

THIS STATEMENT/CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

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LTKM BERHAD
(Company No. 442942-H)
(Incorporated in Malaysia)

**PART A
STATEMENT TO SHAREHOLDERS
IN RELATION TO THE**

PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK

**PART B
CIRCULAR TO SHAREHOLDERS
IN RELATION TO THE**

PROPOSED NEW CONSTITUTION OF THE COMPANY

Notice of the 22nd AGM of the Company to be held at Merrida Hotel, No. 18A, Lebuhr Enggang, Off Persiaran Sultan Ibrahim, 41050 Klang, Selangor Darul Ehsan, Malaysia on Friday, 27 September 2019 at 3.30 p.m together with the Form of Proxy are enclosed together with the Annual Report of the Company for the financial year ended 31 March 2019.

If you are unable to attend and vote at the 22nd AGM in person, you are requested to complete, sign and return the original Form of Proxy, in accordance to the instructions contained therein as soon as possible and in any event so as to arrive at the Company’s Registered Office at Unit 07-02, Level 7, Persoft Tower, 6B Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan not later than twenty-four (24) hours before the time fixed for convening the 22nd AGM. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

Last day, date and time for lodging the Form of Proxy : Thursday, 26 September 2019 at 3.30 p.m.

Day, date and time of the 22nd AGM : Friday, 27 September 2019 at 3.30 p.m.

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

Act	– Companies Act, 2016, as amended from time to time and any re-enactment thereof
AGM	– Annual General Meeting
Annual Report 2019	– The Annual Report of LTKM for the financial year ending 31 March 2019
Board	– Board of Directors of LTKM
Bursa Securities	– Bursa Malaysia Securities Berhad
Circular	– This Circular dated 29 July 2019 to the Shareholders of LTKM in relation to the Proposed New Constitution of the Company
Code	– Malaysian Code on Take-Overs and Mergers 2016, as amended from time to time
EPS	– Earnings per share
Issued Share Capital	– RM65,052,003 comprising of 130,104,006 ordinary shares of LTKM
Listing Requirements	– Main Market Listing Requirements of Bursa Securities
LPD	– 19 July 2019, being the latest practicable date prior to the printing of this Statement/Circular
LTKM Group or the Group	– LTKM Berhad and its subsidiaries
LTKM or the Company	– LTKM Berhad (442942-H)
Market Day (s)	– A day on which the stock market of Bursa Securities is open for trading in securities
NA	– Net Assets
Proposed Renewal of Authority for Share Buy-Back	– Proposed renewal of the authority for LTKM to purchase its own shares of up to ten per cent (10%) of total issued share capital of LTKM
Proposed New Constitution	– Proposed new Constitution of the Company to replace the existing M&A
Purchased Shares	– LTKM Shares to be purchased pursuant to the Proposed Share Buy-Back Authority
RM and sen	– Ringgit Malaysia and sen respectively
Statement	– This Statement to Shareholders dated 29 July 2019 in relation to Proposed Renewal of Authority for Share Buy-Back

- Substantial Shareholder(s)** – Has the meaning given in Section 136 of the Act
- Treasury Shares** – The purchased LTKM Shares which are retained by the Company and shall have the meaning given under Section 127 of the Act

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to person shall include corporation, unless otherwise specified.

Any reference in this Statement/Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted.

Any reference to a time of day in this Statement/Circular shall be a reference to a Malaysian time, unless otherwise stated.

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PART A

**STATEMENT TO SHAREHOLDERS
IN RELATION TO THE**

PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK

STATEMENT TO SHAREHOLDERS IN RELATION TO PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK

1. INTRODUCTION

LTKM had on 3 July 2019 announced its intention to seek shareholders' approval for the Proposed Renewal of Authority for Share Buy-Back at the forthcoming Twenty-Second Annual General Meeting ("22nd AGM") of the Company.

The purpose of this Statement is to provide you with the relevant information on the Proposed Renewal of Authority for Share Buy-Back and to seek your approval of the ordinary resolution to be tabled at the forthcoming 22nd AGM of the Company.

2. DETAILS OF THE PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY BACK

2.1 Durations

The Board proposes to seek your approval to renew the authority to purchase our Company's own Share of up to ten per cent (10%) of the issued share capital of the Company. The Company is duly authorised by its Constitution to purchase its own shares subject to the Act, Listing Requirements and any prevailing laws, rules and regulations issued by the relevant authority at the time of purchase.

The renewal of authority would be effective immediately upon the passing of the ordinary resolution relating to the Proposed Renewal of Authority for Share Buy-Back at our forthcoming 22nd AGM and shall be valid until:

- a) the conclusion of the next AGM of our Company; or
- b) the expiration of the period within which the next AGM of our Company is required by law to be held, or
- c) the authority is revoked or varied by ordinary resolution of the shareholders of the Company at a general meeting;

whichever occurs first.

2.2 The maximum number or percentage of shares to be acquired

The Board proposes to purchase and/or hold up to a maximum of 10% of the total number of issued shares of the Company as at the time of purchase. The Listing Requirements stipulate that a listed company must not purchase its own shares or hold any of its own shares as Treasury Shares if this results in the aggregate of the shares purchased or held exceeding 10% of its total number of issued shares. As at 3 July 2019, the total number of issued shares of the Company is 130,104,006 ordinary shares. Up to 3 July 2019, the Company has not purchased and/or held any of its own shares.

2.3 Funding

The maximum amount of funds to be allocated for the Proposed Share Buy-Back will be limited to the amount of retained profits of the Company. Our Company's retained earnings based on the latest audited financial statements for the financial year ended 31 March 2019 stood at RM34,550,575. The funding for the Proposed Renewal of Authority for Share Buy-Back will be from internally generated funds.

2.4 Pricing

Pursuant to Paragraph 12.17 of the Listing Requirements, our Company may only purchase our own Shares at a price which is not more than fifteen percent (15%) above its weighted average market

price (“WAMP”) of LTKM Shares on Bursa Securities for the past five (5) market days immediately preceding the date of the purchase(s).

Pursuant to Paragraph 12.18 of the Listing Requirements, the Company may only resell Treasury Shares on Bursa Securities at:

- (a) a price which is not less than the WAMP of LTKM Shares for the five (5) market days immediately before the resale; or
- (b) a discounted price of not more than five percent (5%) to the WAMP of LTKM Shares for the five (5) market days immediately before the resale provided that:
 - (i) the resale takes place no earlier than thirty (30) days from the date of purchase; and
 - (ii) the resale price is not less than the cost of purchase of the LTKM Shares being resold.

2.5 Treatment of Purchased Shares

Section 127 of the Act provides for shares purchased pursuant to share buy-back by a company to be cancelled upon purchase, held as Treasury Shares or a combination of both. Shares that are purchased pursuant to the Proposed Renewal of Authority for Share Buy-Back may be dealt with by the Directors in the following manner:-

- a) cancel the Purchased Shares; and/or
- b) retain the Purchased Shares as Treasury Shares, to be distributed as dividend to the shareholders and/or to be sold on Bursa Securities in accordance with the rules of Bursa Securities (if the opportunity arises for our Company to realise gains from such resale on the market) and/or to be subsequently cancelled; and/or
- c) retain part of the Purchased Shares as Treasury Shares and cancel the remainder;

or in any other manner as may be prescribed by the prevailing laws, orders, guidelines, rules and regulations issued by the relevant authorities at that time.

Where the Directors intend to retain the Purchased Shares as Treasury Shares, cancel the Purchased Shares, or both, an appropriate announcement will be made to Bursa Securities as and when the authority for share buy-back is exercised.

If the Board decides to retain the Purchased Shares as Treasury Shares, it may distribute the Treasury Shares as dividend to the Shareholders and/or resell the Purchased Shares on Bursa Securities and utilise the proceeds for any feasible investment opportunity arising in the future, or distribution, or as working capital. The treatment of the Treasury Shares, whether treated as dividends, resold on Bursa Securities or cancelled by the Company, will be dependent on the Board’s decision at that time.

In the event LTKM wishes to purchase its own Shares, LTKM is required to lodge a declaration of solvency to Bursa Securities and release an announcement on the day the purchase is made.

While, the shares are held as Treasury Shares, the rights attached on them as to voting, dividends and participation in other distribution and otherwise are suspended and the Treasury Shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares in the Company for any purposes including substantial shareholdings, takeovers, notices, the requisition of meetings, the quorum for a meeting and the result of a vote at a meeting.

3. RATIONALE, POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK

The Proposed Renewal of Authority for Share Buy-Back, if exercised, is expected to potentially benefit the Company and its Shareholders in the following manners:-

- (a) The earnings per share of the Group may be enhanced (in the case where the shares so purchased are cancelled), and thereby long term investors are expected to enjoy a corresponding increase in the value of their investments in the Company;
- (b) If the Purchased Shares are kept as Treasury Shares, the Treasury Shares may be realized with potential gain without affecting the total issued and paid-up share capital of the Company. Alternatively, the Purchased Shares can be distributed as share dividends to reward the shareholders of the Company; and
- (c) The Company may be able to stabilize the supply and demand of its shares in the open market, thereby supporting its fundamental value.

The potential disadvantages of the Proposed Renewal of Authority for Share Buy-Back to the Company and its shareholders are as follows:-

- (a) As the Proposed Renewal of Authority for Share Buy-Back can only be made out of the retained profits of the Company, it may result in the reduction of financial resources available for distribution to the shareholders in the immediate future; and
- (b) The amount of financial resources of the Company will decline upon exercising the share buy-back which may result in the Group having to forego feasible investment opportunities that may emerge in the future.

In any event, the Directors will be mindful of the interest of the Company and its shareholders in implementing the share buy-back.

4. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTEREST

Save for the inadvertent proportionate increase in the percentage shareholdings and/or voting rights of the shareholders of the Company as a consequence of the share buy-back, none of the Directors and/or substantial shareholders nor persons connected with the Directors and/or substantial shareholders of the Company have any interest, direct or indirect, in the Proposed Renewal of Authority for Share Buy-Back and resale of the Treasury Shares (if any).

As such, none of the Directors and/or substantial shareholders nor persons connected with them need to abstain from voting in respect of their direct and indirect shareholdings on the ordinary resolution approving the Proposed Renewal of Authority for Share Buy-Back to be tabled at the forthcoming 22nd AGM.

The effects of the Proposed Renewal of Authority for Share Buy-Back on the shareholdings of the Directors and substantial shareholders based on the Record of Depositors of the Company as at 28 June 2019 are set out below based on the following assumptions:-

- (a) The Proposed Renewal of Authority for Share Buy-Back if implemented in full, i.e. up to 10% of the issued share capital or 13,010,400 of the Company's shares are purchased; and
- (b) The shares so purchased are from shareholders other than the Directors and substantial shareholders of the Company.

	As At 28 June 2019				After the Proposed Renewal of Authority of Share Buy-Back			
	Direct		Indirect		Direct		Indirec	
Directors	No. of	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Datuk Tan Kok	3,458,116	2.66	84,440,906	64.90	3,458,116	2.95	84,440,906	72.11
Datin Lim Hooi Tin	600,000	0.46	84,440,906	64.90	600,000	0.51	84,440,906	72.11
Tan Chee Huey	312,000	0.24	4,163,900	3.20	312,000	0.27	4,163,900	3.56
Ooi Hoy Bee @ Ooi Hooi Bee	150,000	0.12	-	-	150,000	0.13	-	-
Datuk Ir. Kamarudin bin Md Derom	-	-	-	-	-	-	-	-
Tan Kah Poh	-	-	-	-	-	-	-	-
Goh Kean Hoe	-	-	-	-	-	-	-	-

Substantial Shareholders' Interest

Ladang Ternakan Kelang Sdn Bhd	79,785,006	61.32	-	-	79,785,006	55.75	-	-
Datuk Tan Kok	3,458,116	2.66	84,440,906	64.90	3,458,116	2.42	84,440,906	72.11
Datin Lim Hooi Tin	600,000	0.46	84,440,906	64.90	600,000	0.42	84,440,906	72.11

5. FINANCIAL EFFECTS OF THE PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK

On the assumption that the share buy-back is carried out in full, the effects of the Proposed Renewal of Authority for Share Buy-Back on the share capital, NA, working capital and EPS of the Company are set out below:-

(a) Share Capital

The effect of the share buy-back on the share capital of the Company will depend on the intention of the Board with regard to the Purchased Shares. As at 31 March 2019, the issued share capital of the Company is RM65,052,003 comprising of 130,104,006 shares.

However, the Proposed Renewal of Authority for Share Buy-Back will have no effect on the issued and paid-up share capital if all Purchased Shares are to be retained as Treasury Shares but the rights attached to the Treasury Shares in relation to voting, dividends and participation in any other distributions or otherwise are suspended. While these shares remain as Treasury Shares, the Act prohibits the taking into account of such shares in calculating the number of percentage of shares in the Company for a purpose whatsoever including substantial shareholdings, takeovers, notices, the requisitioning of meeting, the quorum for a meeting and the result of a vote at a meeting.

(b) NA

The effect of the Proposed Renewal of Authority for Share Buy-Back on the NA per share of the Company is dependent on the number of Purchased Shares, purchase price of the shares, the funding cost, if any; and the subsequent treatment of the Purchased Shares.

If all the shares purchased are cancelled, the Proposed Renewal of Authority for Share Buy-Back is likely to reduce the NA per share of the Group if the purchase price exceeds the audited NA per share of the Group at the time of purchase and conversely, will increase the NA per share of the Group if the purchase price is less than the NA per share of the Group at the time of purchase.

For Purchased Shares which are kept as Treasury Shares, upon its resale, the NA of the Group may be affected depending on the actual selling price of the Treasury Shares and the actual number of Treasury Shares resold.

(c) Working Capital

The Proposed Renewal of Authority for Share Buy-Back will reduce the working capital of the Group, the quantum of which depends on, amongst others, the number of Purchased Shares and the purchase price of the shares.

(d) EPS

Depending on the number of Purchased Shares, purchase price of shares and the effective cost as well as the opportunity cost of funding the shares, the Proposed Renewal of Authority for Share Buy-Back may increase the EPS of the Group.

Any cancellation of purchased shares is expected to give rise to increased EPS to the Company and the Group due to the reduced number of shares in issue.

(e) Dividends

Assuming the Proposed Renewal of Authority for Share Buy-Back is implemented in full, it will have the effect of increasing the dividend rate of the Company as a result of the reduction in the issued share capital of the Company.

(f) Shareholdings

The effect of the Proposed Renewal of Authority for Share Buy-Back on the percentage of shareholdings of the Directors and substantial shareholders of the Company would depend on the timing of the purchase, the number of Purchased Shares and their actual shareholdings at the time of such purchase.

Please refer to Item 4 above for further details on the shareholding structure of the Directors and substantial shareholders of the Company.

6. IMPLICATIONS UNDER THE CODE

Under the Code, a director and any person acting in concert with him or a relevant shareholder will be required to make a mandatory general offer for the remaining ordinary shares of the Company not already owned by him/ them if his/their stake in the Company is increased beyond thirty-three percent (33%) or if his/their existing shareholding is between thirty-three percent (33%) and fifty percent (50%) and exceeds by another two percent (2%) in any six (6) months period.

Assuming that the Proposed Renewal of Authority for Share Buy-Back is carried out in full and the shareholdings of the Directors and parties acting in concert will be increased beyond thirty-three percent (33%) as a result of the share buy-back and pursuant to the Code, the Directors and parties acting in concert are required to make a mandatory general offer.

Should such circumstances arise and if required, the Directors and parties acting in concert are expected to submit an application to the Securities Commission for a waiver from implementing a mandatory general offer under the Code.

The Company takes cognizance of the Code and intends to implement the share buy-back in a manner that it will not result any of the shareholders having to undertake a mandatory offer pursuant to the Code.

7. PURCHASE, RESALE AND CANCELLATION OF SHARES MADE IN THE PREVIOUS TWELVE (12) MONTHS

In the previous twelve (12) months, the Company has not made any purchase, resale or cancellation of ordinary shares in the Company.

8. PUBLIC SHAREHOLDING SPREAD

Based on the Record of Depositors of the Company as at 28 June 2019, the public shareholding spread was 30.28%. Assuming the Proposed Renewal of Authority for Share Buy-Back is implemented in full and all the Shares purchased are cancelled, the public shareholding spread of the Company would reduce to approximately 22.54%. However, our Company will ensure that it will not purchase our own Shares which will result in LTKM's public shareholding spread falling below the minimum requirement of 25%.

9. HISTORICAL SHARE PRICE MOVEMENT

The following table sets out the monthly highest and lowest transacted prices of our Company's shares traded on the Bursa Securities for the preceding twelve (12) months from 1 July 2018 to 30 June 2019:

Period	Highest (RM)	Lowest (RM)
2018		
July	0.98	0.88
August	0.96	0.92
September	0.96	0.865
October	0.90	0.78
November	1.20	0.80
December	1.13	0.91
2019		
January	1.26	0.96
February	1.38	1.23
March	1.35	1.18
April	1.18	1.11
May	1.30	0.98
June	1.04	0.985

(Source: Bloomberg)

The last transacted market price of LTKM Shares on 19 July 2019, being the latest practicable date prior to the printing of this Statement, was RM1.14.

10. APPROVALS REQUIRED

The Proposed Renewal of Authority for Share Buy-Back is subject to the approval of the shareholders of the Company at the forthcoming 22nd AGM.

11. DIRECTORS' STATEMENT AND RECOMMENDATIONS

This Statement has been seen and approved by the Board on 3 July 2019 and they individually and collectively accept full responsibility for the accuracy of the information given in this Statement and confirm that, after making all reasonable enquiries, to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

Having considered all aspects of the Proposed Renewal of Authority for Share Buy-Back, the Board is of the opinion that the preceding is fair, reasonable and in the best interest of the Company.

The Board recommends that you vote in favour of the ordinary resolution for the Proposed Renewal of Authority for Share Buy-Back to be tabled at the forthcoming 22nd AGM.

12. AGM

The 22nd AGM of the Company will be held on 27 September 2019 for the purpose of considering and if thought fit, passing the Ordinary Resolution to give effect to this Proposed Renewal of Authority for Share Buy-Back.

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PART B

**CIRCULAR TO SHAREHOLDERS
IN RELATION TO**

PROPOSED NEW CONSTITUTION OF THE COMPANY



LTKM BERHAD

(Company No. 442942-H)

(Incorporated in Malaysia)

Registered Office:-

Unit 07-02, Level 7 Persoft Tower,
6B Persiaran Tropicana,
Tropicana Golf & Country Resort,
47410 Petaling Jaya
Selangor Darul Ehsan

29 July 2019

Directors:-

Datuk Ir. Kamarudin Bin Md Derom (*Chairman /Independent Non-Executive Director*)

Datuk Tan Kok (*Managing Director*)

Tan Chee Huey (*Executive Director*)

Datin Lim Hooi Tin (*Non-Independent Non-Executive Director*)

Ooi Hoy Bee @ Ooi Hooi Bee (*Independent Non-Executive Director*)

Tan Kah Poh (*Independent Non-Executive Director*)

Goh Kean Hoe (*Independent Non-Executive Director*)

To: The Shareholders of LTKM Berhad

Dear Sir/Madam,

PROPOSED NEW CONSTITUTION OF THE COMPANY

1. INTRODUCTION

On 3 July 2019, the Board of Directors of the Company announced that LTKM proposes to seek the shareholders' approval for the Proposed New Constitution of the Company at the forthcoming 22nd AGM of the Company. The Notice of 22nd AGM and the Form of Proxy are enclosed together with the Annual Report 2019.

The purpose of this Circular is provide you with the relevant details of the Proposed New Constitution and to seek your approval for the resolution therein to be tabled at the forthcoming 22nd AGM, which will be convened at Merrida Hotel, No. 18A, Lebuhr Enggang, Off Persiaran Sultan Ibrahim, 41050 Klang, Selangor Darul Ehsan on 27 September 2019 at 3.30 pm.

YOU ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH APPENDIX I ATTACHED CAREFULLY BEFORE VOTING ON THE SPECIAL RESOLUTION PERTAINING TO THE PROPOSED NEW CONSTITUTION AT THE FORTHCOMING 22ND AGM.

2. DETAILS OF THE PROPOSED NEW CONSTITUTION

Pursuant to Section 36 of the Act, the Board proposes to adopt a new Constitution in place of the existing Memorandum and Articles of Association of the Company.

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

3. RATIONALE FOR THE PROPOSED NEW CONSTITUTION

The Proposed New Constitution is primarily to bring the existing Memorandum & Articles of Association to be aligned with the Act which came into force on 31 January 2017 and to ensure compliance with the Listing Requirements.

4. EFFECTS OF THE PROPOSED NEW CONSTITUTION

The Proposed New Constitution is administrative in nature and therefore will not have any effects on the share capital, shareholdings of the substantial shareholders, EPS and NA of the Company.

5. APPROVAL REQUIRED IN RELATION TO THE PROPOSAL

The Proposed New Constitution is subject to approval being obtained from the shareholders of Company at the forthcoming 22nd AGM.

6. DIRECTORS' STATEMENT AND RECOMMENDATIONS

This Circular has been seen and approved by the Board on 3 July 2019 and they individually and collectively accept full responsibility for the accuracy of the information given in this Circular and confirm that, after making all reasonable enquiries, to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

The Board, having considered all aspects of the Proposed New Constitution, is of the opinion that the Proposed New Constitution is in the best interest of the Company. Accordingly, they recommend that you vote in favour of the Special Resolution pertaining to the Proposed New Constitution of the Company, to be tabled at the forthcoming 22nd AGM.

7. AGM

The 22nd AGM of the Company will be held on 27 September 2019 for the purpose of considering and if thought fit, passing the Special Resolution to give effect to the adoption of this Proposed New Constitution of the Company.

Yours faithfully,
For and on behalf of the Board of Directors of
LTKM BERHAD

Datuk Ir. Kamarudin bin Md. Derom
Chairman, Independent Non-Executive Director

THE COMPANIES ACT 2016

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

LTKM BERHAD

(Company No: 442942-H)

INCORPORATED ON THE 14TH DAY OF AUGUST 1997

THE COMPANIES ACT 2016

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

LTKM BERHAD

- | | | |
|---|---|----------------------|
| 1 | The name of the Company is LTKM BERHAD. | Name of Company |
| 2 | The Registered Office of the Company will be situated in Malaysia. | Registered Office |
| 3 | (1) Section 21 of the Companies Act 2016 shall apply. | Unlimited Capacity |
| | (2) The powers of the Company in addition to those conferred under Section 21 of the Companies Act 2016 shall include but not limited:- | |
| | (a) To lend and advance money or give credit to any person or company; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or company; to secure or undertake in any way the repayment of moneys lent or advanced to or the liabilities incurred by any person or company; and otherwise to assist any person or company; and | |
| | (b) To borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures perpetual or otherwise, charged upon all any of the Company's property (both present and future), and to purchase, redeem, or pay off any such securities. | |
| 4 | The liability of the Members is limited. | Liability of Members |

DEFINITION AND INTERPRETATION

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

Act	... The Companies Act 2016 and every statutory modification or re-enactment thereof for the time being in force.
Auditors	... The Auditors of the Company for the time being or from time to time.
Authorised Nominee	... A person who is authorised to act as nominee as specified under the Rules.
Beneficial owner	... In relation to Deposited Securities, the ultimate owner of the Deposited Securities who is the person who is entitled to all rights, benefits, powers and privileges and is subject to all liabilities, duties and obligations in respect of, or arising from, the Deposited Securities and does not include a nominee of any description.
Board or Board of Directors	... The Board of Directors for the time being of the Company.
Central Depository	... Bursa Malaysia Depository Sdn. Bhd. (Company No. 165570-W) including any further change to its name.
Central Depositories Act	... The Securities Industry (Central Depositories) Act 1991 and every statutory modification or re-enactment thereof for the time being in force.
Chairman	... The Chairman of the Board for the time being or from time to time.
Clause	... Any provision of this Constitution as originally framed or as altered from time to time by Special Resolution in accordance with the Act.
CMSA	... Capital Markets and Services Act 2007 and every statutory modification or re-enactment thereof for the time being in force
Company	... LTKM BERHAD (Company No. 442942-H).
Constitution	... This Constitution as originally framed or as altered from time to time by Special Resolution.
Deposited Security	... Shall have the meaning given in Section 2 of the Central Depositories Act.
Depositor	... A Holder of a Securities Account as defined in Section 2 of the Central Depositories Act.
Director	... The Director for the time being of the Company.

Documents	... Any document to be sent under the Listing Requirements to the Holder.
Exchange	... Bursa Malaysia Securities Berhad (Company No. 635998-W) including any further change to its name.
Exempt Authorised Nominee	... An Authorised Nominee defined under the Central Depositories Act which is exempted from compliance with provisions of subsection 25A (1) of the Central Depositories Act.
General Meeting	... A meeting of Members of the Company held from time to time for a specific purpose.
Holder/Member	... In relation to Securities in the Company, any person/persons whose names appear on the Register of Members and any Depositors whose names appear on the Record of Depositors but shall exclude the Central Depository or its nominee company in whose name the Deposited Security is registered. "Holding of shares in the Company" and "shareholder of the Company" and any other similar expressions shall have the corresponding meanings.
Listing Requirements	... Bursa Malaysia Securities Berhad's Main Market Listing Requirements including any amendment that may be made from time to time.
Market Days	... A day on which the Exchange is open for trading in Securities.
Month	... A calendar month.
Office	... The Registered Office for the time being of the Company.
Ordinary Resolution and Special Resolution	... Have the meaning assigned thereto respectively by the Act.
Record of Depositors	... A record provided by the Central Depository to the Company under Chapter 24 of the Rules.
Register	... Any Register which is required to be maintained by the Company under the Act.
Register of Members	... The Register of Members to be kept pursuant to the Act and where the context requires includes the Record of Depositors.
Registrar	... The Registrar designated under subsection 20A (1) of the Companies Commission of Malaysia Act 2001.

Registrar of Company	... A Company keeping records of public listed securities and providing services relating thereto as the Company's Share Registrar.
RM	... Ringgit Malaysia.
Rules	... The Rules of the Central Depository and any appendices thereto including any amendment that may be made from time to time.
Seal	... The Common Seal and the Share Seal of the Company
Secretary	... Any person or persons appointed to perform the duties of Secretary of the Company.
Securities	... Shall have the same meaning given in Section 2 of the Capital Markets and Services Act 2007.
Securities Account	... An account established by the Central Depository for a Depositor for the recording of deposit of Securities and for dealings in such Securities by the Depositor.
Shares	... Shares of the Company.
Year	... Calendar year.

- (a) Subject as aforesaid, words or expressions defined in the Act shall when used herein, except where the subject or context forbids, bear the same meaning in this Constitution.
- (b) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form or in any other form or manner, whether in hard copy or in electronic form sent by way of an electronic communication or otherwise in a form that allows the document and/or information to be easily accessible and reproduced into written, electronic or visible form.
- (c) Expressions referring to "electronic communications" shall include, but shall not be limited to, unless the contrary intention appears, references to delivery of documents or information in electronic form by electronic means to the electronic mail address or any other address or number of the addressee, as permitted by the Act and/or Listing Requirements from time to time.
- (d) Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Interpretation Act 1948 and 1967 (Act 388), and of the Act as in force at the date at which this Constitution becomes binding on the Company.
- (e) Words importing the singular number only shall include the plural number and vice versa and words importing the masculine gender shall include the feminine gender and words importing persons shall include bodies corporate. In this Constitution the

headnotes and marginal notes are for the convenience of reference only and are not intended to affect the construction of this Constitution.

SHARE CAPITAL AND VARIATION OF RIGHTS

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| 6 | The share capital of the Company is its total number of issued shares. The Shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred, qualified, or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise. | Share Capital |
| 7 | Without prejudice to any special rights previously conferred on the Holders of any existing Shares or class of Shares, and subject to the provisions of this Constitution, the Listing Requirements and the Act and to the provisions of any resolution of the Company, issue of Shares or options of the Company shall be approved by the Members in General Meeting and such Shares may be issued by the Directors, who may allot, or otherwise dispose of such Shares to such persons, in such terms and conditions, with such preferred, deferred or other special rights, and subject to such restrictions and at such times as the Directors may determine but the Directors in making any issue of Shares shall comply with the following conditions:-

(a) In the case of Shares, other than ordinary shares, no special right shall be attached until the same have been expressed in this Constitution and in the resolution creating the same;

(b) No issue of Shares shall be made which will have the effect of transferring a controlling interest in the Company to any person, company or syndicate without the prior approval of the Members of the Company in General Meeting;

(c) The Company must not cause or authorise its Registrar of Company to cause the Securities Accounts of the allottees to be credited with the additional Shares until after the Company has filed with the Exchange an application for listing of such additional Shares and has been notified by the Exchange that they have been authorised for listing; and | Allotment of Shares |
| 8 | The Company must ensure that all new issues of Securities for which listing is sought are made by way of crediting the Securities Accounts of the allottees with such Securities save and except where it is specifically exempted from compliance with Section 38 of the Central Depositories Act, in which event it shall so similarly be exempted from compliance with the Listing Requirements. For this purpose, the Company must notify 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 the appropriate entries in the Securities Accounts of such allottees. | Issue of new Securities |

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| 9 | Subject to the provisions of the Act, the Central Depositories Act, the Listing Requirements and the Rules, the Company shall issue and allot Securities and despatch notices of allotment to the allottees and make an application for the quotation of such Securities, within the stipulated time frame as prescribed under the Listing Requirements or such other period as may be prescribed by the Exchange from time to time. | Allotment and despatch of notices of allotment |
| 10 | The Company may issue jumbo certificates in respect of Shares or Securities in favour of Central Depository as may be directed by the Central Depository pending the crediting of Shares or Securities into the Securities Account of the person entitled to such Shares or Securities or as may be prescribed by the Central Depositories Act and the Rules PROVIDED ALWAYS THAT every certificate shall be issued under the Seal in such form as the Board shall from time to time prescribe and shall bear the facsimile signature of at least one Director and a second Director or the Secretary or some other person appointed by the Board, and shall specify the number and class of Shares or Securities to which it relates and the issue price of the Shares or Securities. | Share certificate |
| 11 | Without prejudice to any special right previously conferred on the Holders of any Shares or class of Shares already issued, but subject to the Act and this Constitution, any preference shares may with the sanction of an Ordinary Resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed but the total number of the issued preference shares shall not exceed the total number of the issued ordinary shares at any time and the Company shall not issue preference shares ranking in priority to preference shares already issued, but may issue preference shares ranking equally therewith. Preference shareholders shall have the same rights as ordinary shareholders as regards receiving notices, reports and audited financial statements, and attending General Meetings of the Company. Preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital, or during winding up or proposal to wind up the Company, or sanctioning a sale of the whole of the Company's property, business and undertaking, or where the proposition to be submitted to the meeting directly affects their rights and privileges, or when the dividend or part of the dividend on the preference shares is in arrears for more than six (6) months. The issue by the Company of preference shares ranking equally with existing preference shares issued by the Company shall be deemed to be a variation of the rights attached to those existing preference shares unless the issue of preference shares was authorised by the terms of issue of the existing preference shares or by this Constitution at the time the existing preference shares were issued. | Right of Preference Shareholders |
| 12 | Notwithstanding anything in this Constitution the repayment of preference share capital other than redeemable preference shares, or any alteration of preference shareholders' rights shall only be | Repayment of Preference Capital |

made pursuant to a Special Resolution of the preference shareholders concerned **PROVIDED ALWAYS THAT** where the necessary majority for such a Special Resolution is not obtained at the meeting, consent in writing obtained from the holders of seventy-five of the total voting rights of the preference shareholders concerned within two (2) months of the meeting shall be as valid and effectual as a Special Resolution carried at the meeting.

- 13 Where any Shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company may pay interest on so much of such share capital as is for the time being paid-up for the period, subject to the conditions and restriction of the Act, and may charge the same to capital as part of the cost of the construction of the works or plants.

Interest on Share Capital during construction

- 14 Subject to the provisions of Section 71 and 91 of the Act if any time the share capital is divided into different classes of Shares, the rights attached to any class shall be expressed (unless otherwise provided by the terms of issue of the Shares of that class) and may whether or not the Company is being wound up, be varied with the sanction of a Special Resolution passed at a separate meeting of the shareholders of that class. Where necessary majority of such a Special Resolution is not obtained at the meeting, with the consent in writing if obtained from the Holders of not less than seventy-five per centum (75%) of the total voting rights of the shareholders of that class within two (2) months of the meeting, shall be as valid and effectual as a Special Resolution carried at the meeting. To every such separate General Meeting the quorum shall be two (2) Members of the Class holding or representing by proxy at least one- third of the number of the issued Shares of the class excluding any Shares of that class held as treasury share and that any Holder of Shares of the class present in person or by proxy may demand a poll. For an adjourned meeting, the quorum is one Member present in person or by proxy holding Shares of such class. To every such Special Resolution the provisions of Section 292 of the Act shall with such adaptations as are necessary apply.

Variation of rights

- 15 The Company may exercise the powers of paying commissions to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any Shares conferred by the Act, **PROVIDED THAT** the rate per cent or the amount of procuring or agreeing to procure subscription whether absolute or conditional, of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the commission shall not exceed the rate of ten per cent (10%) of the price at which the Shares in respect whereof the same is paid are issued or an amount equal to ten per cent of that price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid Shares or partly in one way and partly in the other. The Company may also on any issue of Shares pay such brokerage as may be lawful.

Commission on issue of Shares

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| 16 | (1) | Subject to the Act, the Company may by notice in writing, require any Member or any other person who has an interest in any of the voting shares in the Company, within such reasonable time as is specified in the notice:- | Information of Shareholding |
| | (a) | To inform the Company whether he holds any voting shares in the Company as Beneficial Owner, Authorised Nominee or as trustee; and | |
| | (b) | If he holds the voting shares as trustee or Authorised Nominee, to indicate so far as he can, the persons for whom he holds the voting shares by name and by other particulars sufficient to enable those persons to be identified and the nature of their interest. | |
| | (2) | The Company may by notice in writing require a Member to inform it, within such reasonable time as is specified in the notice, whether any of the voting rights carried by any voting shares in the Company held by him, are the subject of any agreement or arrangement under which another person is entitled to control his exercise of those rights and, if so, to give particulars of the agreement and the parties to it. | |

PROVISION OF FINANCIAL ASSISTANCE AND SHARE BUYBACK

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| 17 | | Unless permitted by the Act and Listing Requirements, the Company shall not give any financial assistance , whether directly or indirectly and whether by means of a loan, guarantee or the provision of Securities or otherwise, for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any Shares in the Company, or in its holding company or in any way purchase, deal in or lend money on its own Shares nor shall it give financial assistance, directly or indirectly for the purpose of reducing the liability if a person has acquired Shares in the Company or its holding company, and the liability has been incurred by any person for the purpose of the acquisition of the Shares, but nothing in this Constitution shall prohibit transactions mentioned in Section 127 of the Act or the circumstances set out in Section 127 of the Act. | Financial Assistance |
| 18 | | Pursuant to Section 127, the Company shall have the power, to purchase its own Shares and thereafter to deal with the Shares purchased in accordance with the provisions of the Act and any Rules, regulations and guidelines thereunder issued by the Exchange and any other relevant authorities in respect thereof. | Share Buyback |

LIEN

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| 19 | | Subject to the Act, the Central Depositories Act and the Rules, the Company shall have a first and paramount lien on every Share (not being a fully paid Share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that Share, | Lien on Shares not fully paid-up |
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including all unpaid instalments and interest thereon and the Company shall also have a first and paramount lien on all Shares (other than fully paid Shares) registered in the name of a Member for all money (whether presently payable or not) payable by him or his estate to the Company but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Clause. The Company's lien, if any, on a Share shall extend to all dividends payable hereon and shall also be subject to such amount as the Company may be required by law to pay in respect of the Member or deceased Member.

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| 20 | The Company may sell, in such manner as the Directors think fit, any Shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists, is presently payable or until the expiration of fourteen (14) days after a notice in writing, stating and demanding payment of the sum presently payable and giving notice of intention to sell in default shall have been given to the Holder for the time being of the Share or the person entitled by reason of his death or bankruptcy to the Share. | Enforcing Lien by
sale |
| 21 | The proceeds of such sale, after payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debt or liability in respect of which the lien exist, so far as the same is presently payable, and any residue shall (subject to a similar lien for debts or liabilities not presently payable which existed over the Shares prior to the sale) be paid to the person entitled to the Share at the time of the sale or his executors, administrators or assignees or as he directs. The purchaser shall be registered as the Holder of the Shares and he shall not be bound to see to the application of the purchase money, nor shall his title to the Shares be affected by any irregularity or invalidity in the proceedings with reference to the sale, and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively. Any Director of the Company is hereby authorised to execute on behalf of the registered Holder a transfer of such Shares to the purchaser. | Application of
proceeds of sale |

CALLS ON SHARES

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| 22 | The Directors may from time to time make calls upon the Members in respect of any moneys unpaid on their Shares, PROVIDED THAT (except as otherwise fixed by the conditions of application or allotment) no call on any Share shall be payable at fixed times pursuant to the conditions of allotment, and each Member shall (subject to receiving at least fourteen (14) days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his Share. | Calls |
| 23 | A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed, and a call may be made payable by instalments. | When call deemed
to be made |

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| 24 | If a sum called in respect of a Share is not paid before or on the day appointed for payment thereto, the person from whom the sum is due shall pay interest on the sum from the date appointed for payment thereof to the time of actual payment, at such rate, not exceeding eight (8%) per cent per annum, as the Directors may determine, and shall not receive any dividend in respect of the amount unpaid but the Directors shall be at liberty to waive payment of such interest wholly or in part. | When interest on call payable |
| 25 | A call may by resolution be revoked or postponed at any time before the day fixed for payment. Notice of such revocation shall forthwith be given to the Members or persons on whom the call was made. | Calls may be revoked |
| 26 | Any sum which by the terms of issue of a Share becomes payable upon allotment or at any fixed date shall for all the purposes of this Constitution be deemed to be a call duly made and payable on the date on which, by the terms of issue, the same becomes payable, and in case of non-payment all the relevant provisions of this Constitution as to payment of interest and expenses, forfeiture or otherwise, shall apply as if such sum had become payable by virtue of a call duly made and notified. | Sums payable at fixed times to be treated as calls |
| 27 | The Directors may make arrangements on the issue of Shares for varying the amount and times of payment of calls as between Holders. | Differentiation between Holders |
| 28 | The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the money uncalled and unpaid upon any Shares held by him, and upon all or any part of the money so advanced may (until the same would, but for the advance, become payable) pay interest at such rate not exceeding eight per centum (8%) per annum (unless the Company in General Meeting shall otherwise direct) or as may be agreed upon between the Directors and the Member paying the sum in advance; but any amount so for the time being paid in advance of call shall not be included or taken into account in ascertaining the amount of dividend payable upon the Shares in respect of which such advance has been made. Such capital paid on Shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. Except in liquidation, sums paid in advance of calls shall not, until the same would but for such advance have become payable, be treated as paid up on the Shares in respect of which they have been paid. | Calls may be paid in advance |

TRANSFER OF SHARES

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| 29 | The instrument of transfer of any Securities shall be in writing and in the form approved by the Rules and shall be executed by or on behalf of the transferor and transferee, the transferor shall be deemed to remain the Holder of the Securities until the name of the transferee is entered in the Record of Depositors in respect thereof. | Transfer |
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| 30 | The transfer of any Securities or class of Securities of the Company, shall be by way of book entry by the Central Depository in accordance with the Rules and, notwithstanding Section 105, 106 or 110 of the Act, but subject to subsection 148(2) of the Act and any exemption that may be made from compliance with Section 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of such Securities. | Transfer by book entry |
| 31 | Subject to the Act, the Central Depositories Act and the Rules, no Share shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind. In addition, every instrument of transfer shall be in writing and in the form approved in the Rules and shall be presented to the Central Depository with such evidence (if any) as the Central Depository may require to prove the title of the intending transferor and that the intended transferee is a qualified person. | |
| 32 | The Central Depository may refuse to register any transfer of Deposited Security that does not comply with the Central Depositories Act and the Rules. | Refusal of Transfer |
| 33 | The Company may require the Central Depository to suspend the registration of transfer at such times and for such periods as the Directors may of from time to time determine, not exceeding in the whole thirty (30) days in any calendar year. | Closing of Register |
| 34 | The Company may pursuant to Section 34 of the Central Depositories Act and the Rules request of the Record of Depositors and in this connection, may request for the Record of Depositors as at a specified date. The Company shall give at least three (3) Market Days' notice to the Central Depository in accordance to the Rules to enable the Central Depository to prepare the appropriate Record of Depositors. | Suspension of registration |
| 35 | A Record of Depositors requested by the Company as at any specified date and/or for any specified purpose when made available to the Company may be treated as the final Record of Depositors as at the specified date and/or for the specified purpose. If there shall be more than one Record of Depositors made available to the Company as at the specified date and/or for the specified purpose then the later or last of the Record of Depositors prepared by the Central Depository and confirmed by the Central Depository as the correct Record of Depositors shall be the final Record of Depositors as at the specified date and/or for the specified purpose. If such confirmation from the Central Depository shall not be available, then the later or last of the Record of Depositors received by the Company shall be deemed to be the final Record of Depositors as at the specified date and or for the specified purpose. | Record of Depositors |

TRANSMISSION OF SHARES

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| 36 | In case of the death of a Member, the executors or administrators of the deceased shall be the only person recognised by the Company as having any title to his Shares, but nothing herein contained shall release the estate of the deceased Member from any liability in respect of any Shares which had been held by him. | Transmission |
| 37 | 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 Rules and subject as hereinafter provided, elect either to be registered himself as Holder of the Share or to have some person nominated by him registered as the transferee thereof, but the Central Depository shall in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the Share by that Member before his death or bankruptcy, provided always that where the Share is a Deposited Security, a transfer of the Share may be subject to the Rules carried out by the person(s) becoming so entitled. | Death or Bankruptcy of Member |
| 38 | Subject to any other provisions of this Constitution, if the person so becoming entitled shall elect 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 Shares is a Deposited Security and the person becoming entitled elects to have the Share transferred to him, the aforesaid notice must be served by him on the Central Depository. If he shall elect to have his nominee registered, he shall testify his election by executing to his nominee a transfer of such Share. All the limitations, restrictions and provisions of this Constitution relating to the right to transfer and the registration of transfers of Shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice of transfer is a transfer executed by such Member. | Election of persons entitled to be registered |
| 39 | A person entitled to a Share by transmission shall be entitled to receive, and may give a discharge for, any dividends or other moneys payable in respect of the Share, but he shall not be entitled in respect of it to receive notice of or to attend or vote at meetings of the Company or, save as aforesaid, to exercise any of the rights or, privileges as a Member unless and until he shall become a Member in respect of the Share. If the person becoming entitled elects to have the Shares transferred to him, the aforesaid notice shall be given to the Central Depository and subject to the Rules, a transfer of the Shares may be carried out by the person becoming so entitled. | Person entitled to receive and give discharge for dividends |
| 40 | The Company shall, upon request of a Securities Holder, permit a transmission of Securities held by such Securities Holder from the Register of Members maintained by the Registrar of the Company in the jurisdiction of the other stock exchange, to the Register of | Transmission of Shares from Foreign Register |

Members 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, where:-

- (a) The Shares of the Company are listed on another stock exchange; and
- (b) The Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29 of the Securities Industry (Central Depositories) (Amendment) Act 1998 as the case may be, under the Rules in respect of such Securities.

FORFEITURE OF SHARES

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| 41 | If a Member fails to pay the whole or any part of any call or instalment of a call on or before the day appointed for payment thereof the Directors may at any time thereafter, during such time as the whole or any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest and expenses which may have accrued as a result of such non-payment. | Notice to pay calls |
| 42 | The notice shall name a further day (not being less than fourteen (14) days from the date of the notice) on or before which and the place where the payment required by the notice is to be made and shall state that in the event of non-payment on or before the time and at the place appointed the Shares in respect of which the call was made will be liable to be forfeited. | Form of Notice |
| 43 | If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest and expenses due in respect thereof 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 or issued before forfeiture. Notice of the resolution may be given to the Member in whose name is stood immediately prior to the forfeiture or to the person entitled to the Shares by transmissions, as the case may be, and an entry of such notice having been given, and an entry of the forfeiture with the date thereof shall forthwith be made in the Record of Depositors but failure to give such notice or to make such entry shall not in any way invalidate the forfeiture. | Notice of Forfeiture |
| 44 | A Share so forfeited shall become the property of the Company and may be sold, reallocated, or otherwise disposed of, to any other person upon such terms and in such manner as the Directors shall think fit and in the case of reallocation, with or without any money paid thereon by the former Holder being credited as paid up PROVIDED THAT at any time before a sale, reallocation or disposition the forfeiture may be cancelled on such terms as the Directors think fit. | Shares forfeited belong to the Company |

The Directors may, if necessary, authorise some person to transfer a forfeited Share to any such other person as aforesaid.

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| 45 | A Member whose Shares have been forfeited shall cease to be a Member in respect of the forfeited Shares, but shall notwithstanding the forfeiture remain liable to pay to the Company all moneys (including calls, instalments interests and expenses) which at the date of forfeiture were presently payable by him to the Company in respect of the Shares, with interest thereon at eight (8%) per cent per annum from the date of forfeiture until payment in full all such money in respect of the Shares. | Liability to pay calls, interests and expenses |
| 46 | 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. | Evidence of forfeiture |
| 47 | The Company may receive the consideration, if any, given for a forfeited Shares on any sale or disposition thereof and may authorise some person to execute a transfer of the Share in favour of the person to whom the Shares are sold or disposed of and such person shall thereupon be registered as the Holder of the Share, and he shall not be bound to see to the application of the purchase money, if any nor shall his title to the Share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, or disposal of the Share. Any residue of the proceeds of sale of Shares which are forfeited and sold or disposed of, after the satisfaction of the unpaid calls 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. | Procedure for sale of forfeited Shares |
| 48 | (1) The provisions of this Constitution as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a Share, becomes payable at a fixed time, as if the same had been payable by virtue of a call duly made and notified. | Non-payment of sums due on issue of Shares |
| | (2) When any Share has been forfeited in accordance with this Constitution notice of the forfeiture shall, within fourteen (14) days from the date of forfeiture thereof, be given to the Holder of the Share or to the person entitled to the Share by reason of the death or bankruptcy as the case may be and an entry of such notice having been given, and of the forfeiture with the date thereof shall forthwith be made in the Register of Members or Record of Depositors, as appropriate, opposite to the Share. | |
| | (3) The forfeiture of a Share shall involve the extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the Share, and all other | Forfeiture of Shares shall involve extinction of |

rights and liabilities incidental to the Share as between the shareholder whose Share is forfeited and the Company, except only such of those right and liabilities as are by this Constitution expressly saved or as are by the Act the Central Depositories Act and the Rules, given or imposed in the case of past Members.

interest in and claims against the Company.

CONVERSION OF SHARES INTO STOCK

- 49 The Company may from time to time in General Meeting by Ordinary Resolution, convert any paid-up shares into stock, and may from time to time, with the like sanction reconvert such stock into paid-up shares of any denomination. Power to convert

- 50 When any Shares have been converted into stocks, the several Holders of such stock may transfer their respective interests therein, or any part of such interests in such manner as the Company in General Meeting shall direct but in default of any such direction then in the same manner and subject to the same regulation as and subject to which the Shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances will admit. But the Directors may, if they think fit, from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum. Rights of stockholders to transfer their interests

- 51 The Holders of stock shall be entitled to participate in the dividends and profits of the Company according to the amount of their respective interests in such stock, and such interests shall in proportion to the amount thereof, confer on the Holders thereof respectively the same privileges and advantages for the purposes for voting at meetings of the Company and for other purposes as if they held the Shares from which the stock arose, but so that none of such privileges or advantages, (except the participation in the dividends and profits of the Company and in the assets on winding up), shall be conferred by any such an amount of the stock which would not, if existing in Shares, have conferred such privilege or advantage. Participation in dividends and profits

- 52 All such provisions of this Constitution as are applicable to paid-up Shares shall apply to stocks, and in all such provisions the words "Share" and shareholder" shall include "stock" and "stockholder". Provisions applicable to paid up shares to apply to stocks

INCREASE OF CAPITAL

- 53 The Company may from time to time in General Meeting by Ordinary Resolution, notwithstanding whether all or any of 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 or Power to increase capital

otherwise as the Company may by the resolution authorise such increase.

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| 54 | Subject to any special rights for the time being attached to any existing class of Shares, the new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the General Meeting resolving upon the creation determine subject to the provisions of this Constitution and in particular (but without prejudice to the generality of the foregoing) such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company or otherwise. | Rights and privileges of new Shares |
| 55 | Subject to any direction to the contrary that may be given by the Company in General Meeting any Shares for the time being unissued and not allotted and any new Shares from time to time to be created shall before they are issued be offered to such persons as at the date of the offer are entitled to receive notices from the Company of General Meetings in proportion, as nearly as the circumstances admit, to the amount of the existing Shares to which they are entitled. The offer shall be made by notice specifying the number of Shares offered, and limiting a time within which the offer, if not accepted, shall be deemed to be declined, and, after the expiration of the time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the Shares offered, the Directors may dispose of those Shares in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new Shares which (by reason of the ratio which the new Shares bear to Shares held by persons entitled to an offer of new Share) cannot, in the opinion of the Directors, be conveniently offered under this Constitution. | Offer of unissued original shares |
| 56 | Except so far as otherwise provided by the conditions of issue or by this Constitution all new Shares shall be subject to the provisions of this Constitution with reference to allotments, payment of calls, lien, transfer, transmission, forfeiture and where applicable, shall also be subject to the Rules. | New Shares otherwise subject to provisions of this Constitution |

ALTERATION OF CAPITAL

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| 57 | The Company may from time to time in General Meeting by Ordinary Resolution:- | Alteration of capital |
| | (a) Consolidate and divide all or any of its share capital the proportion between the amount paid and the amount, if any unpaid on each subdivided Share shall be the same as it was in the case of the Share from which the subdivided Share is derived; or | |
| | (b) Convert all or any of its paid-up Shares into stock and may reconvert that stock into paid-up Shares; or | |

- (c) Subdivide its Shares or any of the Shares, whatever in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided Share shall be the same as it was in the case of the Share from which the subdivided Share is derived; or
- (d) Cancel any Shares which at the date of the passing of the resolution which have been forfeited and diminish the amount of its share capital by the amount of the Shares so cancelled.

GENERAL MEETINGS

- 58 A General Meeting shall be held once in every year within six (6) months of the Company’s financial year end and, at such time not more than fifteen (15) months after the holding of the last preceding General Meeting. The General Meeting referred to in this Constitution shall be the Annual General Meeting. Every notice of an Annual General Meeting shall specify the meeting as such and every meeting convened for passing a Special Resolution shall state the intention to propose such resolution as a Special Resolution. All General Meetings other than the Annual General Meetings shall be called Extraordinary General Meetings. General Meetings
- 59 The Directors may call an Extraordinary General Meeting whenever they think fit, and shall, on requisition in accordance with the Act, proceed to convene an Extraordinary General Meeting as required by the Act, or if the Company makes default in convening a meeting in compliance with a requisition received pursuant to Section 311 of the Act a meeting may be convened by such requisitionists in the manner provided in Section 313 of the Act. Any meeting convened by requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Directors. Convening of
Extraordinary
General Meetings

NOTICE OF GENERAL MEETINGS

- 60 (1) Subject to the provisions of the Act relating to convening of meetings to pass Special Resolutions, every notice convening meetings shall specify the place, the day and the hour of the meeting and shall be given to all Members at least fourteen (14) days before the meeting. Any General Meeting at which it is proposed to pass a Special Resolution or where it is an Annual General Meeting shall be called by at least twenty one (21) days’ notice in writing. Any notice of a meeting called to consider special business shall specify the general nature of such business and shall also be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business and shall be given in the manner hereinafter mentioned to such person as are under the Notice of meeting

provisions of this Constitution entitled to receive notice of General Meetings from the Company. Notice of every such meeting shall also be given by advertisement in at least one (1) daily national press circulated in Bahasa Malaysia or English and in writing to the Exchange and to each stock exchange upon which the Company is listed at the same time as shareholders are notified.

- (2) Subject to the Act, Listing Requirements, laws, Rules or regulations, notice of a meeting of Members or Document which is required or permitted to be given, sent or served under the Act or under this Constitution shall be given to the Members either:-
 - (a) In hard copy;
 - (b) In electronic form; or
 - (c) Partly in hard copy and partly in electronic form.
- (3) A notice or Document:-
 - (a) Given in hard copy shall be sent to any Member/Securities Holder either personally or by post to the address supplied by the Member to the Company for such purpose; or
 - (b) Given in electronic form shall be transmitted to the electronic address provided by the Member/Securities Holder to the Company for such purpose or by publishing on the Company's website.
- (4) A notice of a meeting of Members or Document shall not be validly given by the Company by means of the Company's website unless a notification to that effect is given in accordance with Section 320 of the Act.
- (5) The Company shall notify a Member/Securities Holder of the publication of the notice or Document on the Company's website and such notifications shall be in writing and shall be given in hard copy or electronic form stating:-
 - (a) That it concerns a meeting of Members;
 - (b) The place, date and time of the meeting;
 - (c) The general nature of the business of the meeting; and
 - (d) Whether the meeting is an Annual General Meeting.

If the Company sends the notice or Document or notifications through electronic mail, there must be proof of electronic mail delivery. In the event of delivery failure, the Company shall send for a hard copy of the notice or Document to him.

Notice of meeting of Members may include text of any proposed resolutions and other information as the Directors deem fit.

- (6) The notice or Document shall be made available on the website throughout the period beginning from the date of the notification referred to in Clause 60(4) until the conclusion of the meeting.
- (7) The contact details of the Member/Securities Holder as provided to the Bursa Depository shall be deemed as the last known address provided by the Member to the Company for purposes of communication with the Member/Securities Holder.
- (8) Where any Member/Securities Holder requests for a hard copy of the Documents, the Company shall forward a hard copy of these Documents to the Member/Securities Holder as soon as reasonably practicable after the receipt of the request, free of charge.
- (9) Where it relates to Documents required to be completed by Members/Securities Holders for a rights issue or offer for sale, the Company must send these Documents through electronic mail, in hard copy or in any other manner as the Exchange may prescribe from time to time.
- (10) The Company shall request the Central Depository in accordance with the Rules, to prepare/issue the Record of Depositors to whom notices of General Meetings shall be given by the Company. Record of Depositors
- (11) The Company shall request the Central Depository in accordance with the Rules, to prepare/issue the Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than three (3) Market Days before the General Meeting (hereinafter referred to as "the General Meeting Record of Depositors"). 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 attend, speak, participate and vote at such meeting. General Meeting Record of Depositors
- (12) The accidental omission to give notice to, or the non-receipt of notice by any Member, shall not invalidate any resolution

passed at any General Meeting or the proceedings at any General Meeting.

- 61 In the case of a meeting convened for the purpose of passing a Special Resolution, the notice shall also specify the intention to propose the resolution as a Special Resolution. The Company shall comply with the provisions of Section 292 of the Act as to giving notice of Special Resolution and circulating statements on the requisition of Members. Notice to be given of Special Resolution

- 62 All business transacted at an Extraordinary General Meeting shall be deemed special and also all business that is transacted at any Annual General Meeting, with the exception of sanctioning dividends, the laying of audited financial statements and the reports of the Directors and Auditors, the election of Directors in place of those retiring, the re-election of the Directors who are retiring by rotation, appointment of Auditors and the fixing of the remuneration of the Auditors, and the fixing of Directors’ fees and benefits proposed to be paid, and any resolution or other business of which notice is given in accordance with the Act or this Constitution. Business transacted at General Meetings

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

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. For all purposes, two (2) Members present in person or by proxy, or in the case of Members which are corporations, present by their representatives appointed pursuant to the provisions of this Constitution and entitled to vote shall be a quorum. For the purpose of constituting a quorum: - Quorum for General Meetings
 - (a) One or more representatives appointed by a corporation shall be counted as one Member; or
 - (b) One or more proxies appointed by a person shall be counted as one Member.

- 65 If within half (1/2) an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, unless such day shall be a public holiday, when the meeting shall be adjourned to the next business day following at the same time and place, and if at such adjourned meeting a quorum is not present within half (1/2) an hour from the time appointed for holding the meeting, the meeting shall be dissolved. Automatic adjournment or dissolution for want of quorum
- 66 The Chairman (if any) of the Board of Directors shall preside as Chairman at every General Meeting of the Company. If there is no such Chairman, or if at any meeting the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, or if the Chairman of the Board is unwilling to act as Chairman for the General Meeting, the Directors present shall choose one of their number to act as Chairman, or if no Director is present or if all the Directors present decline to take the chair, the Members present and entitled to vote shall elect one of the Members present to be the Chairman of the meeting. A proxy is not entitled to be elected as Chairman of any General Meeting. The election of the Chairman shall be by a show of hands. Chairman of General Meetings
- 67 The Chairman of a General Meeting may, with the consent of any meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except for the business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. Adjournment
- 68 (1) Subject to the Listing Requirements, any resolution set out in the notice of any General Meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any General Meeting shall be decided by show of hands unless a poll is demanded. A poll may be demanded in writing by:- How resolutions are to be decided at General Meetings
- (a) The Chairman of the meeting; or
 - (b) Not less than five (5) Members having the right to vote on the resolution present in person or by proxy or in the case of a corporation by a representative; or
 - (c) Any Member or Members present in person or by proxy or in the case of a corporation by a representative and representing not less than ten per

centum (10%) of the total voting rights of all the Members having the right to vote on the resolution at the meeting excluding any voting rights attached to any Shares in the Company held as treasury shares; or

- (d) A Member or Members present in person or by proxy or in the case of a corporation by a representative holding Shares in the Company conferring a right to vote on the resolution at the meeting being Shares on which an aggregate sum has been paid up equal to not less than ten per centum (10%) of the total sum paid up on all the Shares conferring that right, excluding the Shares in the Company conferring a right to vote on the resolution which are held as treasury shares.

Provided that no poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.

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| (2) | Unless a poll is so demanded, a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. | Evidence of passing of resolutions |
| 69 | If a poll is duly demanded, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman of the meeting may direct (including the use of ballot or voting papers or tickets or electronically using various forms or electronic voting devices) and the result of a poll shall be the resolution of the meeting at which the poll was demanded. Subject to the Listing Requirements, the Chairman may in the event of a poll, appoint scrutineers to verify the votes counted by the poll administrators or any persons determined by the Board from time to time for the purposes of the poll and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll. The demand for a poll may with the consent of the Chairman of the meeting be withdrawn and the meeting shall continue as if the demand had not been made. | Poll |
| 70 | (1) Subject to Clause 69, a poll demanded on any question shall be taken either at once or at such time and place as the Chairman directs not being more than thirty (30) days from the date of the meeting or adjourned meeting at which the poll was demanded. | When poll shall be taken |
| | (2) In the case of an equality of votes, whether on a show of hand or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, as the | Chairman's casting vote |

case may be, shall have a second or casting vote in addition to any other vote he may have.

- (3) At least one (1) scrutineer must be appointed to validate the votes cast at the General Meeting. The scrutineer must not be an officer of the Company or its related corporation, and must be independent of the person undertaking the polling process. Validation of votes cast by scrutineer

- 71 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question of which the poll has been demanded. Any poll duly demanded on the election of a Chairman of the meeting or on any question of adjournment shall be taken at the meeting and without adjournment. Poll not to prevent continuance of meeting

VOTES OF MEMBERS

- 72 Subject to any special rights or restrictions as to voting attached to any Shares or in accordance with this Constitution, on a show of hands, every Member who (being an individual) is present in person or by proxy or by attorney or being a corporation is represented by a representative, shall have one (1) vote. On a poll every Member who is represented in person or by proxy or by attorney or being a corporation represented by its representative shall have one (1) vote for every Share of which he is the Holder. A proxy appointed to attend and vote at a meeting of a Company shall have the same rights as the Member to attend, speak, participate and vote at the meeting. A proxy shall be entitled to vote on a show of hands or on a poll, on any question, at any General Meeting. In a voting by poll, each proxy shall be entitled to such number of votes equal to the proportion of the Member’s shareholding represented by such proxy. A proxy may only vote as directed in the proxy form. However, if the appointor or representative attend and vote on a resolution, the proxy or attorney must not vote. Votes of Members

- 73 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.

- 74 A Member of unsound mind, or in respect of whom or his estate an order has been made by any court having jurisdiction in lunacy , may vote, whether on a show of hands or on a poll, by his committee, curator bonis, or other persons in the nature of committee or curator bonis appointed by such Court, and such committee, curator bonis or other persons in the nature of committee or curator bonis appointed by such Court may on a poll vote by proxy, **PROVIDED THAT** such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office of the Company in accordance with Clause 80. Votes of Members of unsound mind

- 75 No Member shall be entitled to be present to vote on any question either personally or otherwise as a proxy or attorney or being a corporation present by its representative at any General Meeting or upon a poll or be reckoned in the quorum in respect of any Shares upon which calls are due and unpaid. Members barred from voting while call unpaid

- 76 No objection shall be raised to the qualification of any voter except at a meeting of the Company or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive. Validity of votes

PROXY

- 77 (1) Every notice calling a General Meeting shall state with reasonable prominence that a Member entitled to attend, speak, participate and vote at meeting may appoint one or more proxies to attend, speak, participate and vote instead of him. A Member holding one thousand (1,000) ordinary shares or less may appoint only one (1) proxy to attend and vote at a General Meeting who shall represent all the Shares held by such Member. A Member holding more than one thousand (1,000) ordinary shares may appoint up to ten (10) proxies to vote at the same meeting and each proxy appointed shall represent a minimum of one thousand (1,000) ordinary shares. Number of proxies a Member may appoint

- (2) Where a Member of the Company is an Authorised Nominees, 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 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. Authorised Nominees and Exempt Authorised Nominees

- (3) A proxy may but need not be a Member. There shall be no restriction as to the qualifications of the proxy. Where a Member appoints more than one (1) proxy, the Member shall specify the proportion of his holdings to be represented by each proxy, failing which the appointment shall be invalid. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to attend, speak, participate and vote at the meeting. Proxy

- 78 On a poll, votes may be given either personally or by proxy. The instrument appointing a proxy shall be in writing (in the format given Voting in person or by proxy

in Clause 84) under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under the Seal or under the hand of an officer or attorney so authorised. A Member of a Company entitled to attend and vote at a meeting of a Company, or at a meeting of any class of Members of the Company, shall be entitled to appoint any person as his proxy to attend and vote instead of the Member at the meeting. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

- 79 Any corporation holding shares conferring the right to vote may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, or at any meeting of Holders of any class of Shares of the Company, and the person so authorised shall act in accordance with his authority and until his authority is revoked by the corporation shall be entitled to exercise the same powers on behalf of the corporation which he represents as if he were an individual Member of the Company. If the corporation authorises more than one person and more than one of the representatives purport to exercise the power on the above:-
- Representation of corporations which are Members
- (a) Where the representatives purport to exercise the power in the same way, the power is treated as exercised in that way; or
- (b) Where the representatives do not purport to exercise the power in the same way, the power is treated as not exercised.
- 80 Subject to the Act and the Listing Requirements, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the Office not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument 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. The completed instrument of proxy once deposited will not preclude the Member from attending and voting in person at the General Meeting should the Member subsequently wish to do so. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from its date.
- Instrument appointing proxy to be left at Registered Office
- 81 A Member who is not resident in Malaysia or Singapore may by cable or other telegraphic communication appoint a proxy/proxies to vote for him at any General Meeting of the Company **PROVIDED:-**
- Member not resident in Malaysia or Singapore may appoint proxy
- (a) Such cable or other telegraphic or electronic communication shall have been received at the Office or at the electronic

address specified by the Company not less than forty-eight (48) hours before the time for the holding of the General Meeting or adjourned meeting as the case may be at which the person named in such cable or other telegraphic communication 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.; and

- (b) The Directors are satisfied as to the genuineness of such cable or other telegraphic communication.
- 82 (1) Subject to the Act and the Listing Requirements, the Directors or any agent of the Company so authorised by the Directors, may accept the appointment of proxy received by electronic communication on such terms and subject to such conditions as they consider fit. The appointment of proxy by electronic communication shall be in accordance with this Constitution. Electronic
Communication of
Proxy
- (2) For the purpose of Clause 82(1), the Directors may require such reasonable evidence they consider necessary to determine:-
- (a) The identity of the Member and the proxy; and
- (b) Where the proxy is appointed by a person acting on behalf of the Member, the authority of that person to make the appointment.
- (3) Without prejudice to Clause 82(1), the appointment of proxy by electronic communication must be received at the electronic address specified by the Company in any of the following sources and shall be subject to any terms, conditions or limitations specified therein:-
- (a) Notice calling the meeting;
- (b) Instrument of proxy sent out by the Company in relation to the meeting; or
- (c) Website maintained by or on behalf of the Company.
- (4) An appointment of proxy by electronic communication which is not made in accordance with this Clause shall be invalid.
- 83 Every power, right or privilege of any Member to convene, attend, vote and in anyway take part in any meeting of the Company, may be exercised in the event of such Member being out of Malaysia by any attorney, whether a Member or not, duly appointed by such Member for the purpose, by a power of attorney produced at the Office during business hours not less than two (2) Market Days before the same is Power of Attorney

acted on. Any vote given or things done by such attorney shall be valid notwithstanding the previous death or unsoundness of mind of the Member giving such power of attorney or revocation of such power of attorney by other means provided no intimation in writing of such death or unsoundness of mind or revocation shall have been received at the Office before such vote is given or thing done.

84 An instrument appointing a proxy shall be in the following form or other form as the Directors may prescribed or approve, or in any particular case accept. An instrument appointing a proxy shall, unless the contrary is stated thereon be valid as well for every adjournment of the meeting as for the meeting to which it relates and need not be witnessed.

Form of proxy

LTKM BERHAD

CDS Account No.:

"I/We (NRIC No. /Passport No. / Company No.) of being a Member of **LTKM BERHAD** hereby appoint (NRIC No. /Passport No.) of or failing him/ (her) (NRIC No. /Passport No.) of or failing him/her, the CHAIRMAN OF MEETING, as *my/our proxy to attend and vote for *me/us, and on *my/our behalf at the Annual (or Extraordinary, as the case may be) General Meeting to be held at on day at and at any adjournment thereof.

* Please indicate with an "x" in the space provided below how you wish your votes to be casted. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/ (her) discretion.

This form is to be used * For of the resolution
Against

* Strike out whichever is not applicable.

Dated this day of

Signature of Member/ Common Seal

Number of shares held

85 A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or revocation of the proxy, or of the authority under which the proxy was executed, or the transfer of the Share in respect of which the instrument is given, if no intimation in writing of such

Validity of Proxy

death, insanity, revocation or transfer shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

- 86 The Company shall be entitled and bound: - Rejection of Proxy Form
- (a) To reject any instrument of proxy lodged if the Member is not shown to have any Shares entered against his name in the Register of Members and/or the latest Record of Depositors made available to the Company; and
 - (b) To accept as the maximum number of vote which in aggregate the proxy appointed by the Member is able to act on or part the aggregate number of Shares which is entitled against the name of that Member in the Register of Member and for the latest Record of Depositors made available to the Company whether that number is greater or smaller than the number specified in any instrument of proxy executed by or on behalf of that Member.

DIRECTORS

- 87 Subject to the Listing Requirements, the number of the Directors all of whom shall be natural persons and at least eighteen (18) years of age shall not be less than two (2) nor unless otherwise determined by the Company from time to time in General Meeting by Ordinary Resolution be more than nine (9). Number of Directors
- 88 (1) At the First Annual General Meeting of the Company, all the Directors shall retire from office, and at the Annual General Meeting in every subsequent year one-third (1/3) of the Directors for the time being, or, if their number is not three (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. A retiring Director shall retain office until the close of the meeting at which he retires. Notwithstanding any provisions to the contrary contained in this Constitution, an election of the Directors of the Company shall take place every year and all the Directors of the Company shall retire from office once at least in every three (3) years but shall be eligible for re-election. Retirement by Rotation
- (2) The Directors to retire in every year shall be those longest in office since their last election, but as between persons who become Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election. Retirement of Directors longest in office.

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| (3) | The Company at the meeting at which a Director retires in the manner aforesaid shall fill up the vacated office by electing a person thereto and in default the retiring Director shall be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill up such vacated office. | Vacated office due to retirement |
| 89 | No person not being a retiring Director shall be eligible for election to the office of Director at any General Meeting unless some Member intending to propose him has, at least eleven (11) clear days before the meeting, left at the Office of the Company, a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such Member to propose him, PROVIDED THAT in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary, and notice of each and every candidature for election to the Board of Directors shall be served on the registered Holders of Shares at least seven (7) days prior to the meeting at which the election is to take place. The cost of serving the notice to propose the election of a Director where the nomination is made by any Member or Members, shall be borne by the Member or Members making the nomination. | Notice of candidate as a Director |
| 90 | The shareholding qualification for Directors may be fixed by the Company from time to time in General Meetings by Ordinary Resolution and unless and until so fixed, a Director need not be a Member and shall not be required to hold any share qualification in the Company. | Share qualification of Directors |
| 91 | The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with this Constitution. Any Director except for Managing 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. | Directors' power to fill casual vacancies or appoint additional Directors |
| 92 | (1) Fee payable to Non-Executive Directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover and which shall not exceed the amount approved by shareholders in General Meeting; | Fees payable to Non-Executive Directors |
| | (2) Remuneration and other emoluments (including bonus, benefits or any other elements) payable to Executive Directors who hold an executive office in the Company pursuant to a contract of service need not be determined by the Company in General Meeting but such salaries and emoluments may not include a commission on or percentage of turnover. Nothing herein shall prejudice the powers of the Directors to appoint any of their Members to be the | Remuneration of Executive Directors |

employee or agent of the Company at such remuneration and upon such terms as they think fit **PROVIDED THAT** such remuneration shall not include commission on or percentage of turnover;

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| (3) | Fees of Directors and benefits payable to Directors shall be subject to annual approval at a General Meeting; | Shareholders' Approval for Directors' Fees and Benefits |
| (4) | Any fee paid to an alternate director shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter; and | Fee payable to alternate director |
| (5) | Fees and benefits payable to Non-Executive Directors of the Company, (including those who are also Directors of the subsidiaries) includes fees, meeting allowances, travelling allowances and benefits. | Fees and benefits to Non-Executive Directors |
| (6) | The Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held any or other salaried office or place of profit with the Company and or any of its subsidiaries or to his widow or dependents and may make contributions to any fund and pay retirement premium for the purchase of any such gratuity, pension or allowance. | Payment of gratuity, pensions, allowance on Director's retirement |
| 93 | The Directors shall be paid for all travelling, hotel and other expenses properly and necessarily expended by them in attending meetings of the Directors or Committees of the Directors or General Meetings or which he may otherwise incur in or about the business of the Company. | Travelling and other expenses |
| 94 | Any Director who serves on any committee or who devotes special attention to the business of the Company or goes or resides abroad for such purpose, or who otherwise performs extra services which in the opinion of the Board of Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of a fixed sum or otherwise (excluding a commission on or percentage of turnover) as the Board of Directors may determine. Such remuneration may be either in addition to or in substitution for his share of fee from time to time provided for the Directors. | Remuneration for extra services |
| 95 | Subject to Section 208 of the Act, the office of a Director shall be vacated in any of the following events, namely:- | Events office of Director is vacated |
| (1) | If he resigns his office by giving a written notice to the Company at its Office. | |
| (2) | If he has retired in accordance with the Act or this Constitution but is not re-elected; | |

- (3) if he is removed from office as Directors by an Ordinary Resolution of the Company in a General Meeting of which Special Notice has been given;
 - (4) If he dies;
 - (5) If he has a receiving order made against him or compounds with his creditors during his term of office; or has been convicted of an offence under Sections 213, 217, 218, 228 and 539 of the Act;
 - (6) If he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder during his term of office;
 - (7) If he is absent from more than fifty per centum (50%) of the total Board of Directors' meetings held during the financial year unless an exemption or waiver is obtained from the Exchange;
 - (8) If (except on account of illness to be certified by a doctor) he be absent from meetings of the Directors for six (6) months without leave.
 - (9) If he ceases to be or is disqualified from being a Director by virtue of Sections 198 and 199 of the Act.
- 96 The Company may in General Meetings by Ordinary Resolution of which Special Notice is given 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 for so long as the Director in whose place he is appointed would as if he had not been removed. Notwithstanding anything in this Constitution or in any agreement between the Company and such Director, such removal shall be without prejudice to any claims such Director may have for damages for breach of any contract of service between him and the Company. Power to remove Directors
- 97 Subject always to the Act and requirements of the Exchange, a Director may hold any other office place of profit under the Company (other than the office of Auditor), and may act and receive remuneration in a professional capacity from the Company in conjunction with his office of Director, and may be appointed thereto upon such terms as to remuneration, tenure of office or otherwise as may be arranged, and no Director or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any such other office or place of profit, or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested be liable to be avoided Director's right to hold other office under the Company and contract with the Company

nor shall any Director so contracting or being so interested, be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office, or of the fiduciary relation thereby established. Every Director shall observe the provisions of Section 221 of the Act relating to the disclosure of the interests of the Directors in contracts or proposed contracts with the Company or of any office or property held by a Director which might create duties or interests in conflict with his duties or interest as a Director.

- 98 The Directors may exercise the voting power conferred by the shares in any corporation held or owned by the Company in such manner and in all respects as the Directors think fit in the interests of the Company (including the exercise thereof in favour of any resolution appointing the Directors or any of them to be Directors of such corporation or voting or providing for the payment of remuneration to the Directors of such corporation) and any such Director of the Company may vote in favour of the exercise of such voting powers in the manner aforesaid notwithstanding that he may be or he is about to be appointed a Director of such other corporation. Directors may exercise voting power conferred by Company’s shares in another corporation

POWERS AND DUTIES OF DIRECTORS

- 99 The business and affairs of the Company shall be conducted and managed by the Directors who may pay all expenses incurred in promoting and registering the Company, and the Directors may and shall be entitled to exercise all such powers of the Company which are not, by the Act or this Constitution, required to be exercised by the Company in General Meeting, subject, nevertheless to any of this Constitution, to the provisions of the Act and such Clauses, being not inconsistent with the aforesaid Clauses or provisions, as may be made by the Company in General Meeting but no new Clauses or alteration made to existing Clauses shall invalidate any prior act of the Directors which would have been valid if that new Clause or alteration had not been made. General power of Director to manage Company's business
- 100 The Directors may from time to time and at any time by power of attorney under the Seal appoint any company, firm or person or any body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions, (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney or attorneys as the Directors may think fit, and may also authorise any such attorney or attorneys to sub-delegate all or any of the powers, authorities and discretion vested in him Power to appoint Attorney
- 101 All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for moneys Signatures of cheque and bills

paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be in such manner as the Directors shall from time to time by resolution determine.

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| 102 | The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the minimum number fixed by or pursuant to this Constitution of the Company, the continuing Directors may, except in any 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. | Members of Directors reduced below minimum number |
| 103 | Subject to the Act, the Company's document shall be executed, as the case may be, in such manner by such person as the Directors shall from time to time determine. | Execution of Documents |
| 104 | Every Director shall give notice to the Company of such events and matters affecting or relating to himself as may be necessary or expedient to enable the Company and its officers to comply with the requirements of the Act. | Directors to give notice |
| 105 | A Director shall at all times act honestly and use reasonable diligence in the discharge of the duties of his office and shall not make use of any information acquired by virtue of his position to gain directly or indirectly an improper advantage for himself or for any other or to cause detriment to the Company. | Directors to act honestly |
| 106 | Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, PROVIDED THAT nothing herein contained shall authorise a Director or his firm to act as Auditors of the Company and provided further that such professional services shall be provided at normal commercial terms. | Director may act in his professional capacity |
| 107 | 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, 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 resolution and agreements and other particulars connected with the above. | Director to comply with the Act |

BORROWING POWERS

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| 108 | (1) The Directors may exercise all the powers of the Company to borrow and to mortgage or charge its undertaking, property and uncalled capital as they think necessary, or any part thereof for the purposes of the Company or its subsidiaries, and to issue debentures and other Securities whether | Directors' borrowing powers |
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outright or as security for any debt, liability or obligation of the Company, or its subsidiaries or associate company or any related third party subject to the law including but not limited to the provisions of the Act and the Listing Requirements as they may think fit. But the Directors shall not borrow any money or mortgage or charge any of the Company or subsidiaries' undertaking property, or any uncalled capital, or to issue debentures and other Securities whether outright or as security for any debt, liability or obligation of an unrelated third party.

(2) The Directors shall cause a proper Register to be kept in accordance with Section 362 of the Act of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of Section 352 of the Act in regard to the registration of mortgages and charges therein specified and otherwise.

Register of Charges

(3) If the Directors or any of them, or any other person, shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.

Indemnity to Directors

109 Debentures, debenture stock or other Securities may be made assigned free from any equities between the Company and the person to whom the same may be issued.

Debentures may be assignable

110 Any debentures, debenture stock, bonds or other Securities may be issued at a discount, premium or otherwise (with the sanction of the Company in General Meeting) and with any special privileges as to redemption, surrender, drawings, allotment of Shares, attending and voting at General Meetings of the Company, appointment of Directors and otherwise.

Conditions of issue

MANAGING AND/OR EXECUTIVE DIRECTORS

111 The Directors may from time to time appoint any one or more of their body to any executive office or person performing the functions of a Managing Director, by whatever name called including the office of Managing Director or Executive Director and if the appointment is for a fixed term, that term shall not exceed three (3) years, and upon such conditions as they think fit, and may vest in such Managing Director or Executive Director the powers hereby vested in the Directors generally as they may think fit, but subject thereto such Managing Director or Executive Director shall be subject to the control of the Board.

Managing Director

- 112 The remuneration of a Managing Director or Executive Director pursuant to this Constitution shall be fixed by the Directors and may be by way of salary or commission or participation in profits or otherwise or by any or all of these mode but shall not include a commission on or a percentage of turnover.

Remuneration of Managing Director
- 113 A Managing Director or Executive Director shall, while he continues to hold that office, be subject to retirement by rotation, and he shall be reckoned as a Director for the purpose of determining the rotation or retirement of Directors or in fixing the number of Directors to retire, but he shall, subject to provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he ceases to hold the office of Director for any cause shall ipso facto and immediately cease to be a Managing Director.

Special position of Managing Director
- 114 The Directors may entrust to and confer upon a Managing Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw alter or vary all or any of those powers.

Powers and Duties of Managing Director

PROCEEDINGS OF DIRECTORS

- 115 The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. A meeting of the Directors may be held anywhere in the world. Questions arising at any meeting shall be determined by a simple majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

Meetings, determination of questions arising at meetings
- 116 A Director may at any time, and the Secretary on the requisition of a Director shall, summon a meeting of the Directors **PROVIDED THAT** such meeting shall not be held earlier than seven (7) days from the date of the notice calling such meeting unless such requirement is waived by them. Unless otherwise determined by the Directors from time to time, notice for a Directors’ meeting shall be given and circulated to all the Directors and their alternates by facsimile, electronic means or other communication modes/equipment. Except in the case of an emergency, reasonable notice of every Directors’ meeting shall be given in writing. The majority of the Board may waive the notice of any meeting and such waiver may be retroactive.

Notice of Meeting
- 117 (1) The quorum necessary for the transaction of the business of the Directors shall from time to time be fixed by the Directors, and unless so fixed at any other number shall be two (2).

(2) A meeting of the Directors for the time being, at which a quorum is present, shall be competent to exercise all powers and discretion for the time being exercisable by the Directors.

Quorum

- 118 Directors may participate in a meeting of Directors by means of conference telephone, conference videophone or any similar or other communications by electronic means. A person in communication by electronic means with the Chairman and with all other parties to a meeting of the Directors or of a committee of Directors shall be regarded for all purposes as personally attending such a meeting and shall be counted in a quorum and be entitled to vote but only for so long he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by electronic means.
- 119 A meeting at which one or more of the Directors attends by electronic means is deemed to be held at such place as the Directors shall at the said meeting resolve. In the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the place, if any, where a majority of the Directors attending the meeting are physically present, or in default of such a majority, the place at which the Chairman of the meeting is physically present.
- 120 Subject to the Act, all business transacted in the manner provided above by electronic means shall for the purpose of this Constitution be deemed to be validly and effectively transacted at a meeting of the Board **PROVIDED THAT** at least one (1) of the Directors present at the meeting was at such place as resolved or deemed (as the case may be) pursuant to Clause 119 for the duration of the meeting. All information and documents must be made equally available to all participants prior to or at / during the meeting.
- 121 The remaining Directors may continue to act notwithstanding any vacancy in their body, but if and so long as their number is reduced to below the minimum number fixed by or pursuant to this Constitution as the necessary quorum of Directors, the remaining Directors or Director except in an emergency may act only for the purpose of increasing the number of Directors to that minimum number or of summoning a General Meeting of the Company but for no other purpose.
- 122 The Directors may elect and remove a Chairman of their meetings and may determine the periods for which such officer shall respectively hold office. If no Chairman is elected, or is present within fifteen (15) minutes after the time appointed for holding a meeting the Directors present may choose one of their number to be Chairman of the Meeting.
- 123 The Directors shall not have any power to appoint any person from time to time as their proxies to represent them at Directors’ meetings, save and except for their duly appointed alternate director.
- 124 Subject to this Constitution any question arising at any meeting of Directors shall be decided by a majority of votes and a determination

Number of Directors below minimum

Chairman

No Proxies to be Appointed by Directors

Chairman’s casting vote

by a majority of Directors shall for all purposes be deemed a determination of the Directors. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote except in a meeting where two (2) Directors (including the Chairman) form the quorum, or where any two (2) Directors (including the Chairman) are competent to vote on the question at issue. A Director present at a meeting of the Directors is presumed to have agreed to, and to have voted in favour of, a resolution of the Directors unless he expressly dissents from or votes to object against the resolution at the meeting.

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| 125 | Every Director shall comply with the provisions of Sections 219 and 221 of the Act in connection with the disclosure of his shareholding and interests in the Company and his interest in any contract or proposed contract with the Company and in connection with the disclosure, every Director shall state the fact and the nature, character and extend of any office or possession of any property whereby whether directly or indirectly duties or interests might be created in conflict with his duty or interest as a Director of the Company. | Disclosure of
Directors |
| 126 | A Director shall not participate in any discussion or vote in regard to any contract or proposed contract or arrangement in which he has directly or indirectly a personal interest (and if he shall do so his vote shall not be counted). | Restriction on voting |
| 127 | A Director may contract with and be interested in any contract or proposed contract with the Company and shall not be liable to account for any profit made by him by reason of any such contract PROVIDED ALWAYS THAT the nature of the interest of the Director in any such contract had been declared at a meeting of the Directors as required by Section 221 of the Act. | Declaration of
Interest in Contracts |
| 128 | A Director may vote in respect of:-

(a) any arrangement for giving the Director himself or any other Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; or

(b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself or any other Director has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security. | Power to vote |
| 129 | The Directors may delegate any of their powers to committees consisting of such number of Members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any directives and regulations that may be imposed on them by the Directors. | Delegation of
powers |

DIRECTORS’ CIRCULAR RESOLUTIONS

130 A resolution in writing signed approved or assented by letter, electronic mail or facsimile by a majority of the Directors for the time being entitled to receive notice of meeting of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted; **PROVIDED THAT** where a Director is not so present but has an alternate director who is present, then such resolution may also be signed by such alternate director. All such resolutions shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company’s Minutes Book. Any such resolution may consist of several documents in like form (proposed and circulated by facsimile, telex or telegram or electronic mail or other communication modes/equipment) each signed by one (1) or more Directors or their alternate directors. A document (including a resolution of the Directors) sent to the Company by any Director by facsimile, telex or telegram or electronic mail or other communication modes/equipment shall be accepted as a document signed by a Director if such document contains the signature of the Director transmitting facsimile, telex or telegram or electronic mail or other communication modes/equipment and if the Director also delivers the original copy of the document to the Office within fourteen (14) days of the facsimile, telex or telegram or electronic mail or other communication modes/equipment or alternatively is able to prove that such delivery has been made within the aforesaid period of fourteen (14) days.

Directors’ Circular Resolutions

ALTERNATE DIRECTORS

131 (1) Each Director may with the approval of a majority of the other Directors, appoint any person to act as his alternate director and at his discretion by way of a notice to the Company, remove such alternate director from office, **PROVIDED THAT:**

- (a) Such person is not a Director of the Company;
- (b) Such person does not act as an alternate for more than one Director of the Company;
- (c) The appointment of the alternate is approved by a majority of the other Directors.

(2) An alternate director shall (except as regards the power to appoint an alternate director and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors, and shall be entitled to receive notices of all meetings of the Directors and to attend, speak, participate and vote at any such meeting at which his appointor is not present.

Alternate Director

- (3) A Director may at any time by writing revoke the appointment of any alternate appointed by him, and appoint another person approved as aforesaid. An alternate director shall ipso facto vacate office if the Director appointing him vacates office as Directors or removes the alternate director from office. Any appointment or removal of an alternate director may be made and communicated by his appointor to the Office by electronic transmission or in any other manner approved by Directors. Any electronic transmission shall be confirmed as soon as possible by letter, but may be acted upon by the Company meanwhile.
- (4) A Director shall not be liable for the acts and defaults of any alternate director appointed by him. Every person acting as an alternate director shall be deemed to be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be an agent of or for the Director appointing him.
- (5) An alternate director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Directors attended by him at which he is entitled to vote.

COMMITTEES

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| 132 | The Directors may establish any committees for managing any of the affairs of the Company, either in Malaysia or elsewhere, and may lay down, vary or annul such rules and regulations as they may think fit for the conduct of the business thereof, and may appoint any persons to be Members of any such committee, and may fix their remuneration, and may delegate to any such committee any of these powers, authorities and discretion vested in the Directors, with power to sub-delegate, and may authorise the Members of any such committee to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no persons dealing in good faith without notice of any such annulment or variation shall be affected thereby. | Committees |
| 133 | The meetings and proceedings of any such committee consisting of two or more Members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by a regulation made by the Directors. | Meeting and proceeding |

- 134 Notwithstanding any provisions to the contrary contained in this Constitution, any Member of a committee may participate at a committee meeting by way of telephone and video conferencing or by means of other communication equipment whereby all persons participating in the meeting are able to hear each other, in which event such Members shall be deemed to be physically present at the meeting whether for the purposes of this Constitution or otherwise. A Member participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting. Any meeting held in such manner shall be deemed to be held in such place as shall be agreed upon by the Members attending the meeting **PROVIDED THAT** at least one (1) of the Members present at the meeting was at such place for the duration of that meeting. Meeting Via Electronic Means and Deemed Venue of Meeting of Committee

- 135 A committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting, the Chairman is not present within fifteen (15) minutes after the time appointed for holding of the meeting, the Members present may choose one of their Members to be the Chairman at the meeting. Chairman of the Committee

VALIDATION OF ACTS OF DIRECTORS

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

SECRETARY

- 137 The Secretary or Secretaries shall, in accordance with the Act, be appointed by the Directors for such term, at such remuneration and upon such conditions as the Directors may think fit, and any Secretary so appointed may be removed by them, but without prejudice to any claim he may have for damages for breach of any contract of service against the Company. The appointment and duties of the Secretary or Secretaries shall not conflict with the provisions of the Act and in particular Sections 235 and 236 thereof. A person is prohibited to act in dual capacity as both a Director and a Secretary in a situation that requires or authorises anything to be done by a Director and the Secretary. Appointment of Secretary

- 138 The Secretary may resign from his office by giving notice to the Board in accordance with the Act, and the resignation shall take effect on the expiry of thirty (30) days from the date of the said notice. The Secretary may also resign notwithstanding that the Company shall Resignation of Secretary

have at least one Secretary if none of the Directors of the Company can be communicated with at the last known residential address by notifying the Registrar of that and of his intention to resign from his office, and upon the expiry of thirty (30) days from the date of notice to the Registrar, the Secretary shall cease to be the Secretary of the Company.

THE SEAL

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| 139 | The Directors shall provide for the safe custody of the Seal which shall only be used on the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf and every instrument to which the Seal shall be affixed shall be signed by at least one Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose, provided nevertheless that all of the signature to certificates for Shares or debenture stock or representing any of the other form of security (other than letters of allotment or script certificates) to which the Seal is required to be affixed may be mechanically applied in pursuance of such method or system to be approved by the Auditors for the time being of the Company as may be adopted by resolution of the Directors. | The Seal |
| 140 | The Company may exercise the powers conferred by Section 62 of the Act with regard to having a Seal for use abroad and such powers shall be vested in the Directors. | Seal for use abroad |
| 141 | The Company may have a duplicate Seal as referred to in Section 63 of the Act which shall be a facsimile of the Seal with the addition on its face the words "Securities". | Share Seal |

AUTHENTICATION OF DOCUMENTS

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| 142 | Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the Constitution of the Company and any resolution passed by the Company or the Directors and any books, records, documents, and accounts relating to the business of the Company and to certify copies or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are kept elsewhere than at the Office, the local manager and other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid. | Power to authenticate documents |
| 143 | A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of Directors which is certified as such in accordance with the provisions of the last preceding Clause shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a | Certified copy of resolutions of Directors |

true and accurate record of a duly constituted meeting of the Directors.

DESTRUCTION OF DOCUMENTS

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

DIVIDENDS AND RESERVES

- 145 The Directors may, with the sanction of an Ordinary Resolution of the Company in General Meeting from time to time declare and pay dividends, but such dividend:-
- Declaration and payment of dividends
- (a) Shall be authorised by the Directors,
 - (b) Shall not exceed the amount recommended by the Directors, and
 - (c) Shall be payable only out of the profits of the Company available if the Company is solvent immediately after the distribution is made.

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| 146 | The Directors may if they think fit, and if in their opinion the position of the Company justified such payment, from time to time declare and pay an interim dividend and may declare and pay the fixed preferential dividends on any express class of Shares carrying a fixed preferential dividend expressed to be payable on a fixed date on the half-yearly or other dates (if any) prescribed for the payment thereof by the terms of issue of such Shares. A declaration by the Directors as to the amount of the profits or other moneys at any time available for dividends shall be conclusive. | Interim dividends and preferential dividends |
| 147 | The Directors may, before recommending any dividend set aside out of the profits of the Company such sums as they think proper as reserve fund or reserves fund which shall at the discretion of the Directors be applicable for meeting contingencies. For the gradual liquidation of any debt or liability of the Company, or for repairing or maintaining any works connected with the business of the Company for the time being on such terms and in such manner as the Company or shall with the sanction of the Company in General Meeting be, as to the whole or in part, applicable for equalising dividends or for distribution by way of bonus among the Members in General Meeting shall from time to time determine and pending such application the Directors may employ the sums from time to time so set apart as aforesaid in the business of the Company or invest the same in such Securities (other than the Shares of the Company) as they may select. The Directors may also from time to time carry forward such sums as may be deemed expedient in the interest of the Company. | Directors' discretion to set aside profits as reserves |
| 148 | Notice of any dividend that may have been declared shall be given in the manner provided in this Constitution to such Members as are entitled under this Constitution to receive notice from the Company. | Notice of dividend |
| 149 | The Directors may deduct from all dividend, bonus or other moneys payable in respect of any Shares held by a Member all such sums of money (if any) as may be due and payable by him to the Company on account of calls interest and expenses chargeable thereon. | Debts may be deducted |
| 150 | The Directors may retain the dividends payable on Shares in respect of which any person is under the provisions as to the transmission of Shares contained in this Constitution entitled to become a Member or which any person under those provisions is entitled to transfer until such person shall become a Member in respect of such shares or shall duly transfer the same. | Retention of dividends on Shares pending transmission |
| 151 | Subject to the Unclaimed Moneys Act 1965 all dividends unclaimed for one year, after having been declared, may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed. | Unclaimed dividends |
| 152 | The Company may upon the recommendation of the Directors, by Ordinary Resolution direct payment of a dividend either in whole or part by the distribution of specific assets and in particular of paid-up | Payment of dividend in specie |

shares, debentures or debenture stock of any other company or in any one or more of such way, and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution. The Directors may settle the same as they think expedient and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors.

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| 153 | A transfer of Shares shall not pass or transfer the right to any dividend declared on such Shares before the registration of the transfer PROVIDED THAT any dividend declared on a Deposited Security shall accrue to the Depositors whose names appear on the Record of Depositors issued to the Company or its Registrar of Company pursuant to the Rules. | Right to dividend declared |
| 154 | Any dividend, interest or other moneys payable in cash in respect of Shares or other Securities may be paid by cheque sent through the post to the last known registered address of the Member or person entitled thereto or by direct transfer or such other mode of electronic means (subject to the provision of the Act, the Central Depositories Act, the Rules, the Listing Requirements and/or regulatory authorities) to the bank account of the Holders whose names appear in the Register or Record of Depositors respectively. Every such cheque or warrant or payment by direct transfer shall be made payable to the order to the person to whom it is sent or to such person as the Holder or person or persons entitled to the Share in consequence of the death or bankruptcy of the Holder may direct and payment of the cheque or by such electronic means in respect of Shares or other Securities represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant shall be sent at the risk of the person entitled to the money thereby represented. | Payment by cheque via electronic means, etc. |
| 155 | No dividend or other moneys payable on or in respect of a Share shall bear interest against the Company. | No interests on dividends |
| 156 | Subject to the approval being obtained from the Members of the Company and the Listing Requirements, the Company may issue Shares pursuant to a Dividend Reinvestment Scheme to all its Members who are entitled to dividend in accordance with the provisions of the Act and any Rules, regulations and guidelines there under or issued by the Exchange and any other relevant authorities in respect thereof. | Dividend Reinvestment Scheme |

CAPITALISATION OF PROFITS AND RESERVES

- 157 The Company in General Meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of 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 the 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 those 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 the Members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution. Subject to the Act, amount standing to the credit of the capital redemption reserve may, for the purposes of this Clause, be applied in paying up of unissued Shares to be issued to Members as fully paid bonus Shares or any other Members as set out in the Act.
- Capitalisation of profits
- 158 Whenever such a resolution as provided aforesaid shall have been passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares, debentures or Securities, (if any), and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of Shares, debentures or Securities becoming distributable in fractions and also to authorise any person to enter on behalf of all Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further Shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing Shares, and any agreement made under such authority shall be effective and binding on all such Members.
- Implementation of resolution to capitalised reserves

ACCOUNTS

- 159 The Directors shall cause to be kept the accounting and other records to effectively explain the transactions and financial position of the Company and enable true and fair profit and loss accounts and balance sheets and any documents required to be attached to be prepared and cause the accounting and other records to be kept in a manner as to enable the accounting and other records to be conveniently and properly audited.
- Accounts to be kept

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| 160 | The accounting and other records shall be kept at the Office, or at such other place as the Directors think fit. No Member (other than a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by the Act. | Inspection of Accounts |
| 161 | The Directors shall not be bound to publish any list or particulars of the Securities, or investments held by the Company or to give any information with reference to the same to any Member except as conferred by the Act. | Particulars of Securities or investment |
| 162 | The Directors shall from time to time in accordance with Section 248 of the Act cause to be prepared and laid before the Company in General Meeting such financial statements and reports as are referred to in the Act. The interval between the close of a financial year of the Company and the issue of annual audited financial statements, the Directors' and Auditors' reports relating to it shall not exceed four (4) months. A copy of each such documents in printed form or in CD-ROM form or in such other form of electronic media, shall not more than six (6) months after the close of the financial year and shall not less than twenty-one (21) days before the date of the meeting or any other timeframe as may be prescribed by the Exchange from time to time be sent to every Member of, and to every Holder of debentures of the Company under the provisions of the Act or of these present. The requisite number of copies of each of such documents as may be required by the Exchange and/or other stock exchange(s), if any, upon which the Company's Shares may be listed shall at the same time be likewise sent to the Exchange and/or such other stock exchange(s); any Member to whom a copy of these documents has been sent shall be entitled to receive a copy free of charge on application at the Office. In the event that the annual report is sent in CD-ROM form or such other electronic media and a Member requires a printed form of such documents, the Company shall sent such documents to the Member within four (4) Market Days from the date of receipt of the Member's request or such other timeframe as prescribed by the Exchange from time to time. | To whom copies of profit and loss accounts etc. may be sent |

MINUTES AND REGISTERS

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| 163 | The Directors shall cause minutes to be duly entered in books to be provided for the purpose:-

(a) Of all appointments of officers made by the Directors;

(b) Of the names of the Directors present at each meeting of Directors of any committee of Directors and of the Company in General Meetings; and

(c) Of all resolutions and proceedings at all General Meetings of the Company and of any class of Members, of the Directors and of committees of Directors. | Minutes |
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- 164 Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and shall be accepted as prima facie evidence without further proof of the facts stated therein.
- 165 The books containing the minutes of proceedings of any General Meeting shall be kept by the Company at the Office or at another place which a notice has been given to the Registrar of Company, and shall be open to the inspection of any Member without charge. Minutes kept at Registered Office
- 166 The Directors shall duly comply with the provisions of the Act and in particular the provisions in regard to registration of charges created by or affecting property of the Company, in regard to keeping a Register of Directors and Secretaries, a Register of Members, a Register of Charges, a Register of Directors' Shareholdings, Register of Debenture Holders and Register of Option Holders and in regard to the production and furnishing of copies of such Registers. Keeping of Registers, etc.
- 167 Any Register, index, minute book, book of accounts or other book required by this Constitution or by the Act to be kept by or on behalf of the Company may be kept either by making entries in bound books or by recording them in any other manner. In any case in which bound books are not used, the Directors shall take adequate precautions for guarding against falsification and for facilitating discovery. Form of registers etc.

LANGUAGE

- 168 Where any accounts or minutes books or any other records required to be kept by the Act are not kept in Bahasa Malaysia or the English language, the Directors shall cause a true translation of such account, minute books or other records to be made in either Bahasa Malaysia or English, from time to time at intervals not more than seven (7) days and shall cause such translation to be kept with the original accounts, minute books and other records for so long as the original accounts, minute books and other records are required by the Act to be kept. Language

AUDITORS

- 169 Auditors shall be appointed for each financial year of the Company by Ordinary Resolution at the Annual General Meeting of the Company subject to Section 271 of the Act and their duties shall be regulated by the Act. Appointment of Auditors
- 170 Subject to the provisions of the Act all acts done by any person acting as an Auditors shall as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment. Validity of acts of Auditors in-spite of some defect
- 171 The Auditors shall be entitled to attend any General Meeting and to receive all notices of and other communications relating to any Auditors' right to receive notices and

- General Meeting to which any Member is entitled and to be heard at any General Meeting on any part of the business of the Meeting which concerns them as Auditors. In addition, the Auditor shall attend every Annual General Meeting where the financial statements of the Company are to be laid 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.
- attend at General Meetings
- 172 The Auditors' Report to the Members made pursuant to the statutory provisions as to audit shall be open to inspection by any Member who shall be entitled to be furnished with a copy of the financial statements (including every documents required by law to be annexed thereto) and the Auditors' Report in accordance with the Act.
- Auditors' Report
- NOTICES**
- 173 A notice may be given by the Company to any Member either personally or sent by post to him at his registered address as appearing in the Record of Depositors. Where a notice is sent by post, service of the notice shall be deemed to be affected by properly addressing, preparing and posting a letter containing the notice, and to have been affected in the case of a notice of a meeting on the day after the date of its posting, and in any other case as at the time which the letter would be delivered in the ordinary course of post.
- Proof of service of notice to Members
- 174 Any Member described in the Record of Depositors by an address not within Malaysia at which notices may be served upon them shall be entitled to have notices served upon them at such address by air mail.
- Notices to Members Overseas
- 175 A person entitled to a Share in consequence of the death or bankruptcy of a Member, upon supplying to the Central Depository such evidence as the Rules may reasonably require to show his title to the Share and upon supplying also an address within Malaysia for the service of notices, shall be entitled to be served upon him at such address any notice or document to which the Member but for his death or bankruptcy would be entitled, and such service shall for all purposes be deemed sufficient service of such notice or document on all persons interested in the Share. Save as aforesaid, any notice or document delivered or sent by post to or left at the registered address of any Member in pursuance of this Constitution shall, notwithstanding that such Member be then deceased or bankrupt, and whether or not the Company has notice of his death or bankruptcy, be deemed to have been duly served in respect of any Share registered in the name of such Member as Holder.
- Notice valid though Member deceased or bankrupt
- 176 Every person who by operation of law, transfer, transmission or other means whatsoever shall become entitled to any Share, shall be bound by every notice issued in respect of such Share, including notices issued to such person or persons whose names were, prior to his
- Persons bound by notice

name, entered in the Record of Depositors as the registered Holder of such Share.

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| 177 | (1) | Notice of every General Meeting shall be given in any manner hereinbefore specified to:- | Who may receive notice |
| | (a) | Every Member with a registered address in Malaysia or an address for service of notices in Malaysia; | |
| | (b) | Every person entitled to a Share in consequence of the death or bankruptcy of a Member who but for his death or bankruptcy, would be entitled to receive notice of the meeting; | |
| | (c) | Every Director with a registered address in Malaysia or an address for services of notices in Malaysia; | |
| | (d) | The Auditors; and | |
| | (e) | The Exchange and every stock exchange, if any, on which the Shares of the Company is listed. | |
| | (2) | Except as aforesaid no other person shall be entitled to receive notices of General Meeting. | |
| | (3) | Whenever any notice is required to be given under the provisions of the laws in Malaysia or of this Constitution, waiver or the shortening of the period of such notice, may be effectively given by complying with Section 316(4) of the Act. | |

WINDING UP

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| 178 | If the Company shall be wound up (whether the liquidation is voluntary or by the court) the liquidator may, with the authority of a Special Resolution, divide among the Members in specie or kind the whole or any part of the assets of the Company and whether such assets shall consist of property of one kind or shall consist of properties of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of Members as the liquidator with the like authority shall think fit, but so that no contributory shall be compelled to accept any Shares of which there is a liability. | Distribution of assets in specie on winding-up |
| 179 | Without prejudice to the rights of Holders of Shares issued upon special terms and conditions the following provisions shall apply:- | |
| | (a) | If the Company shall be wound up and the assets available for distribution among the Members as such shall be insufficient |

to repay the whole of the paid-up capital such assets shall be distributed 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; and

- (b) If in the winding-up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed among the Members in proportion to the capital paid up, at the commencement of the winding-up on the Shares held by them respectively.

180	On the voluntary liquidation of the Company, no commission or fee shall be paid to the liquidator unless it shall have been approved by Members. The amount of such payment shall be notified to all Members at least seven (7) days prior to the meeting at which it is to be considered.	Voluntary liquidation
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DISPOSAL OF SHARES OF MEMBERS WHOSE WHEREABOUTS UNKNOWN

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

INDEMNITY

183	Subject to the Act, every Director, Managing Director, agent, Auditor, Secretary and other officer for the time being of the Company (as defined in the Act) shall be indemnified out of the assets of the Company against any liability incurred or sustained by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust or absent the execution of his duties	Indemnity
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of his office or otherwise in relation thereto, and the Company may effect insurance for such persons against such liability.

SECRECY

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

RECONSTRUCTION

- 185 On the sale of the undertaking of the Company, the Directors or the liquidators on a winding up may, if authorised by a Special Resolution, accept fully paid or partly paid-up shares, debentures or securities of any other company, either then existing or to be formed for the purchase in whole or in part of the property of the Company, and the Directors (if the profits of the Company permit), or the liquidators (on a winding up), may distribute such shares or 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. Reconstruction

ALTERATION OF CONSTITUTION

- 186 Subject to the Act and to the provisions of the Listing Requirements (if any), the Company may by Special Resolution delete, alter or add to this Constitution. Alteration of Constitution

COMPLIANCE WITH STATUTES, REGULATIONS AND RULES

- 187 The Company shall comply with the provisions of the relevant governing statutes, regulations and rules a may be amended, modified or varied from time to time, or any other directive or requirement imposed by the Exchange, the Central Depository and other appropriate authorities, to the extent required by law, notwithstanding any provision in this Constitution to the contrary. Compliance with Statues, Regulations and Rules

EFFECT OF LISTING REQUIREMENTS

- 188 (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 to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
- (4) If the Listing Requirements require this Constitution to contain a provision and it does not contain such a provision, this Constitution is deemed to contain that provision.
- (5) If the Listing Requirements require this Constitution not to contain a provision and it contains such a provision, this Constitution is deemed not to contain that provision.
- (6) If any provision of this Constitution is or becomes inconsistent with the Listing Requirements, this Constitution is deemed not to contain that provision to the extent of the inconsistency.
- (7) For the purpose of this Constitution, unless the context otherwise requires "Listing Requirements" means Bursa Malaysia Securities Berhad Main Market Listing Requirements including any amendments to the Listing Requirements that may be made from time to time.