- (2) The interval between the close of a financial year of the Company and the issue of annual audited financial statement relating to it, the Directors' and auditors' reports shall not exceed four (4) months.
- (3) A copy of each of the annual audited financial statements, the Directors' and Auditors' reports in printed form or in CD-ROM or other electronic form permitted under the Listing Requirements or any combination thereof shall, not less than twenty-one (21) days before the date of the annual general meeting be sent to every Member of and to every holder of debentures of the Company and to every other person who is entitled to receive notice of general meetings from the

Accounts is to be kept

Books, where to be kept

Presentation of financial statements

Circulating copies of audited financial statements and directors' report

Company under the provisions of the Act or of this Constitution, in accordance with the provisions of the Act or of this Constitution, provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.

- | | |
|---|-------------|
| 147. Where any accounts, minute books or other records required to be kept by the Act is not kept in the Malay or English language, the Directors shall cause a true translation of such accounts, minute books and other records to be made from time to time at intervals of not more than seven (7) days and shall cause such translations to be kept with the original accounts, minute books and other records for so long as the original accounts, minute books and other records are required by this Act to be kept. | Translation |
|---|-------------|

AUDIT

- | | |
|--|--|
| 148. The Auditors shall be appointed for each financial year by ordinary resolution at the annual general meeting of the Company in accordance with section 271 of the Act. | Appointment of Auditors |
| 149. The Auditors shall attend every annual general meeting where the financial statements of the Company are to be laid, so as to respond according to his knowledge and ability to any question relevant to the audit of the financial statements in accordance with section 285 of the Act. | Attendance of Auditors at general meetings |

SEAL

- | | |
|--|--------------------------------------|
| 150. The Board shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which the seal is affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for the purpose. As the case may be, of the Company and the Board may by resolution determine that such signatures may be affixed by some mechanical electronic facsimile or autographical means or by such other means to be specified by the Board from time to time in such resolution. | Common Seal |
| 151. The Company may also have a share Seal pursuant to section 63 of the Act. The share Seal is an exact copy of the Seal of the Company with the addition on its face of the word "Securities" which is specifically used for affixing onto certificates that may be issued by the Company for any share, stock, loan stock, debentures or other marketable security relating to all aforesaid created or issued or dealt with or marketed or sold by the Company and the affixing of the share Seal shall be authenticated in the manner set out in Article 150 hereof. | Official Seal for share certificates |
| 152. The Company may exercise the power conferred by the Act with regard to having an official Seal for use abroad, and such powers shall be vested in the Directors. | Seal for use abroad |

NOTICES

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

154. Any notice or document shall be deemed to have been served by the Company to a Member:- When service deemed effected
- (a) Where the notice or document is sent in hard copy by post, on the day the prepaid letter, envelope or wrapper containing such notice or document is posted.

In providing service by post, a letter from the Secretary certifying that the letter, envelope or wrapper containing the notice or document was addressed and posted to the Member shall be sufficient to prove that the letter, envelope or wrapper was so addressed and posted.

- (b) Where the notice or document is sent by electronic means:-
 - (i) via electronic mail, at the time of transmission to a Member's electronic mail address pursuant to Article 153(b)(i), provided that the Company has record of the electronic mail being sent and that no written notification of delivery failure is received by the Company;
 - (ii) via publication on the Company's website, on the date the notice or document is first made available on the Company's website provided that the notification on the publication of notice or document on website has been given pursuant to Article 153(b)(ii); or
 - (iii) via electronic platform maintained by the Company or third parties, on the date the notice or document is first made available thereon provided that the notification on the publication

or availability of the notice or document on the relevant electronic platform has been given pursuant to Article 153(b)(iii).

In the event that service of a notice or document pursuant to Article 154(b) is unsuccessful, the Company must, within two (2) Market Days from discovery of delivery failure, make alternative arrangements for service by serving the notice or document in hard copy in accordance with Article 154(a) hereof.

155. A Member's address, electronic mail address and any other contact details provided to Bursa Depository shall be deemed as the last known address, electronic mail address and contact details respectively for purposes of communication including but not limited to service of notices and/or documents to the Member. Last known address for service
156. A notice and/or document required to be sent to Members may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a Member by sending it through representatives of the deceased or assignee of the bankrupt or by any like description, at his last known address, in any manner in which the same might have been served if the death or bankruptcy has not occurred. Every person who by operation of law, transfer, transmission or other means whatsoever shall become entitled to any share, shall be bound by every notice and/or document in respect of such share which, prior to his name and/or address being entered in the Register as the registered holder of such share have been duly given to the person from whom he derives the title to such share. Service of notice after death or bankruptcy of a Member
157. (a) Notice of every meeting of Members shall be given in any manner hereinbefore specified to:- Persons entitled to receive notice
- (i) every Member;
 - (ii) every person entitled to a share in consequence of the death or bankruptcy of a Member who but for his death or bankruptcy would be entitled to receive notice of the meeting;
 - (iii) the Auditors of the Company; and
 - (iv) the Directors of the Company.
- (b) All notices served for and on behalf of the Company or the Directors shall only be effectual if it bears the name of a Director or the Secretary or a duly authorised officer of the Company and which are issued by order of the Board pursuant to a resolution duly passed by the Directors.

Any notice and/or document required by a court of law or otherwise required or allowed to be given by the Company to the Members or any of them, and not expressly provided for by this Constitution or which cannot for any reason be served in the manner referred to in Articles 154 and 155 hereof, shall be sufficiently given if given by advertisement, and any notice and/or document required to be or which may be given by advertisement, shall be deemed to be duly advertised once advertised in a widely circulated newspaper in Malaysia in the national language and in a widely

circulated newspaper in Malaysia in the English language.

WINDING UP

- | | |
|---|----------------------------|
| 158. If the Company shall be wound up, and the assets available for distribution among the Members as such shall be insufficient to repay for 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 Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions. | Distribution on winding up |
| 159. If the Company is wound up the liquidator may, with the sanction of a special resolution of the Company, divide amongst the Members in kind the whole or any part of the assets of the Company (whether they consist of property of the same kind or not) and may for that purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how the division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or part of any such assets, in trustees upon such trust for the benefit of the contributories as the liquidator thinks fit, but so that no Member shall be compelled to accept any shares or other Securities whereon there is any liability. | Distribution of assets |
| 160. On the voluntary liquidation of the Company, no commission or fee shall be paid to a liquidator without the prior approval of the Members in general meeting. The amount of such payment shall be notified to all Members at least seven (7) days prior to the meeting at which the commission or fee is to be considered. | Liquidator's commission |

SECRECY CLAUSE

- | | |
|---|---------------|
| 161. Save as may be provided by the Act, no Member shall be entitled to enter into or upon or inspect any premises or property of the Company nor to require discovery of any information respecting any detail of the Company's trading, manufacturing or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors would be inexpedient in the interest of the Members to communicate to the public. | Non-discovery |
|---|---------------|

INDEMNITY

- | | |
|--|-----------------|
| 162. Subject to the Applicable Laws, every Director, Auditors, Secretary and other officers (as defined in the Act) for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred or sustained by him in or about the execution of his duties of his office or otherwise in relation thereto, and the Company may effect insurance for such persons against such liability. | Indemnification |
|--|-----------------|

RECONSTRUCTION

163. On the sale of the undertaking of the Company, the Board 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 incorporated in Malaysia or not, either then existing or to be formed for the purchase in whole or in part of the property of the Company, and the Board (if the profits of the Company permit), or the liquidators (on a winding up), may distribute such shares or Securities, or any property of the Company amongst the Members without realisation, or vest the same in trust for them and any special resolution may provide for the distribution or appropriation of the cash, shares or other Securities, benefits or property, otherwise than in accordance with the strict legal rights of the Members or contributories of the Company, and for valuation of any such Securities or property at such price and in such manner as the meeting may approve, and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised, and waive all rights in relation thereto, save only in the case of the Company which is proposed to be or is in the course of being wound up, such statutory rights (if any) under section 457 of the Act as are incapable of being varied or excluded by this Constitution. In case any of the shares to be divided as aforesaid involves a liability to calls or otherwise any person entitled to such division to any of the said shares may, within ten (10) days after the passing of the special resolution, by notice in writing, direct the Board or the liquidator to sell his proportion and pay him the net proceeds and the Board or the liquidator shall, if practicable, act accordingly.
- Reconstruction

ALTERATION OF CONSTITUTION

164. This Constitution have been drafted in a manner to incorporate the requirements of the relevant governing statutes, regulations and guidelines. Without prejudice to any provisions in the Act or under these Articles pertaining to the amendments of the Articles, in the event the applicable provisions of any relevant governing statutes, regulations and guidelines are from time to time amended, modified or varied, such amendments, modifications or valuations shall be deemed inserted herein whereupon these Articles shall be read and construed subject to and in accordance with the amended, modified or varied statutes, regulations and guidelines. The Company shall comply with the provisions of the relevant governing statutes, regulations and/or guidelines as may be amended, modified or varied from time to time and any other applicable directives or requirements imposed by the relevant stock exchange and/or any other regulatory authorities, to the extent required by law, notwithstanding any provisions in this Constitution to the contrary.
- Amendment of Constitution
165. (1) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done.
- (2) Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done.
- (3) If the Listing Requirements require an act be done or not to be done, authority is given for that act to be done or not to be done (as the
- Effect of the Listing Requirements

case may be).

- (4) If the Listing Requirements require this Constitution to contain a provision and they do not contain such a provision, this Constitution are deemed to contain that provision.
- (5) If the Listing Requirements require this Constitution not to contain a provision and they contain such a provision, this Constitution are deemed not to contain that provision.
- (6) If any provision of this Constitution is or becomes inconsistent with the Listing Requirements, this Constitution are deemed not to contain that provision to the extent of the inconsistency.