

**THIS 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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**MALAYSIAN BULK CARRIERS BERHAD**

(Company No: 175953-W)  
(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS**

**IN RELATION TO**

**PART A**

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

**PART B**

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

The resolutions pertaining to the above proposals will be tabled at the 30<sup>th</sup> Annual General Meeting ("AGM") of the Company to be held at the Ballroom 1, Level 1, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Friday, 3 May 2019 at 10:00 a.m. Notice of the 30<sup>th</sup> AGM dated 4 April 2019 together with the Form of Proxy are set out in the Company's 2018 Annual Report despatched together with this Circular.

The completed Form of Proxy shall be lodged at the registered office of the Company not later than 24 hours before the time fixed for holding the meeting. The last date and time for lodging the Form of Proxy is Thursday, 2 May 2019 at 10:00 a.m.

This Circular is dated 4 April 2019

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## DEFINITIONS

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Unless otherwise stated, the following definitions shall apply throughout this Circular:

“Act”	:	Companies Act 2016, as amended, supplemented or modified from time to time
“AGM”	:	Annual General Meeting
“Agrifert”	:	Agrifert Malaysia Sdn. Bhd. (53410-A), a company incorporated in Malaysia
“Agrifert Group”	:	Agrifert, its subsidiaries and associate companies, collectively
“Board”	:	The board of directors of MBC
“Bursa Malaysia”	:	Bursa Malaysia Securities Berhad (635998-W)
“Company” or “MBC”	:	Malaysian Bulk Carriers Berhad (175953-W), a company incorporated in Malaysia
“Director(s)”	:	Shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within preceding 6 months of the date on which terms of the transaction were agreed upon, a Director of the Company or any other company which is its subsidiary or holding company, or a chief executive officer of the Company, its subsidiary or holding company
“KBSB”	:	Kuok Brothers Sdn Berhad (1765-T), a company incorporated in Malaysia
“KSL”	:	Kuok (Singapore) Limited (194800006K), a company incorporated in the Republic of Singapore
“KSL Group”	:	KSL, its subsidiaries and associate companies, collectively
“Listing Requirements”	:	The Main Market Listing Requirements of Bursa Malaysia
“Major Shareholder”	:	A person who has an interest or interests in one or more voting shares in the company and the number or aggregate number of those shares, is: (a) 10% or more of the total number of voting shares in the company; or (b) 5% or more of the total number of voting shares in the company where such person is the largest shareholder of the company; and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company as defined above or any other company which is its subsidiary or holding company.
		For the purpose of this definition, “interest in shares” has the meaning given in Section 8 of the Act
“MBC Group” or “the Group”	:	MBC and its subsidiaries, collectively

“PCL”	:	Pacific Carriers Limited (197300034E), a company incorporated in the Republic of Singapore
“PCL Group”	:	PCL, its subsidiaries and associate companies, collectively
“person connected”	:	in relation to any person (referred to as “said Person”) means such person who falls under any one of the following categories: <ul style="list-style-type: none"> <li>(a) a family member of the said Person (“family” shall include spouse; parent; child including adopted child and stepchild; brother; sister; spouse of child, brother or sister);</li> <li>(b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person, or a family member of the said Person, is the sole beneficiary;</li> <li>(c) a partner of the said Person;</li> <li>(d) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person;</li> <li>(e) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with those directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act;</li> <li>(f) a body corporate in which the said Person, or persons connected with the said Person are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or</li> <li>(g) a body corporate which is a related corporation of the said Person</li> </ul>
“PCS”	:	PPB Corporate Services Sdn Bhd (140436-M), a company incorporated in Malaysia
“POSH”	:	PACC Offshore Services Holdings Ltd (200603185Z), a company incorporated in the Republic of Singapore.
“POSH Group”	:	POSH, its subsidiaries and associate companies, collectively
“PPB”	:	PPB Group Berhad (8167-W), a company incorporated in Malaysia

“PSM”	:	Pacific Ship-Managers Sdn Bhd (126180-P), a company incorporated in Malaysia
“PPSB”	:	PSM Perkapalan Sdn Bhd (500440-X), a company incorporated in Malaysia
“Proposed Shareholders’ Mandate”	:	Proposed renewal of shareholders’ mandate for the Recurrent Transactions, the details of which are set out in Section 2.0 of this Circular.
“Proposed Adoption”	:	Proposed Adoption of New Constitution of the Company
“Recurrent Transactions”	:	Recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations and are in the ordinary course of business, the details of which are set out in Section 2.0 of this Circular; entered into by all or any of MBC Group with the related parties, which are the subject of the Proposed Shareholders’ Mandate
“Related Party(ies)”	:	A Director, Major Shareholder or person connected with such Director or Major Shareholder
“shares”	:	Ordinary shares of MBC
“WIL”	:	Wilmar International Limited (199904785Z), a company incorporated in the Republic of Singapore
“Wilmar Group”	:	WIL, its subsidiaries and associate companies, collectively

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**PART A**

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT  
RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

**MALAYSIAN BULK CARRIERS BERHAD**

(Company No: 175953-W)

(Incorporated in Malaysia)

**Registered Office:**

Level 17 & 18, PJ Tower  
No. 18, Jalan Persiaran Barat  
Off Jalan Timur  
46050 Petaling Jaya  
Selangor Darul Ehsan

4 April 2019

**Board of Directors:**

Dato' Capt. Ahmad Sufian @ Qurnain bin Abdul Rashid (*Independent Non-Executive Chairman*)

Hor Weng Yew (*Chief Executive Officer*)

Thai Kum Foon (*Executive Director*)

Wu Long Peng (*Non-Independent Non-Executive Director*)

Lim Soon Huat (*Non-Independent Non-Executive Director*)

Tay Beng Chai (*Independent Non-Executive Director*)

Dato' Mohd Zafer bin Mohd Hashim (*Independent Non-Executive Director*)

To: The Shareholders of Malaysian Bulk Carriers Berhad

Dear Sir/Madam

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

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**1. INTRODUCTION**

At the 29<sup>th</sup> AGM of the Company held on 11 May 2018, the Board obtained a mandate from the shareholders for MBC Group to enter into recurrent related party transactions, which are necessary for the day-to-day operations of MBC Group. The existing shareholders' mandate is subject to annual renewal and unless approval for its renewal is obtained from the shareholders at the forthcoming AGM, it shall lapse at the conclusion of the said AGM, which is scheduled to be held on Friday, 3 May 2019.

On 25 February 2019, the Company announced that it wishes to seek a renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature ("Proposed Shareholders' Mandate").

The purpose of this Circular is to provide you with the details of the Proposed Shareholders' Mandate and to seek your approval for the ordinary resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming 30<sup>th</sup> AGM of the Company.

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**YOU ARE ADVISED TO READ THE CONTENTS OF PART A OF THIS CIRCULAR TOGETHER WITH THE APPENDICES CAREFULLY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED SHAREHOLDERS' MANDATE.**

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## **2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE**

### **2.1 Part E, Paragraph 10.09, Chapter 10 of the Listing Requirements**

Pursuant to Paragraph 10.09 of the Listing Requirements, a listed issuer may seek shareholders' mandate in respect of related party transactions involving recurrent transactions of a revenue or trading nature which are necessary for its day-to-day operations subject to the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report on the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than RM1 million or any one of the percentage ratios of such transactions is equal to or exceeds 1%, whichever is the higher;
- (c) the interested directors, interested major shareholders or interested persons connected with a director or major shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder, must not vote on the resolution to approve the transactions. An interested director or interested major shareholder must also ensure that persons connected with him abstain from voting on the resolution to approve the transactions; and
- (d) the Company immediately announces to Bursa Malaysia when the actual value of a Recurrent Related Party Transaction entered into by the Company, exceeds the estimated value of the Recurrent Related Party Transaction disclosed in the Circular by 10% or more including any information as may be prescribed by Bursa Malaysia in its announcement.

The shareholders' mandate, if approved by the shareholders at the forthcoming 30th AGM shall take effect from the date of the passing of the ordinary resolution at the forthcoming 30th AGM and shall continue to be in force until:

- (a) the conclusion of the next AGM of the Company following the Company's forthcoming AGM, at which time it will lapse, unless further renewed by a resolution passed at that meeting; or
- (b) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in general meeting;

whichever is the earlier.



## 2.2 Classes of Related Parties

MBC's principal activities are investment holding, ship owning and ship operating. The principal activities of MBC Group are ownership and operation of vessels, ship management and investment holding.

The classes of related parties to which the Proposed Shareholders' Mandate will apply are as follows:

<b>Related Parties</b>	<b>Relationship with MBC Group</b>
Agrifert	Agrifert is 100% indirect subsidiary of KSL.
KSL	KSL is deemed interested in MBC through its 100% direct interest in PCL.
PCL	PCL is a major shareholder of MBC with direct interest of 34.46%.
PCS	PCS is a wholly-owned subsidiary of PPB. PPB is deemed interested in MBC through its direct interest in MBC of 14%.
PPB	PPB is a major shareholder of MBC with direct interest of 14%.
POSH	POSH is a subsidiary of KSL. KSL is deemed interested in MBC through PCL's direct interest in MBC of 34.46%.
WIL	PPB holds 18.56% in WIL. PPB is deemed interested in MBC through its direct interest in MBC of 14%.

### 2.3 Proposed Renewal of Recurrent Transactions

The nature and aggregate value of the Recurrent Transactions which will be covered by the Proposed Shareholders' Mandate shall be as follows:

	Nature of Transaction	Estimated Value as disclosed in preceding year's circular dated 19/4/2018 RM'000	Actual Value transacted since last AGM to 28/02/2019 (being the last practicable date) RM'000	Estimate value of transaction <sup>(1)</sup> from AGM to next AGM <sup>(2)</sup> RM'000	Transacting Parties		Interested Parties
					MBC Group /Company	Related Party	
1	Provision of commercial and post-fixture services (services rendered pertaining to vessel employment, cargoes and port operations) by MBC Group to PCL Group.	5,000	2,788	5,000	PSM <sup>(4)</sup>	PCL Group	PCL, KSL, Wu Long Peng, Hor Weng Yew, Thai Kum Foon
2	Various Commercial Agreements whereby PCL Group provide commercial and post-fixture services (services rendered pertaining to vessel employment, cargoes and port operations) to MBC Group.	12,000	5,150	12,000	MBC Group <sup>(3)</sup>	PCL Group	PCL, KSL, Wu Long Peng, Hor Weng Yew, Thai Kum Foon
3	Brokerage commission <sup>(5)</sup> payable to PCL Group on acquisition or disposal of vessels.	5,100	0	5,100	MBC Group <sup>(3)</sup>	PCL Group	PCL, KSL, Wu Long Peng, Hor Weng Yew, Thai Kum Foon
4	Various Crew Supply Agency Agreements whereby certain PCL Group companies act as Crewing Agents for MBC Group vessels to recruit and provide crew for employment on the vessels and ancillary services.	900	224	900	MBC Group <sup>(3)</sup>	PCL Group	PCL, KSL, Wu Long Peng, Hor Weng Yew, Thai Kum Foon

Nature of Transaction	Estimated Value as disclosed in preceding year's circular dated 19/4/2018 RM'000	Actual Value transacted since last AGM to 28/02/2019 (being the last practicable date) RM'000	Estimate value of transaction <sup>(1)</sup> from AGM to next AGM <sup>(2)</sup> RM'000	Transacting Parties		Interested Parties
				MBC Group /Company	Related Party	
5 Various Charterparty Contracts whereby certain PCL Group companies charter vessels from MBC Group.	132,000	42,049	132,000	MBC Group <sup>(3)</sup>	PCL Group	PCL, KSL, Wu Long Peng, Hor Weng Yew, Thai Kum Foon
6 Various Charterparty Contracts whereby certain MBC Group companies charter vessels from PCL Group.	49,700	0	49,700	MBC Group <sup>(3)</sup>	PCL Group	PCL, KSL, Wu Long Peng, Hor Weng Yew, Thai Kum Foon
7 Provision of Share Registrar services by PCS to MBC.	100	10	100	MBC	PCS	PPB, KSB, Lim Soon Huat
8 Lease of office space at Level 17 &18, PJ Tower, No. 18, Jalan Persiaran Barat, Off Jalan Timur, 46050 Petaling Jaya, Selangor Darul Ehsan to Agrifert Group companies. <sup>(6)</sup>	800	450	800	MBC	Agrifert Group	KSL, Wu Long Peng, Thai Kum Foon
9 Port Agency services provided by certain KSL Group companies to MBC Group vessels.	300	16	300	MBC Group <sup>(3)</sup>	KSL Group	KSL, Wu Long Peng, Thai Kum Foon

	Nature of Transaction	Estimated Value as disclosed in preceding year's circular dated 19/4/2018 RM'000	Actual Value transacted since last AGM to 28/02/2019 (being the last practicable date) RM'000	Estimate value of transaction <sup>(1)</sup> from AGM to next AGM <sup>(2)</sup> RM'000	Transacting Parties		Interested Parties
					MBC Group /Company	Related Party	
10	Provision of corporate secretarial services by MBC Group to certain companies in KSL Group.	100	27	100	MBC Group	KSL Group	KSL, Wu Long Peng, Thai Kum Foon
11	Drydocking, ship repair and maintenance services provided by certain KSL Group companies to MBC Group vessels.	13,000	3,798	17,000	MBC Group <sup>(3)</sup>	KSL Group	KSL, Wu Long Peng, Thai Kum Foon
12	Provision of fleet management services by PPSB to certain companies of POSH Group.	3,000	74	3,000	PPSB <sup>(6)</sup>	POSH Group	KSL, Wu Long Peng, Thai Kum Foon
13	Provision of fleet management services by POSH Group to PPSB	2,900	0	2,900	PPSB <sup>(6)</sup>	POSH Group	KSL, Wu Long Peng, Thai Kum Foon
14	Provision of management services relating to vessels including technical management, crew procurement services, insurance management services, insurance services, accounting and corporate services by certain KSL Group companies	5,100	2,478	7,000	MBC Group <sup>(3)</sup>	KSL Group	KSL, PCL, Wu Long Peng, Hor Weng Yew, Thai Kum Foon

Nature of Transaction	Estimated Value as disclosed in preceding year's circular dated 19/4/2018 RM'000	Actual Value transacted since last AGM to 28/02/2019 (being the last practicable date) RM'000	Estimate value of transaction <sup>(1)</sup> from AGM to next AGM <sup>(2)</sup> RM'000	Transacting Parties		Interested Parties
				MBC Group /Company	Related Party	
15 Lease of office space at Level 17 & 18, PJ Tower, No. 18, Jalan Persiaran Barat, Off Jalan Timur, 46050 Petaling Jaya, Selangor Darul Ehsan to KSL Group. <sup>(6)</sup>	800	213	800	MBC	KSL Group	KSL, Wu Long Peng, Thai Kum Foon
16 Provision of support services whereby KSL Group and MBC Group agreed to share certain shared services <sup>(7)</sup> with the total costs incurred to be apportioned in accordance with the amount of services rendered or received by the respective group Total costs comprises: (i) costs incurred for services rendered by KSL Group to MBC Group and (ii) costs incurred for services rendered by MBC Group to KSL Group.	11,300	3,312	11,300	MBC Group	KSL Group	KSL, Wu Long Peng, Thai Kum Foon

Nature of Transaction	Estimated Value as disclosed in preceding year's circular dated 19/4/2018 RM'000	Actual Value transacted since last AGM to 28/02/2019 (being the last practicable date) RM'000	Estimate value of transaction <sup>(1)</sup> from AGM to next AGM <sup>(2)</sup> RM'000	Transacting Parties		Interested Parties
				MBC Group/ Company	Related Party	
17 Various Supervision/ Consultancy Agreements whereby certain KSL Group companies provide supervision or consultancy services in connection with or howsoever relating to the construction and taking delivery of newbuildings pursuant to shipbuilding contracts entered between MBC Group of companies and shipbuilders.	1,700	0	1,700	MBC Group	KSL Group	KSL, Wu Long Peng, Thai Kum Foon
TOTAL	239,800	59,819	245,700	-	-	-

Notes:

- (1) The estimated value was arrived at based on, amongst others, the actual transaction value during the previous financial year, information available at the point of estimation and the current state of the market and freight rates. The estimated value is further based on the assumptions that current level of operations will continue and all external conditions will remain constant. Due to the nature of such transactions, the actual value of the transactions may vary from the estimated value disclosed above.
- (2) The next AGM will be held tentatively in May/June 2020.
- (3) Refers to MBC and/or its subsidiaries which currently own vessel(s) or may own vessel(s) in the future.
- (4) PSM is a wholly-owned subsidiary of MBC.
- (5) Brokerage commission is payable at the time of the transaction. The brokerage commission payable is at 1% of the consideration value, which is based on normal commercial terms and in line with applicable industry norms.
- (6) PPSB is a wholly-owned subsidiary of MBC.
- (7) Both MBC Group and KSL Group share services in areas such as accounting, information technology, internal audit, corporate secretarial, legal, treasury work and human resource. The total cost is apportioned in accordance with the provision of such shared services between MBC Group and KSL Group.
- (8) The tenure of the office premises is for a term of 1 to 2 years on renewable basis with monthly rental payments.

## 2.4 Amount due and owing under Recurrent Transactions

As at 31 December 2018, there were no amounts due and owing to MBC Group by its related parties pursuant to the recurrent transactions which exceeded the credit terms granted.

## 2.5 The Procedures for Review of Recurrent Transactions

MBC Group has established various procedures to ensure that the Recurrent Transactions contemplated under the Mandate are undertaken on transaction prices and are conducted on an arm's length basis and on normal commercial terms, which are consistent with MBC Group's normal business practices and policies, and on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders.

In this respect, MBC Group has implemented the following review and disclosure procedures with regards to Recurrent Transactions:

- (a) The employees of MBC Group will be notified of the identities of the related parties and will be required prior to entering into such transactions, to ensure that all the Recurrent Transactions are consistent with MBC Group's normal business practices and policies, and on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders.
- (b) The transaction prices and terms are determined based on the prevailing market rates which are determined by market forces, demand and supply, specifications and other relevant factors. Where practical and feasible, quotations and/or tenders will be obtained from at least two (2) other contemporaneous transactions with unrelated third parties for the same or substantially similar products or services and/or quantities to determine whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities. Where it is impractical or impossible for quotes and/or tenders to be obtained from unrelated third parties, the transaction price will be based on prevailing market rates agreed upon under similar commercial terms for transactions with third parties, business practices and policies and on terms which are generally in line with industry norms to ensure that the transaction is not detrimental to the Group.
- (c) There are no specific thresholds for the approval of Recurrent Transactions within the Group. All transactions will be reviewed monthly by the Company's Finance Department together with the Corporate Secretarial Department to identify the Recurrent Transactions and ensure that they are within the shareholders' mandate obtained.
- (d) The annual internal audit plan will incorporate a review of the Recurrent Transactions entered into pursuant to the Proposed Shareholders' Mandate to ensure that the internal control and procedures in respect of the Recurrent Transactions are adhered to.
- (e) The Audit Committee will review the internal audit report quarterly to ascertain that relevant procedures, guidelines and policies established to monitor the Recurrent Transactions have been complied with.
- (f) The Board and the Audit Committee will have the overall responsibility for the determination of the review procedures, including any addition or variation thereto, where applicable. The Board and the Audit Committee may also appoint individuals or committees within the Company to examine the Recurrent Transactions as they deem appropriate. If a member of the Board or the Audit Committee has an interest in a transaction, he will abstain from any deliberation and decision-making by the Board or the Audit Committee in respect of the said transaction.

- (g) Records will be maintained by the Company's Finance Department to capture all Recurrent Transactions which are entered into pursuant to the Proposed Shareholders' Mandate.
- (h) Disclosure will be made in the annual report of the Company in respect of the breakdown of the aggregate value of the Recurrent Transactions made during the financial year during which a shareholders' mandate is in force, based on the type of the transactions made, the names of the related parties involved in each type of Recurrent Transactions made and their relationship with MBC Group.

### **3. RATIONALE FOR THE PROPOSED SHAREHOLDERS' MANDATE**

The Recurrent Transactions envisaged in the Proposed Shareholders' Mandate are in the ordinary course of business of MBC Group. They are recurring transactions of a revenue or trading nature which are likely to occur with some degree of frequency and arise at any time and from time to time. These transactions may be constrained by their time-sensitive and confidential nature, and it may be impractical to seek shareholders' approval on a case-by-case basis before entering into them.

By obtaining the shareholders' mandate and renewing the same on an annual basis, it will eliminate the need to convene separate general meetings from time to time to seek shareholders' approval as and when potential Recurrent Transactions arise, thereby substantially reducing administrative time, inconvenience and expenses in convening such meetings, without compromising the corporate objectives or adversely affecting business opportunities available to MBC Group.

MBC Group should be able to have access to all available markets, products and services with unrelated and related parties. MBC Group benefits from the Recurrent Transactions through the synergies that are derived from the related parties' global network and expertise. Transacting with the related parties enhances the ability of MBC Group to explore beneficial business opportunities. As such, the Proposed Shareholders' Mandate is of paramount importance for the continued success and viability of MBC Group.

### **4. AUDIT COMMITTEE STATEMENT**

The Audit Committee has seen and reviewed the procedures set out in Section 2.5 above and is of the view that the said procedures are sufficient to ensure that the Recurrent Transactions are not more favourable to the related parties than those generally available to the public, and are not to the detriment of the minority shareholders of MBC.

The Audit Committee is of the view that the Group has put in place adequate procedures and processes to monitor, track and identify Recurrent Transactions in a timely and orderly manner, to ensure that the Recurrent Transactions are, at all times, carried out on terms consistent within the Group's practices and are not to the detriment of the minority shareholders. These procedures and processes are reviewed by the Audit Committee on quarterly basis and whenever the need arises.

### **5. APPROVAL REQUIRED**

The Proposed Shareholders' Mandate is subject to approval being obtained from the shareholders of MBC at the forthcoming AGM.



## 6. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

The interests of major shareholders and Directors of MBC or their connected persons in MBC, and the transacting companies in which they are deemed to be related parties as at 15 March 2019 are summarised as follows:

- (a) Hor Weng Yew is a director of PCL;
- (b) Thai Kum Foon is a director of PCL and KSL; and
- (c) Lim Soon Huat is a director of PPB and KBSB.

Mr Wu Long Peng owns 0.47% in KSL. In addition, Mr Wu own less than 1% respectively in PPB and KBSB. Mr Lim Soon Huat own less than 1% in KBSB.

The above named four (4) Directors shall hereinafter collectively be referred to as ("**Interested Directors**"). Save as disclosed above, none of the other Directors and major shareholders and persons connected to them are deemed to have any interest, whether direct or indirect in the Proposed Shareholders' Mandate. The Interested Directors have abstained and will continue to abstain from all deliberations and voting at board meetings in respect of the Proposed Shareholders' Mandate.

The Directors who are considered not interested in the Proposed Shareholders' Mandate are Dato' Capt. Ahmad Sufian @ Qurnain bin Abdul Rashid, Mr Tay Beng Chai and Dato' Mohd Zafer bin Mohd Hashim ("Non-Interested Directors").

The direct and indirect interest in MBC of the Interested Directors and major shareholders of MBC who are interested or deemed interested in the Recurrent Transactions as at 15 March 2019, are as follows:

Interested Directors/ Major Shareholders	Direct		Indirect	
	No. of Shares Held	%	No. of Shares Held	%
PCL	344,615,000	34.46	-	-
KSL <sup>(1)</sup>	-	-	344,615,000	34.46
PPB	140,000,000	14.00	20,000 <sup>(3)</sup>	-
KBSB <sup>(2)</sup>	-	-	140,020,000	14.00
Wu Long Peng	1,625,000	0.16	-	-
Lim Soon Huat	-	-	-	-
Hor Weng Yew	-	-	-	-
Thai Kum Foon	-	-	-	-

Notes:

1. Deemed interest through its 100% direct interest in PCL.
2. Deemed interest through its 50.18% direct interest in PPB.
3. Deemed interest through its 100% indirect interest in Cathay Screen Cinemas Sdn Bhd.

Pursuant to the Listing Requirements, the major shareholders of the Company (including those with deemed interest) namely, PCL, KSL, PPB and KBSB which are interested in the Recurrent Transactions will abstain from voting in respect of their direct and indirect shareholdings on the ordinary resolution pertaining to the Proposed Shareholders' Mandate at the forthcoming AGM.

The Interested Directors will abstain from voting in respect of his/their direct and/or indirect shareholdings on the ordinary resolution pertaining to the Proposed Shareholders' Mandate at the forthcoming AGM.

The interested major shareholders and the Interested Directors, have undertaken that they will ensure the persons connected with them, if any, will also abstain from voting in respect of their direct and indirect shareholdings, deliberating or approving the ordinary resolution pertaining to the Proposed Shareholders' Mandate at the forthcoming AGM.

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

After careful deliberation, the Non-Interested Directors are of the opinion that the Proposed Shareholders' Mandate is in the best interest of MBC Group and is not detrimental to the minority shareholders.

Accordingly, the Non-Interested Directors recommend that you vote in favour of the ordinary resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

#### **8. ANNUAL GENERAL MEETING**

The notice dated 4 April 2019 convening the 30<sup>th</sup> AGM of the Company to inter alia, consider and if thought fit, to pass the ordinary resolution pursuant to the Proposed Shareholders' Mandate is set out in the 2018 Annual Report of the Company. The 30<sup>th</sup> AGM will be held at Ballroom 1, Level 1, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Friday, 3 May 2019 at 10:00 a.m.

#### **9. FURTHER INFORMATION**

Shareholders are requested to refer to the attached Appendices for further information.

Yours faithfully  
For and on behalf of the Board of Directors of  
**MALAYSIAN BULK CARRIERS BERHAD**

**DATO' MOHD ZAFER BIN MOHD HASHIM**  
Independent Non-Executive Director

**PART B**

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

**MALAYSIAN BULK CARRIERS BERHAD**

(Company No: 175953-W)

(Incorporated in Malaysia)

**Registered Office:**

Level 17 & 18, PJ Tower  
No. 18, Jalan Persiaran Barat  
Off Jalan Timur  
46050 Petaling Jaya  
Selangor Darul Ehsan

4 April 2019

**Board of Directors:**

Dato' Capt. Ahmad Sufian @ Qurnain bin Abdul Rashid (*Independent Non-Executive Chairman*)

Hor Weng Yew (*Chief Executive Officer*)

Thai Kum Foon (*Executive Director*)

Wu Long Peng (*Non-Independent Non-Executive Director*)

Lim Soon Huat (*Non-Independent Non-Executive Director*)

Tay Beng Chai (*Independent Non-Executive Director*)

Dato' Mohd Zafer bin Mohd Hashim (*Independent Non-Executive Director*)

To: The Shareholders of Malaysian Bulk Carriers Berhad

Dear Sir/Madam

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

**1. INTRODUCTION**

On 25 February 2019, the Company announced to Bursa Malaysia Securities Berhad that the Board proposed to seek the shareholders' approval for the adoption of new Constitution of the Company. The purpose of this Circular is to provide you with the details of the Proposed Adoption of New Constitution ("Proposed Adoption") and to seek your approval for the special resolution pertaining to the Proposed Adoption to be tabled at the forthcoming AGM to be held on Friday, 3 May 2019 at 10:00 a.m. at Ballroom 1, Level 1, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur.

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**YOU ARE ADVISED TO READ THE CONTENTS OF PART B OF THIS CIRCULAR TOGETHER WITH THE APPENDICES CAREFULLY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED ADOPTION.**

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

The Board proposes that the Company revokes its existing Memorandum and Articles of Association in its entirety with immediate effect and in place thereof, adopt a new Constitution. A copy of the new Constitution proposed to be adopted is set out in Appendix II of this Circular.

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

The Proposed Adoption is primarily to bring the existing Memorandum and Articles of Association to be in line with the Act and the recent amendments to the Listing Requirements. The Proposed Adoption is also undertaken to render clarity and consistency throughout as well as to enhance administrative efficiency.

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

The Proposed Adoption will not have any effect on the issued share capital, earnings per share, net assets, gearing and shareholdings of substantial shareholders of the Company.

## **5. APPROVAL REQUIRED**

The Proposed Adoption is subject to approval being obtained from the shareholders of MBC at the forthcoming AGM.

## **6. DIRECTORS' AND MAJOR SHAREHOLDERS' INTEREST**

None of the Directors or major shareholders of the Company and/or persons connected to them have any interest, direct or indirect, in the Proposed Adoption.

## **7. DIRECTORS' RECOMMENDATION**

The Board, after having considered all aspects of the Proposed Adoption, is of the opinion that the Proposed Adoption is in the best interest of the Company and its shareholders. Accordingly, the Board recommends that the shareholders of MBC vote in favour of the special resolution pertaining to the Proposed Adoption to be tabled at the forthcoming AGM.

## **8. ANNUAL GENERAL MEETING**

The notice dated 4 April 2019 convening the 30<sup>th</sup> AGM of the Company to inter alia, consider and if thought fit, to pass the special resolution pursuant to the Proposed Adoption is set out in the 2018 Annual Report of the Company. The 30<sup>th</sup> AGM will be held at Ballroom 1, Level 1, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Friday, 3 May 2019 at 10:00 a.m.

## **9. FURTHER INFORMATION**

Shareholders are requested to refer to the attached Appendices for further information.

Yours faithfully  
For and on behalf of the Board of Directors of  
**MALAYSIAN BULK CARRIERS BERHAD**

**DATO' MOHD ZAFER BIN MOHD HASHIM**  
Independent Non-Executive Director

**ADDITIONAL INFORMATION**

**1. DIRECTORS' RESPONSIBILITY STATEMENT**

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

**2. MATERIAL LITIGATION**

Neither MBC nor any of its subsidiaries, as at the date of this Circular, is engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and the Directors of MBC are not aware and do not have any knowledge of any proceedings, pending or threatened, or of any facts likely to give rise to any proceedings which might materially and adversely affect the position or business of MBC Group.

**3. MATERIAL CONTRACTS**

There have been no material contracts (not being contracts entered into in the ordinary course of business) entered into by MBC Group within two (2) years immediately preceding the date of this Circular.

**4. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be available for inspection at the Registered Office of MBC at Level 17 & 18, PJ Tower, No. 18, Jalan Persiaran Barat, Off Jalan Timur, 46050 Petaling Jaya, Selangor Darul Ehsan during normal office hours from Monday to Friday (except for public holidays) from the date of this Circular up to and including the date of the AGM:

- (a) the Constitution of MBC; and
- (b) the audited financial statements of MBC Group for the past two (2) financial years ended 31 December 2017 and 2018.

**THE COMPANIES ACT, 2016  
MALAYSIA**

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**PUBLIC COMPANY LIMITED BY SHARES**

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**CONSTITUTION**

**OF**

**MALAYSIAN BULK CARRIERS BERHAD**  
(Company No. 175953-W)

**Incorporated on 19th day of November 1988**

## THE COMPANIES ACT, 2016

## PUBLIC COMPANY LIMITED BY SHARES

## CONSTITUTION

## OF

## MALAYSIAN BULK CARRIERS BERHAD

- |    |  |                   |
|----|--|-------------------|
| 1. | The name of the Company is MALAYSIAN BULK CARRIERS BERHAD. | Name of Company   |
| 2. | The company is a public company limited by shares.         | Type of Company   |
| 3. | The Office of the Company will be situated in Malaysia.    | Registered Office |
| 4. | The liability of the members is limited.                   | Liability         |

## THIRD SCHEDULE EXCLUDED

- |    |  |                         |
|----|--|-------------------------|
| 5. | The provisions set out in the Third Schedule to the Act shall not apply to the Company except so far as the same are repeated or contained in this Constitution. | Third Schedule excluded |
|----|--|-------------------------|

## INTERPRETATION

- |    |   |                |
|----|---|----------------|
| 6. | In this Constitution the words standing in the first column below shall bear the meaning set opposite to them respectively in the second column below, if not inconsistent with the subject or context. | Interpretation |
|----|---|----------------|

WORDSMEANINGS

Act	means the Companies Act, 2016, as amended from time to time and any re-enactment thereof.
Auditors	means the auditors for the time being of the Company.
Board	means the board of directors for the time being of the Company.
CMSA	means the Capital Markets and Services Act 2007 as amended from time to time and any re-enactment thereof.
Central Depositories Act	means the Securities Industry (Central Depositories) Act, 1991 as amended from time to time and any re-enactment thereof.



## APPENDIX II

Company	means MALAYSIAN BULK CARRIERS BERHAD.
Constitution	means this constitution as originally framed or as altered from time to time.
Deposited Security	shall have the meaning given in Section 2 of the Securities Industry (Central Depositories) Act, 1991.
Depositor	means a holder of a securities account established by the Depository.
Depository	means the Bursa Malaysia Depository Sdn. Bhd.
Directors	means the directors for the time being of the Company.
Exchange	means Bursa Malaysia Securities Berhad.
Exempt Authorised Nominee	means an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.
holder or holders	means, in relation to securities in the Company, any person or persons whose names appear on the Register and any Depositor whose names appear on the Record of Depositors but shall exclude the Depository or its nominee company in whose name the Deposited Securities are registered. "Holding of shares in the Company" and "shareholder of the Company" and any other similar expressions shall have the corresponding meanings.
Listing Requirements	means the Listing Requirements of the Exchange including any amendment to the Listing Requirements that may be made from time to time.
Market Day	means a day on which the stock market of the Exchange is open for trading in securities.
Member	includes a Depositor who shall be treated as if he were a Member pursuant to Section 35 of the Securities Industry (Central Depositories) Act, 1991 but excludes the Depository in its capacity as a bare trustee.
Office	means the registered office for the time being of the Company.
Ordinary Resolution	shall have the meaning assigned to it in the Act.
preference share	means a share which does not entitle the holder thereof to the right to vote at a General Meeting or to any right to participate beyond a specified amount in any distribution whether by way of dividend, or on redemption, in a winding up, or otherwise.

## APPENDIX II

Record of Depositors	means a record provided by the Depository to the Company under Chapter 24.0 of the Rules of the Depository.
Register	means the Register of Members to be kept pursuant to the Act.
Registered Member	means every person whose name is entered in the Register.
Rules of the Depository	shall have the meaning given in Section 2 of the Securities Industry (Central Depositories) Act, 1991.
Seal	means the Common Seal of the Company.
Secretary	means any person or persons appointed to perform the duties of a secretary of the Company and shall include an assistant or deputy secretary.
securities	shall have the meaning given in Section 2 of the CMSA.
securities account	means an account established by the Depository for a Depositor for the recording of deposit of securities and for dealing in such securities by the Depositor.
shares	means shares in the Company.
Special Resolution	shall have the meaning assigned to it in the Act.

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.

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

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

Words importing persons shall include corporations.

Subject as aforesaid words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Act and the Interpretation Acts, 1948 and 1967 as in force at the date at which this Constitution become binding on the Company.

### OBJECTS AND POWERS

7. The objects for which the Company is established are to undertake and carry on all or any trades and businesses including but not limited to the following: Objects
- (1) To undertake and carry on all or any of the trades and businesses of ship owners, shippers, charterers, freight forwarders, shipping agents, transport managers, agents and contractors, ship-brokers, insurance brokers, underwriters, ship managers, tug owners, crew agents, recruitment managers, loading brokers, freight contractors, carriers by land, air and water, transport, haulage and general contractors, barge owners, lightermen, railway and forwarding agents, dock owners, engineers, ice merchants, refrigerator store keepers, ship's store merchants, ship husbands, stevedores, warehousemen, wharfingers, salvors, ship builders, ship repairers, manufacturers of and dealers in rope, tarpaulins, waterproofs, machinery, engines, nautical instruments ship rigging gear, fittings and equipment of description, importers and exporters of and dealers in goods, provisions, live and dead stock, commodities, articles, chattels, merchandise and property of every kind, general traders and merchants, and generally to carry on the said businesses either as principals or agents or on commission or otherwise.
  - (2) To construct, hire, purchase or otherwise acquire and work ships and vessels of any class, and to establish and maintain lines or regular services of ships of other vessels and to enter into contracts for carriage of mail, passengers, goods and livestock by any means, and either by its own vessels or other forms of transportation, or by or over the vessels and modes of transportation of others.
  - (3) To construct, purchase, take on lease or otherwise acquire and work any railway or tramway, wharf, pier, dock, transport terminal, buildings or works capable of being advantageously used in connection with the business of the Company as a shipping company.
  - (4) To carry on business as buyers, sellers, importers, exporters, manufacturers, producers, dealers, buying or selling commission agents and otherwise deal in goods merchandise, commodities, plant and machinery and articles of all description.
  - (5) To acquire and hold for investment shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any company or private undertaking or any syndicate of persons constituted or carrying on business in Malaysia or elsewhere and debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any Government, sovereign ruler, commissions, public body or authority supreme, municipal, local or otherwise and to acquire any such shares, stock, debentures, debenture stock, bonds, obligations or securities by original subscription, tender purchase, transfer, exchange or otherwise and to exercise and generally to enforce and exercise all rights and powers conferred by or incidental to the ownership thereof and in particular to sell, transfer, exchange or otherwise dispose of the same.

- (6) To purchase or otherwise acquire for investment land, factories, houses, buildings, plantations and immovable property of any tenure or any interest therein and any movable property of any description or any interest therein and to create and sell freehold and leasehold ground rents and to make advances upon the security of land or house, or other property of any interest therein and generally to sell, lease or exchange land and house property and any other property whether real or personal and whether for valuable consideration or not.
- (7) To carry on the business of rubber, mineral, metal, produce, land, stock, shares, and general brokers, company promoters, financiers, financial agents, underwriters and dealers in minerals, produce, rubber stocks, shares, loan, annuities and securities of every description, commission agents, insurance agents, managers of or agents for estates and properties, houses and other hereditaments.
- (8) To develop and turn to account any land acquired by or in which the Company is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings and by clearing, planting, paving, draining, farming, cultivating, letting on building lease or building agreement and by advancing money to, and entering into contracts and arrangements of all kinds with builders, tenants and others.
- (9) To carry on the business of financiers and concessionaires and to undertake, carry on and execute all kinds of financial commercial trading and other operations, and to invest or employ all or any of the funds of the Company in such manner and form as may from time to time be determined expedient.
- (10) To amalgamate or enter into partnership or any arrangement for sharing profits or joint-working with, promote, form, establish, register, obtain the re-organisation of, purchase or otherwise acquire, conduct and carry on the business and goodwill or any interest in the same, or any corporation, company, society, partnership, or undertaking whatever, and to acquire or hold, either by way of purchase, security, underwriting or otherwise, any shares, debentures, debenture stock, securities or obligations or any interest in the capital, revenue or profits, of any corporation company, society, undertaking, partnership or person.
- (11) To purchase or otherwise acquire and hold or lease either in its own name or in the name of its nominees or trustees real and personal property and rights of all kinds and in particular, but without restricting the generality of the foregoing, lands of any tenure, buildings, hereditaments, business concerns and undertakings, mortgages, charges, annuities, patents, copyrights, trademarks, trade-names, licences, policies, book debts, concessions, options, contracts and any claims against such property or against any person or company, privileges, and chores in action of all kinds and to carry on any business or undertaking so acquired or held or leased.

## APPENDIX II

- (12) To apply for, purchase, or otherwise acquire, any contracts, decrees and concessions, for or in relation to the construction, execution, carrying out, equipment, improvement, management, administration, or control of public works and conveniences, and to undertake, execute, carry out, dispose of, or otherwise turn to account the same.
- (13) To undertake and execute and contract for works whether involving the supply or use of any machinery or otherwise and to carry out any auxiliary or other works comprised in such contracts.
- (14) To transact every kind of agency business and generally to carry on business as agents, attorneys or representatives of any company, firm or person wheresoever situated, carrying on or engaged in any business or trade whether manufacturing or otherwise which the Company may deem profitable.
- (15) To carry on business as agents, sub-agents or representatives of all kinds of insurance business, whether life, marine, accident, employees' liability, workmen's compensation, disease, sickness, survivorship, failure of issue, burglary and robbery, theft, fidelity or transit insurance, and to carry on all kinds of guarantee and indemnity business.
- (16) To import, export, barter, contract, buy, sell deal in, and to engage in, conduct and carry on the business of importing, exporting, bartering, trading, contracting, buying, selling and dealing in goods, wares, and merchandise of every class and description raw, manufactured or produced in any place throughout the world.
- (17) To establish, maintain, conduct and acquire or dispose of either as principal or agents, trading posts of all kinds and description throughout the world and in connection therewith to do all such acts and things and to acquire and/or dispose of such real and/or personal property as is usual or customary with a general trading post business.
- (18) To carry on all or any of the following business, that is to say ship owners, general carriers by land, sea and air, forwarding agents, warehousemen, bonded carmen and any other business which can be conveniently carried on in connection with any of the above.
- (19) To carry on business of importers of and dealers in plant, machinery, motors, engines, stores, accessories and all other goods, things and articles commonly used or required in the process of assembling, preparing, treating or manufacture of the Company's products and any other business which can be conveniently carried on in connection with the above.
- (20) To carry on business as capitalists, financiers, concessionaires, merchants and advancers, and to undertake and carry on, and execute all kinds of financial, commercial, trading and other operations, and to carry on any other business which may seem to be capable of being conveniently carried on in connection with any of these objects or calculated directly or indirectly to enhance the value of, or facilitate the realization of, or render profitable any of the Company's property and rights.

- (21) To establish and carry on, and to promote the establishment and carrying on, upon any property in which the Company is interested, of any business which may be conveniently carried on, upon or in connection with such property and the establishment of which may seem calculated to enhance the value of the Company's interest in such property, or to facilitate the disposal thereof.
- (22) To acquire by purchase or otherwise for investment or re-sale and to traffic in landed, immovable or real property of all description and tenure, whether freehold, leasehold or howsoever, and any rights and interest therein, and generally to deal in traffic by way of sale, lease, sub-lease, exchange or otherwise with property of all description and kind whether real or personal, movable or immovable.
- (23) To apply for, acquire by purchase, lease, exchange or howsoever any real or immovable property of any tenure and description and whether suitable for building, planting or mining, and to develop such land, building and hereditament and any interest, right over or connected with such property, and to turn the same to account in such mode and manner as may seem expedient so as to enhance the value of or render profitable any such property.
- (24) To apply for, accept and receive, surrender or renounce any title to land, grants for land, certificates of title, leases for land, mukim extracts, licences, concessions, permits and such other instruments, documents, rights, privileges, licences or permission and such renewals and copies thereat as may seem expedient.
- (25) To lease, sublease or sublet all or any of the property of the Company, both real and personal movable and immovable, and to cancel or accept surrender of any leases, subleases and other rights or privileges, and generally to deal in any of the property of the Company as may seem expedient.
- (26) To sell, convey, assign, mortgage, charge, convert, turn to account, exchange, grant easements and other rights of and over or otherwise dispose of, the undertaking of the Company, all or any of its real and personal, movable and immovable property upon such terms and conditions as may seem expedient.
- (27) To invest the moneys of the Company not immediately required in such manner as may from time to time be determined and in particular to invest money on the security of land, buildings, estates, plantations, mines, securities and other property, real and personal, movable and immovable, and generally to subscribe for, lend money on, or otherwise acquire and mortgages, charges bonds, obligations, loans, securities and all other instruments upon such terms and conditions as may seem expedient.
- (28) To carry on the business of manufacturers of and dealers in either wholesale or retail in goods, materials, substances and articles made or manufactured or moulded of wood, metal, textiles, fibres whether natural or artificial, stone or of any plastic or other manufactured or natural substance or material or of any combination thereof.

- (29) To lend money with or without security and generally to such persons and upon such terms and conditions as may seem expedient, and in particular to persons having dealings with the Company or undertaking to build on, or improve any property in which the Company is interested and to tenants, contractors and others.
- (30) To advance, pay, deposit or lend money securities and property to, or with such persons and on such terms and conditions as may seem expedient, to discount, buy, sell bills, notes, warrants, coupons and other negotiable or transferable securities or documents.
- (31) To pay or deposit money, securities and other property of the Company into or with such persons, banks, governments, municipalities, authorities, companies or corporations and on such terms and conditions as may seem expedient.
- (32) To receive money on deposit at interest, or otherwise and to make, draw, accept, indorse, discount, execute and issue, deposit receipts, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable securities or instruments.
- (33) To borrow or raise money or secure the repayment of any sum of money for the purpose of the Company's business, and to pledge, execute bills of sale of, mortgage or charge, the undertaking, and all or any of the uncalled capital for the time being of the Company.
- (34) To issue debentures, debenture stock, bonds, obligations and securities of all kinds, and to frame, constitute and secure the same as may seem expedient, with full power to make the same transferable by delivery or by instrument of transfer or otherwise and either perpetual or terminable, and, either redeemable, or otherwise and to charge or secure the same by trust deed or otherwise, on the undertaking of the Company or upon any specified property and rights, present and future, of the Company or otherwise howsoever.
- (35) To make and give receipts, releases and other discharges for money payable to the Company, and for the claims and demands of the Company.
- (36)
  - (i) To guarantee or become liable for the payment of money, or for the performance of any obligation, and generally to transact all kinds of guarantee business.
  - (ii) To charge any properties of the Company and/or execute guarantees in favour of any banks and financial institutions for loans and other banking facilities given and granted by the said banks and/or financial institutions to third party.
- (37) To purchase the property and goodwill of, or any interest in, any business, and to make and carry into effect, all arrangements with respect to the union of interest or amalgamation, either in whole or in part, with any other company, firm or person having objects in some respects similar to or included in the objects of this Company and to carry on business, the carrying on of which the Company may think directly, or indirectly conducive to the development of any property or any business in which it is interested.

## APPENDIX II

- (38) To enter into partnership or joint-purse arrangement for sharing profits, union of interest, joint-venture or cooperation with or agency for any company, firm or person carrying on or engaged in, or proposing to carry on or engage in any business or transaction within the objects of the Company, or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (39) To enter into any agreement with any government or authority, supreme, municipal, local or otherwise that may seem conducive to the Company's objects or any of them, and to obtain from any such government or authority any rights, privileges, licences, and concessions which the Company may think fit desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges, licences and concessions.
- (40) To acquire by purchase or otherwise, and to obtain protection for, or to patent in any part of the world any invention or discovery made by any official or servant of the Company or others, and any improvement in machinery or apparatus; to exercise and use such protection or patent, and to disclaim, alter or modify the same.
- (41) To grant licences to exercise and use any patent or trade mark belonging to the Company and that for such royalty or consideration as may be agreed on with the licencees.
- (42) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any of the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property and rights.
- (43) To establish and support or aid in the establishment and support of associations, institutions, funds, trust and conveniences calculated to benefit the officers, servants, employees or ex-employees of the Company or the dependants of such persons, to provide for the welfare of such persons, to provide for the welfare of such persons and their dependants or of any person connected with the Company by granting pensions, allowances or other assistance, and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public general or useful object.
- (44) To sell, convey, assign, exchange or dispose of the undertaking of the Company, or any part thereof upon such terms and for such consideration as the Company may think fit, and in particular for shares, bonds, debentures or securities of any other company having objects altogether or in part similar to those of this Company, and to surrender or renounce all or any of the Company's property as may seem expedient.
- (45) To transfer to or otherwise cause to be vested in any company or person all or any of the lands and properties of the Company, to be held in trust for the Company, or on such trust for working, developing or disposing of the same as may be considered expedient.



- (46) To make donations for patriotic or for charitable purposes.
- (47) To transact any lawful business in aid of Malaysia in the prosecution of any war or hostilities in which Malaysia is engaged.
- (48) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except in compliance with the requirements of the Act.
- (49) To procure the Company to be registered, incorporated or otherwise duly constituted in Malaysia and elsewhere, and to obtain any provisional order or ordinance for enabling the Company to carry any of its objects into effect or for affecting any modification or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest.
- (50) To pay the costs, charges and expenses, preliminary and incidental to the formation, establishment and registration of the Company and to remunerate or pay a commission to any person for services rendered or to be rendered in placing or assisting to place any shares, debentures or debenture stock or other securities of the Company, or in, or about the formation of the Company or the conduct of its business.
- (51) To do all or any of the above things in any part of the world and as principals, agents contractors, trustees or otherwise, and either alone or in conjunction with others.
- (52) To do all such other thing as are incidental or conducive to the attainment of the above objects or any of them.

PROVIDED ALWAYS that nothing in this Constitution contained shall empower the Company to carry on the business of Banking or of Life Assurance or to reinsure any risks under any class of assurance business to which any Ordinance relating thereto applies.

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

**BUSINESS**

- |    |   |   |
|----|---|---|
| 8. | The business of the Company shall comprise all the business mentioned or included in Article 7 and all incidental matters and the business shall subject to the provisions of this Constitution be carried out by or under the management of the Directors and according to such regulations as the Directors may from time to time prescribe and any branch or kind of business which the Company is authorized to carry on may be undertaken and may be suffered to be in abeyance whether such branch or kind of business may have been actually commenced or not so long as the Directors shall from time to time deem advisable. | Directors may undertake or discontinue any business |
| 9. | Unless otherwise permitted in the Act and the Listing Requirements, no part of the funds of the Company or of any subsidiary thereof shall be employed by the Directors in the purchase of or lent on the Company's shares.   | Company not to finance its own shares               |

**ISSUE OF SHARES**

- |     |  |   |
|-----|--|---|
| 10. | Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares but subject to the Act, the Listing Requirements, the Rules and this Constitution, shares in the Company may be issued by the Directors and any such shares may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital, or otherwise as the Directors may determine subject to an Ordinary Resolution of the Company.  | Power to issue shares with special rights |
| 11. | Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares but subject to the Act and this Constitution and to the provisions of any resolution of the Company, shares in the Company may be issued by the Directors who may allot or otherwise dispose of such shares to such persons, on such terms and conditions, with such preferred, deferred or other special rights, and subject to such restrictions, whether in regard to dividend, voting, return of capital, or otherwise and at such times as the Directors may determine<br>PROVIDED ALWAYS THAT: | Allotment of shares                       |
|     | (1) the Company shall not issue shares which will have the effect of transferring a controlling interest without the prior approval of shareholders in a General Meeting;  |   |
|     | (2) every issue of shares or options to employees and/or Directors of the Company shall be approved by the Members in a General Meeting and no Director shall participate in such issue of shares or options unless the Members in a General Meeting have approved the specific allotment to be made to such a Director and unless he holds office in an executive capacity;   |   |
|     | (3) the rights attaching to shares of a class other than ordinary shares shall be stated at the time of issue;   |   |
|     | (4) The Company shall have the power to issue preference capital ranking equally with, or in priority to, preference shares already issued.  |   |

**CLASSES OF SHARES**

- |     |   |                               |    |
|-----|---|-------------------------------|----|
| 12. | Subject to the Act, any preference shares may with the sanction of an Ordinary Resolution be issued on the terms that they are, or at the option of the Company are liable, to be redeemed. | Issue<br>preference<br>shares | of |
|-----|---|-------------------------------|----|

**VARIATION OF RIGHTS**

- |     |  |                            |    |
|-----|--|----------------------------|----|
| 13. | If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of shares of that class) may, whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the holders of not less than seventy five per centum (75%) of the total voting rights of the Members of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting the provisions of this Constitution relating to General Meetings shall mutatis mutandis apply, but so that the necessary quorum for such meeting other than an adjourned meeting, shall be two persons holding or representing by proxy at least one-third (1/3) of the number of issued shares of such class, excluding any shares of that class held as treasury shares, and for an adjourned meeting, one person 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<br>class rights  | of |
| 14. | The rights conferred upon the holders of shares of any class shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or in all respects pari passu therewith.   | Ranking of class<br>rights |    |

**ALTERATION OF CAPITAL**

- |     |  |  |  |
|-----|--|--|--|
| 15. | The Company may, subject to the provisions of this Constitution, the Act and the Listing Requirements, from time to time by Ordinary Resolution increase the share capital by the creation and issue of new shares, such new capital to be of such amount to be divided into shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions with regard to dividend, return of capital or otherwise as the Company by the resolution authorized such increase shall prescribe.   | Power in<br>increase in<br>capital                           |  |
| 16. | Except so far as otherwise provided by the condition of issue, any capital raised by the creation of new shares shall be considered as part of the original share capital of the Company. All new shares shall be subject to the provisions herein contained with reference to allotments, the payment of calls and instalments, transmissions, forfeiture, lien or otherwise and shall also be subject to the Rules of the Depository.  | New shares<br>subject to<br>provisions<br>herein             |  |
| 17. | The Company may by Ordinary Resolution from time to time: <ul style="list-style-type: none"> <li>(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 sub-divided share shall be the same as it was in the case of the share from which the sub-divided share is derived; or</li> <li>(b) Sub-divide its shares, or any of the shares, whatever is in the sub-division, the proportion between the amount paid and the amount (if any) unpaid on each sub-divided share shall be the same as it was in the case of the shares from which the sub-divided share is derived.</li> </ul> | Power to<br>consolidate,<br>divide and sub-<br>divide shares |  |

## APPENDIX II

18. The Company may by Special Resolution reduce its share capital in accordance with the Act. Power to reduce share capital
19. Subject always to the compliance with the provisions of the Act and all other applicable laws and the requirements of the Exchange for the time being in force, the Company may, with the ordinary resolution passed by the shareholders in a General Meeting, purchase its own shares upon and subject to such terms and conditions as the Directors may, in their discretion deem fit, provided that the such purchase of its own shares shall not result in the aggregate of the shares purchased exceeding ten per centum (10%) of the total number of issued shares of the Company, for the time being unless prior approval of the Exchange has been obtained. Where the Company has purchased its own shares in the manner as aforesaid, the Directors may, subject to the Listing Requirements and if the applicable laws for the time being in force so allow:
- (a) cancel the shares so purchased;
  - (b) retain the shares so purchased in treasury as treasury shares;
  - (c) retain part of the shares so purchased as treasury shares and cancel the remainder; or
  - (d) deal with the shares so purchased in a manner as may from time to time be prescribed and allowed by law.

Where the shares so purchased or any part thereof is retained as treasury shares, the Directors may at any time subject to the provisions of all applicable laws for the time being in force:

- (a) distribute the treasury shares as dividends to the Members in a manner as may be allowed by law;
- (b) resell the treasury shares on the Exchange in accordance with the Listing Requirements;
- (c) transfer the treasury shares, or any of the treasury shares for the purpose of or under an employees' share scheme;
- (d) transfer the treasury shares, or any of the treasury shares as purchase consideration;
- (e) cancel the treasury shares, or any of the treasury shares; or
- (f) deal with treasury shares in a manner as may from time to time be prescribed and allowed by law.

The rights attached to shares held as treasury shares shall be 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.

## APPENDIX II

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| 20.  | The Company may apply its shares or cash, either directly or indirectly, in paying commissions to persons for the purpose of subscribing or agreeing to subscribe or procuring or agreeing to procure shares in the Company under the circumstances as permitted by the Act provided that the rate of or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and shall not exceed ten per centum (10%) of the price at which the shares in respect whereof the commission is paid are issued or an amount equivalent thereto. For the purpose of this Article, commission includes brokerage and the aforementioned rate shall not apply to brokerage. | Commission                                  |
| 21.  | If any shares of the Company 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, subject to the conditions and restrictions mentioned in the Act, pay interest or returns on the amount of such share capital as is for the time being paid up, and may charge the interest or returns paid to share capital as part of the cost of the construction or provision.  | Power to charge interest to capital         |
| 22.  | Except as required by law, no person shall be recognized by the Company as holding any share upon any trust, the Company shall not be bound by or compelled in any way to recognize any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as otherwise provided by this Constitution or by law) any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder.   | Trust or equitable interest                 |
| 23.  | No person shall exercise any rights of a meeting until his name shall have been entered in the Register or the Record of Depositors and he shall have paid all calls and other moneys for the time being due and payable on any share held by him PROVIDED THAT the Depository or its nominee company in whose name the Deposited Securities are registered shall not be entitled to any such rights unless provided by the Central Depositories Act or the Rules of the Depository or the context of this Constitution.   | Rights of Meeting by Member                 |
| 24.  | If, by the condition of allotment of any share, the whole or part of the amount or issue price thereof shall be payable on fixed dates every such amount shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the holder of the share, or his legal representatives.  | Payment for shares on fixed dates by holder |
| <b>NEW SHARES TO BE OFFERED TO MEMBERS</b> |  |   |
| 25.  | The Company shall duly observe and comply with the provisions of the Act and the Central Depositories Act applicable to any allotment of its shares.   | Compliance with laws                        |

## APPENDIX II

26. Subject to any direction to the contrary that may be given by the Company in a General Meeting, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of General Meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they hold. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares or securities which (by reason of the ratio which the new shares or securities bear to the existing shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution. Issue of new shares to Members
27. (a) Notwithstanding the existence of a resolution pursuant to Sections 75(1) and 76(1) of the Act, the Company shall not issue shares or convertible securities if the total number of those shares or convertible securities when aggregated with the total number of such shares or convertible securities issued during the preceding twelve (12) months exceeds ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company, except where the shares or convertible securities are issued with the prior approval of the shareholders in a General Meeting of the precise terms and conditions of the issue. Issue of shares not exceeding 10% of total issued shares
- (b) In working out the number of shares or convertible securities that may be issued by the Company, if the security is a convertible security, each such security is counted as the maximum number of shares into which it can be converted or exercised.

### **DISPOSAL OF SHARES OF MEMBERS WHOSE WHEREABOUTS ARE UNKNOWN**

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

CERTIFICATES

- |     |  |  |
|-----|--|--|
| 30. | The Company must ensure that all new issues of securities for which listing is sought shall be by way of crediting the securities accounts of the allottees with such securities save and except where it is specifically exempted from compliance with Section 38 of the Securities Industry (Central Depositories) Act, 1991, in which event it shall so similarly be exempted from compliance with this provision. For this purpose, the Company must notify the Depository of the names of the allottees and all such particulars required by the Depository, to enable the Depository to make the appropriate entries in the securities accounts of such allottees.   | Issue of shares  |
| 31. | The certificate of title to share, stock, debenture, debenture stock, notes and other securities may be issued under the seal of the Company with security features and of such size as prescribed by the Exchange and all such certificates signed by or bear the autographic signatures at least of one Director and the Secretary or in lieu of the Secretary by such other person as the Directors may appoint for the purpose. It shall be sufficient evidence that the seal has been duly affixed to any such certificate and signed as aforesaid if a facsimile of the signature of a Director and of the Secretary or of some other person appointed by the Directors for the purpose appears thereon.   | Certificates to be under share seal or Seal of Company |
| 32. | <p>Subject to the Act, the Central Depositories Act and the Rules of the Depository, the Company shall:</p> <p>(a) within fifteen (15) market days of the final applications closing date for an offer for sale to the existing holders of the shares of the Company or the public or such other period as may be prescribed by the Stock Exchange;</p> <p>(b) within eight (8) market days of:</p> <p style="margin-left: 20px;">(i) the final applications date where the Company issues securities to the public; or</p> <p style="margin-left: 20px;">(ii) the final applications closing date for a rights issue; or</p> <p style="margin-left: 20px;">(iii) the date of receipt of a notice of the exercise of an option together with the requisite payment under a share scheme for employees; or</p> <p style="margin-left: 20px;">(iv) the date of receipt of a subscription form together with the requisite payment for the conversion or exercise of the convertible security,</p> <p>or such other period as may be prescribed by the Stock Exchange,</p> <p>allot and/or issue securities, dispatch a notice of allotment to allottees or the employees (for the case of share scheme for employees) or the holder of the convertible security (for the case of conversion) or successful applicants, as the case may be, and make an application for the quotation of such securities.</p> | Allot and/or issue securities                          |

## APPENDIX II

### CALLS ON SHARES

33. The Directors may from time to time make calls upon the Members in respect of moneys unpaid on their shares, and not by the conditions of allotment of shares made payable at fixed date and each Member shall (subject to receiving at least fourteen days' notice specifying the date, time and place of payment), pay to the Company the amount called on his shares. A call may be revoked or postponed as the Directors may determine.
34. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing the call was passed, and such resolution may authorise the call to be paid by instalments.
35. If a sum called in respect of a share is not paid before or on the day appointed for payment of the sum, the person from whom the sum is due shall pay interest or compensation on the sum from the day appointed for payment thereof to the time of actual payment, at such rate, not exceeding eight per centum (8%) per annum, as the Directors may determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part.
36. 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.
37. The Directors may on the issue of shares differentiate between the holders as to the amount of calls to be paid, and times of payment.
38. The Directors may, if they think fit, receive from any Member willing to advance payment all or any part of the moneys uncalled and unpaid upon the shares held by him and such payments in advance of calls shall extinguish, so far as the same shall extend, the liability upon the shares in respect of which it is made, and upon the money so received or so much thereof as from time to time exceeds the amount of the calls then made upon the shares concerned, the Company may pay interest or return at such rate (not exceeding eight (8) per centum per annum), as the Member paying such sum and the Directors agree upon, unless the Company in a General Meeting otherwise directs. Such sums paid on shares in advance of calls shall not, whilst carrying interest, confer on the Member paying such sum a right to participate in profits.

Calls

Notice of call

Time when made

Interest on calls

Sum due on allotment to be treated as calls

Power to differentiate

Payment in advance of calls

### FORFEITURE AND LIEN

39. If a Member fails to pay any call or instalment of a call on the day appointed for the payment thereof, the Directors may at any time thereafter serve a notice on him requiring payment of the amount of the call or instalment as is unpaid, together with any interest or compensation which may have accrued.
40. The notice shall specify a date on or before which the payment is required to be made, and shall state that in the event of non-payment in accordance therewith the shares on which the call was made will be liable to be forfeited.

Notice requiring payment of calls

Notice to state time and place for payment



## APPENDIX II

41. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture. Forfeiture on non-compliance with notice
42. When any share has been forfeited in accordance with this Constitution, notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the shares by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the Register or the Record of Depositors, as appropriate opposite to the share. Notice for forfeiture
43. A share so forfeited may be sold or otherwise disposed of, either to the person who was before such forfeiture the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit. The Directors may, if necessary, authorize the transfer of a forfeited share to any such other person as aforesaid. Sales of shares forfeited or surrendered
44. A Member whose shares have been forfeited shall cease to be a Member in respect of the shares, but shall notwithstanding the forfeiture remain liable to pay to the Company all moneys which at the date of forfeiture were presently payable by him to the Company in respect of the shares with interest thereon at the rate of eight (8) per centum per annum from the date of forfeiture if the Directors think fit to enforce payment of the interest or compensation. Rights and liabilities of Members whose shares have been forfeited or surrendered
45. 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 rights and liabilities incidental to the share as between the shareholder whose share is forfeited and the Company, except only such of those rights and liabilities as are by this Constitution expressly saved, or as are by the Act given or imposed in the case of past Members. Extinction on forfeiture
46. 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 date, as if the same had been payable by virtue of a call duly made and notified. Forfeiture apply to non-payment of any sums
47. The Company shall be entitled to a lien, in priority to any other claim, on shares and dividends from time to time declared in respect of such shares for all unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid, and for such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of the Member or deceased Member. The Directors may resolve that any share shall for some specified period be exempt from the provisions of this Article. Company's lien
48. The Company may sell in such manner as the Directors think fit, any share 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, and until the expiration of fourteen days (14) after a notice in writing, stating and demanding payment of such part of the amount in respect of which the privilege or lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of the death or bankruptcy of the registered holder. Sales of shares subject to lien

## APPENDIX II

49. The net proceeds of sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists, so far as the same is presently payable, and any residue shall be paid to the person entitled to the shares at the date of the sale or to his executors, administrators or assignees or as he or they may direct. For the purposes of giving effect to any such sale the Directors may authorize a person to transfer the shares sold to the purchaser of the shares who shall be registered as the shareholder comprised in any such transfer. Applications of proceeds of such sale
50. A statutory declaration in writing by a Director or Secretary that a share in the Company has been duly forfeited or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts stated therein as against all persons claiming to be entitled to the share, and the person to whom the share is sold shall be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any) nor shall the title of the purchaser to the share be affected by irregularity or invalidity in the proceedings relating to the sale. Title to shares forfeited or sold to satisfy a lien
51. No Member shall be entitled to receive any dividend or to exercise any privileges as a Member until he has paid all calls for the time being due and payable on every share held by him, together with interest and expenses (if any). Not entitled to dividend or to vote until calls paid

### TRANSFER OF SHARES

52. The transfer of any listed security or class of listed security of the Company shall be by way of book entry by the Depository in accordance with the Rules of the Depository and, notwithstanding sections 105, 106 or 110 of the Act, but subject to section 148(2) of the Act and any exemption that may be made from compliance with section 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of such securities. However, such transfer shall not apply to a transfer of securities to the Depository or its nominees company. Transfer by way of book entry
53. There shall be no restriction on the transfer of fully paid securities except where required by law. However, no share shall in any circumstances be transferred to any partnership or unincorporated association or body, infant, bankrupt or person of unsound mind. Restricted transferees
54. Subject to this Constitution, the Act, the Central Depositories Act and the Rules of the Depository (with respect to transfer of Deposited Security), the instrument of transfer shall be executed by or on behalf of the transferor and the transferee and the transferor shall be deemed to remain the holder of the share until the transferee's name is entered in the Register as the holder of that share and/or the Record of Depositors as the case may be, in respect thereof. All transfer of Deposited Securities shall be effected in accordance with the Act, the Central Depositories Act and the Rules of the Depository. Transfer
55. Subject to the provisions of the Act, the Central Depositories Act and the Rules of the Depository, all dealings in respect of Deposited Securities shall only be effected by the beneficial owners of such Deposited Securities or an authorised nominee as defined in the Central Depositories Act, 1991, as the case may be. A Depositor shall not withdraw the securities which have been deposited with a Depository except in such manner as may be specified in the Rules of the Depository. Transfer valid deposited with the Depository

## APPENDIX II

56. The Register of Members may be closed at such time and for such period as the Directors may from time to time determine PROVIDED ALWAYS that it shall not be closed for more than thirty (30) days in aggregate in any calendar year. Any intention to fix a books closing date and the reason therefor shall be announced to the Exchange and such notice shall state the books closing date, which shall be at least ten (10) market days after the date of announcement to the Exchange. In relation to such closure, the Company shall give written notice, in accordance with the Rules of the Depository to issue the appropriate Record of Depositors.
- Closing register of members
57. There shall be paid to the Company in respect of the registration of any probate, letters of administration, certificate of marriage or death, power of attorney or other document relating to or affecting the title of any shares, such fee, not exceeding RM3.00 as the Directors may from time to time require or prescribe.
- Registration fees for documents affecting shares
58. Nothing in this Constitution shall preclude the Directors from recognizing a renunciation of the allotment of any share by the allottee in favour of some other person.
- Renunciation by allottee

### TRANSMISSION OF SHARES

59. Subject to the provisions of the Act, the Listing Requirements, the Central Depositories Act and Rules of the Depository, in case of the death of a Member, the legal personal representatives of the deceased, shall be the only person recognised by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of the deceased holder from any liability in respect of any share which had been held by him.
- Transmission
60. Any person becoming entitled to shares in consequence of the death or bankruptcy of any Registered Member may upon such evidence of title being produced as may from time to time be required by the Directors (but subject to the provisions hereinafter contained) elect either to be registered himself as a Registered Member in respect of such shares or to have some person nominated by him registered as transferee thereof but the Directors shall in either case have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that Registered Member before his death or bankruptcy. Before recognising any executor or administrator, the Directors may require him to take out probate or letters of administration as evidence. Where the share is a Deposited Security, a transfer or withdrawal of the share may be carried out by the person becoming so entitled in accordance with the Rules of the Depository.
- Directors may require proof of persons entitled on transmission
61. If the person so becoming entitled elects to be registered himself as a Registered Member, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects provided that where the share is a Deposited Security and the person becomes entitled elects to have the share transferred to him the aforesaid notice must be served by him on the Depository. If he elects to have another person registered he shall testify his election by executing to that other person a transfer of the share. All the limitations, restrictions and provisions of this Constitution relating to the right to transfer and the registration of the transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice of transfer were a transfer executed by that Member.
- Transmission procedure

## APPENDIX II

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

Transmission of securities from foreign register

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

63. A person entitled to shares by transmission shall be entitled to the same dividends and other advantages and to the same rights in relation to meetings of the Company or to voting or otherwise upon the registration of transmission of shares.

Power to receive dividends and vote upon registration

### HOLDERS OF SHARES

64. A Depositor whose name appears in the Record of Depositors maintained by the Depository pursuant to Section 34 of the Central Depositories Act in respect of the securities of a Company which have been deposited with the Depository shall be deemed to be a Member, debenture holder, interest holder or option holder as the case may be, of the Company and shall, subject to the provisions of the Central Depositories Act and any regulations made thereunder, be entitled to the number of securities stated in the Record of Depositors and all rights, benefits, powers and privileges and be subject to all liabilities, duties and obligations in respect of, or arising from, such securities (whether conferred or imposed by the Act or this Constitution).
65. The Record of Depositors obtained by the Company shall be available for inspection by any Member of the Company (including the Depositor) without any charge and by any other person, on payment of One Ringgit (RM1.00) or such lesser sum as the Company may require, in respect of each inspection.

Liability of holders

### STOCK

66. The Company may by Ordinary Resolution convert any paid-up shares into stock, and reconvert any stock into paid up shares of any number.
67. The holders of stock may transfer the same or any part thereof in the same manner as the transfer of shares from which the stock arose may, before the conversion have been transferred, or be transferred in the closest manner as circumstances allow. The Directors may from time to time fix the minimum amount of stock transferable and may restrict or forbid the transfer of fractions of that minimum.

Power to convert into stock

Transfer of stock

## APPENDIX II

68. The holders of stock shall according to the amount of the stock held by them, have the same rights, privileges and advantages with regard to dividends, voting at meetings of the Company and other matters, as if they held the shares from which the stock arose. Notwithstanding the foregoing provisions, no such part of stock shall confer on the holders any right, privilege or advantage (except for participation in the dividends and profits of the Company and in the assets on winding up) which the shares from which the stock arose would not have conferred.

Rights of stockholders

69. Any reference in this Constitution applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" and "Member" therein shall include "stock" and "holder of stock".

References

### GENERAL MEETINGS

70. An Annual General Meeting shall (subject to any provisions of the Act relating to its first Annual Meeting) be held once in every year, at such time (within a period of not more than fifteen (15) months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Directors.

Annual General Meetings

71. The Directors may whenever they think fit, proceed to convene a General Meeting.

General Meeting

72. In addition to Article 71 above, General Meetings shall be convened on such requisition or, in default may be convened by such requisitionists, as provided by the Act.

Requisition of General Meetings

73. All General Meetings may be convened at more than one venue using any technology or method that enables the Members to participate and to exercise the Members' rights to speak and vote at the meeting. The main venue of the meetings shall be in Malaysia and the Chairman shall be present at that main venue of the meetings.

### NOTICE OF GENERAL MEETINGS

74. An Annual General Meeting and any General Meeting at which it is proposed to pass a Special Resolution shall be called by twenty one (21) days' notice in writing at the least and any other General Meeting by fourteen (14) days' notice in writing at the least (exclusive in either case of the day on which it is served or deemed to be served and of the day for which it is given) given in manner hereinafter mentioned to such persons entitled to receive notices of General Meetings; provided that a General Meeting notwithstanding that it has been called by a shorter notice than that specified above shall be deemed to have been duly called if it is so agreed by the majority in the number of Members entitled to attend and vote at the meeting, being a majority who together hold not less than ninety five per centum (95%) in the number of shares giving a right to attend and vote at the meeting, excluding any shares in the Company held as treasury shares.

Notice

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

## APPENDIX II

75. NOTWITHSTANDING the foregoing, at least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any Special Resolution is proposed or where it is an Annual General Meeting, of every such General Meeting shall also be given by advertisement in at least one nationally circulated Bahasa Malaysia or English daily newspaper and in writing to the Exchange. Advertisement in the press
76. (1) The Company shall request the Depository in accordance with the Rules of the Depository, to issue a Record of Depositors to whom notices of General Meetings shall be given by the Company. Contents of notices
- (2) The Company shall also request the Depository in accordance with the Rules of the Depository, to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than three (3) market days before the General Meeting (hereinafter referred to as "the General Meeting Record of Depositors").
- (3) Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable), a Depositor shall not be regarded as a Member entitled to attend any General Meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.
77. All notices of a General Meeting shall specify the place, date and time of meeting, and the general nature of the business of the meeting and may include the text of any proposed resolution and other information as the Directors deem fit. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business.
78. Subject always to the provisions of Section 323 of the Act: Transaction of business at General Meeting
- (a) no business shall be transacted at a General Meeting except business of which notice has been given in writing convening the meeting; and
- (b) an Annual General Meeting shall transact the following business:
- (i) the laying of audited financial statements, and the reports of the Directors and Auditors;
- (ii) the election of Directors in place of those retiring;
- (iii) the appointment and fixing of the fee of Directors;
- (iv) the appointment and fixing of the remuneration of the Auditors; and
- (v) any resolution or other business of which notice is given in accordance with this Constitution or the Act.
79. In every notice calling a meeting of the Company there shall appear with reasonable prominence in every such notice a statement that a Member entitled to attend and vote is entitled to appoint at least one (1) proxy to attend and vote instead of him. Notice of Members' entitlement to appoint proxies
80. All business shall be deemed special that is transacted at a General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the laying of audited financial statements and the reports of the directors and auditors, the election of directors in place of those retiring, the appointment and fixing of the fees of directors, and the appointment and fixing of the remuneration of the auditors. Special business

## APPENDIX II

81. 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 moved and the Company shall, where practicable, 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, to give its Members notice thereof in any manner allowed by this Constitution not less than fourteen (14) days before the meeting by advertising it in one (1) widely circulated newspaper in Malaysia in the national language and one (1) widely circulated newspaper in Malaysia in the English language, but if after notice of the intention to move such a resolution has been given to the Company, a meeting is called on 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 Article shall be deemed to be properly given.

special notice

### PROCEEDINGS AT GENERAL MEETING

82. No business shall be transacted at any General Meeting or at any adjourned General Meeting unless a quorum is present. Two (2) Members present in person or by proxy shall be a quorum for all purposes.
83. For the purposes of the foregoing Article, a Member present in person shall include a Member present by proxy or by corporate representative or representatives.
84. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week (or if that day is a public holiday, then to the next business day following such public holiday) at the same time and place, or to such other day and at such other time and place as the Directors may determine.
85. The Chairman, if any, of the board of Directors, or in his absence the deputy Chairman, shall preside as Chairman at every General Meeting of the Company, or if there is no such Chairman or deputy Chairman, or if he is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act or shall decline to take the chair or shall retire from the chair, the Directors present shall choose one of the Directors to act as Chairman of such meeting, and if there be no Director chosen who shall be willing to act, the Members present in person or by proxy and entitled to vote shall elect one of their members to be Chairman of the meeting.
86. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting. Save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

Quorum

Proxy or  
representative

Adjournment if  
quorum is not  
present

Chairman of  
General Meeting

Power to adjourn  
General Meeting

## APPENDIX II

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| 87. | Any resolution set out in the notice of any General Meeting, or in any notice of resolution which may be properly moved and is intended to be moved at any General Meeting shall be voted by poll in accordance with the Listing Requirements.   | Voting by poll                           |
| 88. | In the case of an equality of votes, the Chairman of the meeting shall be entitled to a casting vote.  | Chairman's casting vote                  |
| 89. | A poll shall be taken either immediately or at such subsequent time (not being more than thirty (30) days from the date of the meeting) and place as the Chairman may direct. No notice need to be given of a poll not taken immediately.  | Time for taking a poll                   |
| 90. | Subject to the provisions of this Constitution, any Member entitled to be present and vote at a meeting may submit any resolution to any General Meeting provided that at least five (5) market days before the day appointed for the meeting he shall have served upon the Company a notice in writing signed by him containing the proposed resolution and stating his intention to submit the same. | Proposed resolution by Member            |
| 91. | Upon receipt of any such notice as mentioned in the preceding Article, the Secretary shall, in the case where the notice of intention is received before the notice of the meeting is issued, include it in the notice of meeting, and shall in any other case as quickly as possible, give notice to the Members entitled to receive notice of meetings that such resolution will be proposed.        | Notice to Members of proposed resolution |

### VOTES OF MEMBERS

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| 92. | Subject to the Article 76(3) and any rights or restrictions for the time being attached to any class or classes of shares, at meetings of Members or classes of Members each Member entitled to vote may vote in person or by proxy or by attorney or other duly authorised representative, and on a poll every Member present in person or by proxy or by attorney or other duly authorised representative shall have one vote for each share he holds. | Voting by proxy or representative      |
| 93. | No Member shall be entitled to vote at any General Meeting or to exercise any privilege as a Member nor be counted as one of the quorum unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.  | Not entitled to vote unless calls paid |
| 94. | Every Member shall be entitled to be present and to vote at any General Meeting either personally or by proxy and to be reckoned in a quorum in respect of shares fully paid and in respect of partly paid shares where calls are not due for payment.   | Rights to vote                         |
| 95. | No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.   | Objections                             |
| 96. | On a poll votes may be given either personally or by proxy, and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.  | Votes on a poll                        |



## APPENDIX II

97. The instrument appointing a proxy shall be in writing (in the common or usual form) 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 duly authorised. A proxy may but need not be a Member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to attend, participate, speak and vote at the meeting. The Directors may, but shall not be bound to require evidence of the authority of any such attorney or officer. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. Proxy to be in writing
98. A shareholder may appoint not more than two (2) proxies to attend the same meeting. Where a shareholder appoints two (2) proxies, the appointment shall not be valid unless he specifies the proportion of his shareholdings to be represented by each proxy. Appointment of proxies
99. Where a Member is an authorized nominee as defined under the Securities Industry (Central Depositories) Act, 1991, 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. Authorised Nominee
100. 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.
101. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office, or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time 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. Proxy instrument to be deposited
102. Every instrument of proxy whether for a specified Meeting or otherwise shall be in such form as the Directors may from time to time prescribe or approve. Proxy form
103. 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 proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at the Office (or at such other place as may be specified for deposit of instruments appointing proxies) before the commencement of the meeting or adjourned meeting (or in the case of a poll, before the time appointed for the taking of the poll) at which the proxy is used. Validity of vote

**CORPORATIONS ACTING BY REPRESENTATIVES**

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| 104. | Any corporation which is a Member of the Company may by resolution of its Directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members of the Company. If the corporation authorizes only one (1) person, the person so authorized shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if he was an individual Member of the Company. If the corporation authorizes more than one person as its representatives, and more than one of the representatives purport to exercise the power on behalf of the corporation: | Representatives of corporate Member |
|      | (a) if the representatives purport to exercise the power in the same way, the power is treated as exercised in that way; or   |                                     |
|      | (b) if the representatives do not purport to exercise the power in the same way, the power is treated as not exercised  |                                     |

**DIRECTORS**

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| 105. | Unless otherwise determined by the Company in General Meeting the number of Directors shall not be less than two (2) and there shall be no maximum number.   | Board composition         |
| 106. | At least two (2) Directors or one-third (1/3) of the Board, whichever is the higher, shall be independent Directors. If the number of Directors of the Company is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall be used. In the event of any vacancy in the Board, resulting in non-compliance with this Article, the Company must appoint such number of independent director(s) to fill the vacancy within three (3) months.  | Independent Directors     |
| 107. | A Director need not be a Member of the Company.  | No qualification          |
| 108. | The fees of Directors and any benefits payable to Directors shall be subject to annual Members' approval at a General Meeting by an Ordinary Resolution of the Company, and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or failing agreement, equally, except that in the latter event any Director who shall hold office for part only of the period in respect of which such fees are payable shall be entitled only to rank in such division for a proportion of fees related to the period during which he has held office. Such fees shall so far as non-executive Directors are concerned be by way of a fixed sum and not by way of a commission on or percentage of profits or turnover. | Remuneration of Directors |
| 109. | Any fees paid to an alternate Director shall be agreed upon between himself and the Director nominating him and shall be paid out of the fee of the latter.  |                           |
| 110. | No Director shall be allotted shares as part of an issue of shares to employees unless he has been appointed to an executive office with the Company and unless prior to such allotment the Members in General Meeting have approved of the same.  | Allotment to Directors    |

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111. The Board may reimburse to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors, or of any committee of the Directors, or General Meetings, or otherwise in or about the business of the Company. Expenses
112. Any Director, who is appointed to any executive office or who serves on any committee or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise (but not a commission on or percentage of turnover) as the Directors may determine. Extra remuneration
113. (a) The Company may pay pensions or allowances as may be determined by the Directors (either revocable or irrevocable and either subject or not subject to any terms or conditions) to any full time Director (as hereinafter defined) on or at any time after his retirement from his office or employment under the Company or under any associated company or on or after his death to his widow or other dependants. Pensions
- (b) The Directors shall also have power and shall be deemed always to have had power to establish and maintain and to concur with associated companies in establishing and maintaining any schemes or funds for providing pensions, sickness or compassionate allowance, life assurances or other benefits for the staff (including any Director for the time being holding any executive office or any office of profit) or employees of the Company or of any such associated company and for the widows or other dependents of such persons and to make contributions out of the Company's moneys for any such schemes or funds.
- (c) In this Article the expression 'full-time Director' shall mean and include any Director who has for a continuous period of not less than five (5) years been engaged substantially whole-time in the business of the Company or any associated company in any executive office or any office of profit or partly in one or partly in another; and the expression 'associated company' shall include any company which is the holding company of the Company or a subsidiary of the Company or of any such holding company or which in the opinion of the Directors can properly be regarded as being connected with the Company or with any such company as aforesaid.
114. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) and he or any firm of which he is a member may act in a professional capacity for the Company in conjunction with his office of Director, for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. No Director or intending Director shall be disqualified by his office from contracting with the Company, nor shall any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realized by any such contract or arrangement by reason of such Director holding that office, or of the fiduciary relationship thereby established, provided that such disclosure is made as is required by Article 133 of this Constitution. Power of Directors to hold office of profit and to contract with Company

## APPENDIX II

115. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director provided that nothing herein contained shall authorise a Director or his firm to act as Auditor of the Company. Director may act in professional capacity
116. A Director may be or become a Director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as a shareholder or otherwise, and unless otherwise agreed shall not be accountable for any remuneration or otherwise benefits received by him as a Director or officer of, or by virtue of his interest in, such other company. Holding of concurrent Office

### MANAGING DIRECTORS

117. The Directors may, from time to time, appoint one or more of their body to be the Managing Director or Managing Directors or Deputy or Assistant Managing Director or Deputy or Assistant Managing Directors for such period and on such terms as they think fit. A Director so appointed shall while holding that office be subject to retirement by rotation or taken into account in determining the rotation of retirement of Directors, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company, his appointment shall be subject to determination ipso facto if he ceases from any cause to be a Director, or if the Directors resolve that his term of office be determined. The Managing Director or Managing Directors or Deputy or Assistant Managing Director or Deputy or Assistant Managing Directors or a person performing the functions of a Managing Director or Deputy or Assistant Managing Director, by whatever name called, shall be subject to the control of the Board of Directors. Appointment of Managing Directors
118. A Director holding any such office as aforesaid shall receive such remuneration as the Directors may determine but shall not under any circumstances be remunerated by a commission on or a percentage of turnover. Remuneration of Managing Directors
119. The Directors may entrust to and confer upon a Director holding any such office as aforesaid any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter, or vary all or any of such powers. Powers of Managing Directors

### APPOINTMENT AND RETIREMENT OF DIRECTOR

120. The office of Director shall become vacant if the Director: Vacation of office of Director
- (a) ceases to be a Director by virtue of the Act;
  - (b) becomes bankrupt or makes any arrangement or composition with its creditors generally;
  - (c) becomes prohibited from being a Director by reason of any order made under the Act or contravenes Section 198 of the Act;

## APPENDIX II

- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder;
- (e) resign his office by notice in writing to the Company;
- (f) absent himself from more than fifty per centum (50%) of the total Board meetings held during a financial year. Provided that where a Director is appointed after the commencement of a financial year, then only the Board meetings held after his appointment will be taken into account;
- (g) he is removed from his office of Director by a resolution of the Company in General Meeting of which special notice has been given;
- (h) has been convicted by a court of law, whether within Malaysia or elsewhere, in relation to the offences set out in Article 120(c) above or of an offence under the securities laws or the Act,

For the purpose of subparagraph above, "securities laws" means the Securities Industry Act, 1983, the Securities Industry (Central Depositories) Act, 1991, the Securities Commission Act 1993 and the Futures Industry Act 1993.

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| 121. | Subject to Article 117 of this Constitution, 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 one-third (1/3), shall retire from office at the conclusion of the meeting. | Retirement<br>of<br>Directors<br>by<br>rotation |
| 122. | The Directors to retire in every year shall be those who, being subject to retirement by rotation, have been longest in office since their last election or appointment, but as between persons who became or were last re-elected 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.                   | Selection<br>of<br>Directors to retire          |
| 123. | The Company at the meeting at which a Director retires under any provision of this Constitution may by Ordinary Resolution fill up the vacated office by electing a person thereto. In default the retiring Director shall be deemed to have been re-elected unless:   | Filling<br>vacated<br>office                    |
|      | (a) at such meeting the Company expressly resolved not to fill up such vacated office, or a resolution for the re-election of such Director is put to the meeting and lost; or   |   |
|      | (b) such Director has given notice in writing to the Company that he is unwilling to be re-elected.  |   |

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124. No person, not being a retiring Director, shall be eligible for election to the office of Director at any General Meeting unless a Member intending to propose him for election has, at least eleven (11) clear days before the meeting, left at the Office a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such Member to propose him for election, provided that in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary, and notice of each and every candidature for election to the Board 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.
- Election of Director at General Meeting
125. At a General Meeting which more than one Director is to be elected, each candidate shall be the subject of a separate motion and vote unless a motion for the appointment of two (2) or more persons as Directors by a single resolution shall have first been agreed to by the meeting without any vote being given against it.
- Motion for re-election of Directors
126. The Company may from time to time by Ordinary Resolution passed at a General Meeting increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.
- Increase or reduce number of Directors
127. The Company may by Ordinary Resolution of which special notice has been given or by Special Resolution, remove any Director before the expiration of his period of office, notwithstanding any provision of this Constitution or of any agreement between the Company and such Director but without prejudice to any claim he may have for damages for breach of any such agreement. The Company may by either of the forms of resolution aforesaid appoint another person in place of a Director so removed from office and any person so appointed shall be subject to retirement by rotation at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In default of such appointment the vacancy so arising may be filled by the Directors as a casual vacancy.
- Removal of Directors
- Appointment to fill vacancy caused by removal from office
128. 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 additional Director, but so that the total number of Directors shall not at any time exceed any maximum number fixed by or in accordance with this Constitution. Any Director so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for re-election, but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting.
- The Directors' powers to fill casual vacancies or appoint additional Director

**ALTERNATE DIRECTORS**

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| 129. | Any Director may at any time appoint any person approved by a majority of the other members of the Board to be an alternate Director of the Company provided that such person is not a Director of the Company, such person does not act as an alternate for more than one Director of the Company and any fee paid by the Company to the alternate shall be deducted from that Director's remuneration, and may at any time remove any alternate Director so appointed by him. An alternate Director so appointed shall not in respect of such appointment be entitled to receive any remuneration from the Company but shall otherwise be subject to the provisions of this Constitution with regard to Directors. An alternate Director shall (subject to his giving to the Company an address within Malaysia at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors, and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and generally at such meeting to perform all the functions of his appointor as a Director in the absence of such appointor. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases to be a Director for any reason, except retirement by rotation and immediate re-election. All appointments and removal of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the Office. | Provisions<br>appointing<br>removing<br>alternate<br>Directors | for<br>and |
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**PROCEEDINGS OF DIRECTORS**

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| 130. | The Directors may meet together for the despatch of business adjourned and otherwise regulate their meetings as they think fit. A Director may at any time and the Secretary shall on the requisition of a Director summon a meeting of the Directors by giving them not less than seven (7) days' notice thereof unless, such requirement is waived by them. The Directors may also hold a meeting of Directors at two (2) or more venues within or outside Malaysia using any technology that gives the Directors as a whole a reasonable opportunity to participate. The minutes of the proceedings of such meeting is sufficient evidence of the proceedings to which they relate. | Meetings<br>Directors | of |
| 131. | The quorum necessary for the transaction of the business of the Directors shall be two. Where only two Directors are present or only two Directors are present who are not disqualified pursuant to Article 133 the Chairman shall not have a second or casting vote. In the event that no quorum is present after one half of an hour of the time appointed for the said meeting, the meeting shall be adjourned to the same day and time the following week and at the same place where for the purpose of the adjourned meeting, any two (2) Directors shall form a quorum.   | Quorum                |    |
| 132. | Subject to these regulations, questions arising at any meeting of Directors shall be decided by a majority of votes and a determination by the majority of votes 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.   | Decision<br>majority  | by |

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| 133. | Every Director shall comply with Sections 219, 221 and 222 of the Act and any Director who is personally interested directly or indirectly in any contract or arrangement or proposed contract or arrangement with the Company shall declare his interest to the Board of Directors as soon as he becomes aware of such contract or arrangement and such Director shall not participate in deliberations concerning such contract or arrangement nor shall he cast this vote in respect of any matter arising therefrom.  | Restriction on voting            |
| 134. | <p>Unless otherwise prohibited by the Act or the Listing Requirements, a Director may vote in respect of:</p> <p>(i) 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</p> <p>(ii) 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 a deposit of a security.</p>  | Power to vote in some instances  |
| 135. | A Director notwithstanding his interest may, provided that none of the other Directors present disagree, be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company whereat the terms of such appointment as hereinafter mentioned are considered or where any decision is taken upon any contract or arrangement which he is in any way interested provided always that he has complied with Sections 221 and 222 and all other relevant provisions of the Act and this Constitution. | Counting of Directors in quorum  |
| 136. | The continuing Directors may act notwithstanding any vacancies, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with this Constitution the continuing Directors or Director may, except in an emergency, act only for the purpose of increasing the number of directors to such minimum number or to summon general meetings of the Company, but not for any other purpose.   | Proceedings in case of vacancies |
| 137. | The Directors may elect and remove a Chairman and deputy Chairman of the Board of Directors and determine the period for which he is to hold office; but if no such Chairman or deputy Chairman is elected, or if at any meeting the Chairman or deputy Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Directors present may choose one of their members to be the Chairman of such meeting.   | Chairman                         |



## APPENDIX II

138. A resolution in writing signed by a majority of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents substantially the same, each signed by one or more Directors and any of such several documents may consist of a document duly signed by a Director or Directors and sent to the Secretary in hard copy or in electronic form. All such resolutions shall be recorded by the Secretary in the Company's Minute Book. Circular resolution
139. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit, any committee so formed shall in the exercise of the powers so delegated conform to any rules, regulations and conditions that may be imposed on it by the Directors. The Directors may fix the remuneration of the committee members, remove committee members 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
140. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of this Constitution regulating the meetings and proceedings of the Directors so far as the same are applicable and are not superseded by any regulations made by the Directors under the preceding Article. Proceedings at committee meetings
141. 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 the meeting, or is unwilling to act, the members present may choose one of their number to be Chairman of the meeting. Chairman of committees
142. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority vote of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote. Meetings of committees
143. All acts done by any meeting of Directors, or of a committee of Directors, or by any person acting as a Director, shall be valid, notwithstanding any defect that is discovered after his appointment or in his qualification. Validity of acts of Directors

### BORROWING POWERS

144. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party. Power to borrow
145. 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 mortgage

## APPENDIX II

146. If the Directors or any one of them, or any other persons, 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 be given

### POWERS AND DUTIES OF DIRECTORS

147. The business of the Company shall be managed by the Directors who may exercise all such powers of the Company, and do on behalf of the Company all such acts as are within the scope of this Constitution and as are not, by the Act or by this Constitution, required to be exercised by the Company in General Meeting, subject, nevertheless, to this Constitution, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting, PROVIDED ALWAYS that any action or proposal which are specified by the Act or by this Constitution or by the Listing Requirements as one which requires shareholders' approval, such approval must be obtained prior to the transaction, action or proposal being completed.
- General powers of company vested in Directors
148. The Directors may establish any Local Boards or Agencies for managing any of the affairs of the Company, either in Malaysia or elsewhere, and may appoint any persons to be members of such Local Boards, or Managers or Agents, and may fix their remuneration, and may delegate to Local Boards, Managers or Agents any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorize the members of any Local Boards, or any of them, to fill any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.
- Establishment of local Boards or agencies
149. 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 fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be 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 as the Directors may think fit, and may also authorize any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.
- Appointment of Attorneys
150. The Company may exercise the powers conferred by the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.
- Use of seal abroad

## APPENDIX II

151. The Company, or the Directors on behalf of the Company may in exercise of the powers in that behalf conferred by the Act cause to be kept, a branch register or registers of Members and the Directors may (subject to the provisions of the Act) make and vary such regulations as they may think fit respecting the keeping of any such register.

Branch register

152. All cheques, promissory notes, draft, bills of exchange, and other negotiable or transferable instruments, and all receipt for moneys 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.

Negotiable instruments

### SECRETARY

153. The Secretary shall, and a deputy or assistant secretary may, be appointed by the Directors for such term, at such remuneration, and upon such conditions as the Directors think fit, and any Secretary, deputy or assistant secretary so appointed may be removed by them but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company.

Appointment of Secretary

### THE SEAL

154. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or a committee of the Directors authorized by the Directors in that behalf and every instrument to which the seal shall be affixed shall (subject to the provisions of this Constitution as to certificates for shares) be signed by a Director and by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

Use of seal

155. The Company may also have an official seal pursuant to Section 63 of the Act to seal securities issued by the Company or documents creating or evidencing securities so issued. The share seal is an exact copy of the Seal with the addition on its face of the word "Securities" and when duly affixed to the document has the same effect as the Seal.

Share seal

### SEAL FOR USE ABROAD AND BRANCH REGISTER OF MEMBERS

156. The Company or the Director on behalf of the Company may exercise the power conferred by the provisions of the Act with regard to having an official seal for use abroad and the powers conferred by the provisions of the Act with regard to the keeping of a branch register of Members in any place outside Malaysia.

Branch register outside Malaysia

### AUTHENTICATION OF DOCUMENTS

157. 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 thereof 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 of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.

Authentication of documents

## APPENDIX II

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

### SIGNATURES

159. For the purpose of this Constitution, any document or instrument transmitted by any technology purporting to include a signature and/or electronic or digital signature of any of the following persons:
- (a) a holder of shares (in the case of a corporation, which is a holder of shares, its director or secretary or a duly appointed attorney or duly authorised representative);
- (b) a Director;
- (c) an alternate Director;

shall in the absence of express evidence to the contrary available to the person relying on such document or instrument at the relevant time, be deemed to be a document or instrument signed by such person in the terms in which it is received.

### DIVIDENDS AND RESERVES

160. The Company may only make a distribution to the Members out of profits of the Company available if the Company is solvent. The Directors may authorize a distribution at such time and in such amount as the Directors consider appropriate, if the Directors are satisfied that the Company will be solvent after the distribution is made, in accordance with the Act.
- Payment of dividends
161. Subject to the rights of any persons (if any) entitled to shares with special rights as dividend, all dividends shall be declared and paid according to the amounts paid up on the shares in respect whereof the dividends are paid, but no amount paid up on a share in advance of calls shall be treated for the purposes of this Article as paid up on the share. All dividends shall be apportioned and paid pro-rata according to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid except that if any share is issued on terms providing that it shall rank for dividend as if paid up (in whole or in part) as from a particular date, such share shall rank for dividend accordingly.
- Dividends pro-rated on amounts paid-up on shares
162. No dividend or other moneys payable on or in respect of a share shall bear interest against the Company.
- Dividends not to bear interest
163. The Directors may deduct from any dividend or other moneys payable to any Member on or in respect of a share all sums of money (if any) presently payable by him to the Company on account of calls or in connection therewith.
- Deduction of debit due to Company

## APPENDIX II

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| 164. | The Directors may retain any dividend or other moneys payable on or in respect of a share on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.   | Retention of dividends on shares subject to lien      |
| 165. | 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 before herein contained 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 |
| 166. | All dividend unclaimed for one year after having been declared may be disposed of in accordance with the provisions of the Unclaimed Moneys Act 1965.  | Unclaimed dividends                                   |
| 167. | The Directors may authorize payment of a dividend in whole or in part by the distribution of specific assets and in particular of paid up shares or debentures of any other company or in any one or more such ways, and where any difficulty arises with 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.  | Payment of dividends in specie                        |
| 168. | Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the address of the Members or to such person entitled thereto as appearing on the Register or the Record of Depositors or to such person and to such address as such entitled persons may in writing direct or paid via electronic transfer or other methods of funds transfer or remittance to the account provided by the holder who is named in the Record of Depositors. Every such cheque or warrant or electronic transfer or remittance shall be made payable to the order of the person to whom it is sent or remitted or to such person as the holder may direct and the payment of any such cheque or warrant or electronic transfer or remittance shall be a good discharge to the Company in respect of the dividend, interest, or other money payable in cash represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that endorsement thereon, or the instruction for the electronic transfer or remittance has been forged. Every such cheque or warrant or electronic transfer or remittance shall be sent or remitted at the risk of the person entitled to the money thereby represented. | Payment by post and discharge                         |
| 169. | A transfer of shares shall not pass the right to any dividend declared on such shares before the registration of the transfer PROVIDED THAT any dividend declared on Deposited Securities shall accrue to the Depositors whose names appear on the Record of Depositors issued to the Company or its registrar pursuant to the Rules of the Depository.  | Rights to dividends after registration of transfer    |
| 170. | The transfer or remittance to the person whose name appears on the Register or Record of Depositors to be the holder of any shares shall be a sufficient discharge to the Company for any dividend or other moneys payable in respect of such shares.  | Discharge to dividends                                |

**RESERVES**

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| 171. | <p>The Directors may, before authorizing any dividend, whether preferential or otherwise, set aside out of the profits of the Company such sums as they think proper as a reserve fund to meet depreciation or contingencies, or equalising dividends or for the payment of special dividends, or for the general liquidation of any debt or liability of the Company or for repairing, improving or maintaining any of the property of the Company, or for such other purposes (being purposes for which the profits of the Company may be lawfully applied) as the Directors shall in their absolute discretion think conducive to the interest of the Company, and may invest the several sums set aside upon such investments as they think fit (subject to the provision of this Constitution) and from time to time vary or realise such investments and dispose of all or any part thereof for the benefit of the Company, and may divide any reserve fund into such special funds as they think fit, with all power to employ the assets constituting the reserve fund in the business of the Company, and that without being bound to employ the assets constituting the reserve fund in the business of the Company, and that without being bound to keep the same separate from the other assets. The Directors may also, without placing the same to reserve, carry forward any profits, which they think prudent not to divide.</p> | <p>Directors set aside out of profits a reserve fund</p> |
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**CAPITALISATION OF PROFITS & RESERVES**

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| 172. | <p>The Company may upon the recommendation of the Directors, by Ordinary Resolution resolve that it is desirable to capitalize any sum standing to the credit of any of the Company's reserve accounts or any sum standing to the credit of the profit and loss account or otherwise available for distribution provided that such sum be not required for paying the dividends on any shares carrying a fixed cumulative preferential dividend and accordingly that the Directors be authorized and directed to appropriate the sum resolved to be capitalized to the Members holding Ordinary Shares in the proportions in which such sum would have been divisible amongst them had the same been applied or been applicable in paying dividends and to apply such sum on their behalf, either in or towards paying up the amounts (if any) for the time being unpaid on any shares held by such Members respectively, or in paying up unissued shares or debentures, such shares or debentures to be allotted and credited as fully paid up to and amongst such Members in the proportion aforesaid or partly in the one way and partly in the other.</p> | <p>Power to carry forward profit</p>              |
| 173. | <p>Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriation and applications of the sum resolved to be capitalized thereby, and all allotments and issues of fully paid shares or debentures (if any) and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorize any person to enter on behalf of all the Members interested into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up of any further shares to which they may be entitled upon such capitalization, and any agreement made under such authority shall be effective and binding on all such Members.</p>  | <p>Implementation of resolution to capitalize</p> |

**MINUTES AND BOOKS**

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| 174. | The Directors shall cause minutes to be made in books to be provided for the purpose:   | Minutes              |    |
|      | (a) of all appointments of officers made by the Directors;  |                      |    |
|      | (b) of the names of the Directors present at each meeting of Directors and of any committee of Directors; and   |                      |    |
|      | (c) of all resolutions and proceedings at all meetings of the Company and of any class of Members of the Company and of the Directors and committees of Directors.  |                      |    |
| 175. | 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 mortgages and charges, and a register of Directors' share and debenture holdings and in regard to the production and furnishing of copies of such registers and of any register of holders of debentures of the Company. | Keeping registers    | of |
| 176. | Any register, index, minute book, books of accounts or other books 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 its discovery.  | Entries or Recording |    |

**ANNUAL REPORTS**

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| 177. | The Directors shall cause to be prepared, sent to every Member and laid before the Company in its Annual General Meeting the audited financial statements and Directors' reports in accordance with the Act. The interval between the close of a financial year of the Company and the issue of the annual audited statements, the Directors' and Auditors' reports relating to that financial year shall not exceed four (4) months. A copy of each such documents which may be in printed or electronic form or any combination thereof shall, not less than twenty one (21) days before the date of the meeting, be sent to every Member, every person who is entitled to receive notice of General Meetings, every Auditor and to every holder of debentures (if any) of the Company under the provisions of the Act or of this Constitution. The requisite number of copies of each such document as may be required by the Exchange shall at the same time be likewise sent to the Exchange Provided That this article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office. | Directors to keep proper accounts |  |
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**INSPECTION OF RECORDS**

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| 178. | Nothing in this Constitution, the Central Depositories Act or the Rules of the Depository, shall be construed as affecting the obligation of the Company to keep a register of Members, a register of debentures, a register of interest holders and a register of option holders and to open them for inspection in accordance with the provisions of the Act except that the Company shall not be obliged to enter in such registers the names and particulars of Depositors who are deemed to be Members, debenture holders, interest holders or option holders. | Inspection of books        |
| 179. | The Directors shall determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to the inspection of Members other than Directors, and a Member other than a Director does not have the right to inspect any document of the Company except as provided by law or authorised by the Directors or by the Company in General Meeting.  |                            |
| 180. | Save as may be necessary for complying with the provisions of the Act, or as the Company may by Special Resolution otherwise resolve, 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.   | Particulars of investments |

**DESTRUCTION OF DOCUMENTS**

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| 181. | The Company shall be entitled to destroy all instruments of transfer which shall have been registered at any time after the expiration of seven years 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 seven years from the date of cancellation or cessation thereof, and all notifications of change of name or address after the expiration of seven years 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 transfer, cancelled share certificates and dividend mandates |
|      | (a) the foregoing provisions of this Constitution shall apply only to the destruction of a document in good faith and without express notice that the preservation of such document was relevant to a claim;   |   |
|      | (b) nothing contained in this Article 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 Article, and   |   |
|      | (c) reference in this Article to the destruction of any document include references to its disposal in any manner.   |   |



**AUDITORS**

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| 182. | Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.   | Appointment of Auditors             |
| 183. | Subject always to the provision of the Act, all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.                      | Validity of acts of Auditors        |
| 184. | The Auditors' report to the Members made pursuant to the statutory provisions as to audit shall be open for inspection by any Member who shall be entitled to be furnished with a copy of the balance sheet (including every document required by law to be annexed thereto) and Auditors' report in accordance with section 266 of the Act. | Auditors' report                    |
| 185. | The Auditors shall be entitled to attend any General Meeting and to receive all notices of and other communications relating to any General Meeting which any Member is entitled to receive, and to be heard at any General Meeting on any part of the business of the meeting which concerns him as Auditor.                                | Auditors rights to General Meetings |

**NOTICES**

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| 186. | Any notice may be given by the Company to the persons entitled to receive such notice:  | How notice to be served    |
|      | (a) by sending it either personally or by post to the physical address as appearing in the Register or Record of Depositors;  |                            |
|      | (b) by transmitting it in electronic form to the electronic address supplied by him to the Company for the giving of notices to him; or   |                            |
|      | (c) by publishing it on the Company's website provided that a notification of the publication of the notice on the website is given in accordance with Section 320 of the Act.  |                            |
| 187. | (1) Notice of every General Meeting shall be given in any manner hereinbefore authorised to:  | Persons entitled to notice |
|      | (a) every Member;   |                            |
|      | (b) 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 and the Company has been notified of the person's entitlement in writing; |                            |
|      | (c) the Directors; and  |                            |
|      | (d) the Auditor.  |                            |
|      | (2) No other person shall be entitled to receive notices of General Meetings.   |                            |

## APPENDIX II

188. Any notice or other document, if served or sent by post by the Company, shall be deemed to have been served or delivered on the day of its posting and in proving such service or sending it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the Post Office as a pre-paid letter. Any notice or other document if served by the Company in electronic form shall be deemed to be served at the time of transmission of such notice or document in electronic form by the email server or facility operated by the Company or its service provider to the electronic address if there is no written notification of delivery failure and there is record of the email being sent.
- When service effected
189. Any notice on behalf of the Company or of the Board of Directors shall be deemed effectual if it purports to bear the signature of the Secretary or other duly authorized officer of the Company.
- Notice deemed Effectual

### WINDING UP

190. If the Company shall be wound up (whether the liquidation is voluntary, under supervision, or by the court) the Liquidator may with the authority of a Special Resolution, divide among the Members in specie or in kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes 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 the Members as the Liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares in respect of which there is any liability.
- Distribution of assets in specie
191. Save that this Article shall be without prejudice to the rights of holders of shares issued upon special terms and conditions the following provisions shall apply:
- Assets available for distribution
- (a) If the Company shall be wound 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 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 a winding-up the assets available for distribution shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding-up, the excess shall be distributed among the Members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding up, on the shares held by them respectively.

**INDEMNITY**

192. For the purposes this Article, “officer” includes:
- Indemnity of  
officers and  
Auditor
- (a) any Director, manager, Secretary or employee of the Company;
  - (b) a former officer;
  - (c) a receiver or receiver and manager of any part of the undertaking of the Company appointed under a power contained in any instrument; and
  - (d) any liquidator of the Company appointed in a voluntary winding up, but does not include:
    - i. any receiver who is not also a manager;
    - ii. any receiver and manager appointed by Court; or
    - iii. any liquidator appointed by the Court or by the creditors of the Company.

Unless otherwise prohibited or restricted by the Act, every Auditor or officer for the time being of the Company shall be indemnified by the Company in respect of any liability to any person, other than the Company, for any act or omission in his capacity as an Auditor or officer of the Company and any costs incurred by that Auditor or officer in defending or settling any claim or proceedings relating to any such liability. Subject to the provisions of the Act, the Company shall further indemnify the Auditor or officer of the Company for any costs incurred by him or the Company in respect of any proceedings that relates to the liability for any act or omission in his capacity as an Auditor or officer and in which judgment is given in favour of the Auditor or officer or in which the Auditor or officer is acquitted or in which the Auditor or officer is granted relief under the Act, or where proceedings are discontinued or not pursued.

**SECURITY CLAUSE**

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

**ALTERATION OF THIS CONSTITUTION**

194. Subject to the Act and the Listing Requirements, any of the provisions of this Constitution of the Company may be altered or amended by Special Resolution.
- Alteration

**COMPLIANCE WITH STATUTES, REGULATIONS AND RULES**

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|------|--|--------------------------|
| 195. | The Company shall comply with the provisions of the relevant governing statutes, regulations and rules as may be amended, modified or varied from time to time, or any other directive or requirement imposed by the Exchange, the Depository and other appropriate authorities to the extent required by law, notwithstanding any provision in this Constitution to the contrary. | Compliance with statutes |
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**EFFECT OF THE LISTING REQUIREMENTS**

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|------|--|--------------------------------------|
| 196. | <ul style="list-style-type: none"><li>(i) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done.</li><li>(ii) Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done.</li><li>(iii) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).</li><li>(iv) If the Listing Requirements require this Constitution to contain a provision and it does not contain such a provision, this Constitution is deemed to contain that provision.</li><li>(v) If the Listing Requirements require this Constitution not to contain a provision and it contains such a provision, this Constitution is deemed not to contain that provision.</li><li>(vi) If any provision of this Constitution is or becomes inconsistent with the Listing Requirements, this Constitution is deemed not to contain that provision to the extent of the inconsistency.</li></ul> | Compliance with Listing Requirements |
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## RESOLUTIONS FOR THE PROPOSAL

1. **Ordinary Resolution 8**

Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

**“THAT** pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company and its subsidiaries (“MBC Group”) be and are hereby authorised to enter into the recurrent related party transactions as set out in the Circular to Shareholders dated 4 April 2019, which are necessary for MBC Group’s day-to-day operations in the ordinary course of business on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders.

**AND THAT** such approval shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company;
- (b) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (“Act”) (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is the earlier.

**AND THAT** the breakdown of the aggregate value of the recurrent related party transactions based on the type of recurrent transaction made and the names of the related parties involved in each type of the recurrent related party transaction made and their relationship with MBC Group, shall be disclosed in the Annual Report of the Company as may be required by the governing authority.

**AND FURTHER THAT** the Directors be and are hereby authorised to do all such acts and things (including executing any relevant documents) in the interest of the Company, as they may consider expedient or necessary to complete and give effect to the aforesaid mandate.”

2. **Special Resolution**

Proposed Adoption of New Constitution of the Company

**“THAT** the proposed adoption of a new Constitution of the Company, details as set out in Part B of the Circular to Shareholders dated 4 April 2019, be and is hereby approved in substitution for and to the exclusion of the whole of the existing Memorandum and Articles of Association of the Company thereof (“Proposed Adoption”).

**AND THAT** the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities, and to do all acts and things and take all such steps as may be considered necessary to give effect to the Proposed Adoption.”