

**THE COMPANIES ACT 2016  
MALAYSIA**

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**PUBLIC COMPANY LIMITED BY SHARES**

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**CONSTITUTION**

**OF**

**TIME DOTCOM BERHAD  
(Company No. 413292-P)**

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**Incorporated on the 11<sup>th</sup> day of December 1996**



**PEJABAT PENDAFTAR SYARIKAT**  
*(Registry of Companies)*  
**MALAYSIA**

BORANG 13

AKTA SYARIKAT 1965

[Seksyen 23 (2)]

No. Syarikat

413292	P
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**PERAKUAN PEMERBADANAN ATAS  
PERTUKARAN NAMA SYARIKAT**

Adalah diperakut bahawa

**TIME TELECOMMUNICATIONS HOLDINGS BERHAD**

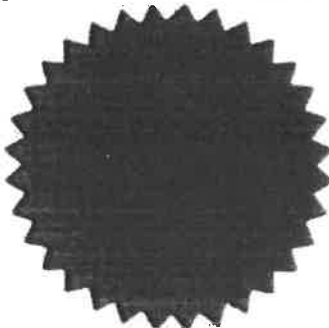
yang telah diperbadankan di bawah Akta Syarikat 1965, pada  
11 haribulan Disember, 1996, sebagai sebuah syarikat  
Awam, pada 17 haribulan Januari, 2000,  
telah menukar namanya kepada

**TIME DOTCOM BERHAD**

dan bahawa syarikat ini adalah sebuah syarikat Awam

dan adalah sebuah syarikat berhad menurut Syer.

Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur  
pada 17 haribulan Januari, 2000.



  
**HAMIDAH BINTI MANAD**  
**PENOLONG PENDAFTAR SYARIKAT**  
**MALAYSIA**



PEJABAT PENDAFTAR SYARIKAT  
(Registry of Companies)  
MALAYSIA

BORANG 23

AKTA SYARIKAT 1965

[Seksyen 52 (3)]

No. Syarikat

413292 P

**PERAKUAN DI BAWAH SEKSYEN 52 (3)  
AKTA SYARIKAT, 1965, BAHAWA SESEBUAH SYARIKAT  
ADALAH BERHAK MEMULAKAN PERNIAGAAN**

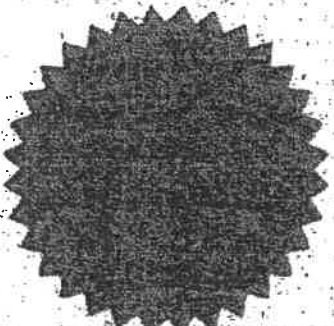
Saya, RAJA HABIBAH BTE RAJA SAIDIN, Penolong

Pendaftar Syarikat, dengan ini memperakui bahawa

TIME TELECOMMUNICATIONS HOLDINGS BERHAD

telah, pada hari ini menyerahkan kepada saya Akuan Berkanun yang  
dikehendaki di bawah Peruntukan-peruntukan Seksyen 52 (2) (c)  
Akta Syarikat, 1965 dan bahawa syarikat tersebut adalah berhak  
memulakan perniagaan dan menjalankan kuasa meminjaminya.

Diberi di bawah tandatangan saya pada 15 haribulan  
Januari 1997



*Raja Habibah*  
RAJA HABIBAH BTE RAJA SAIDIN  
Penolong Pendaftar Syarikat  
Malaysia

[Borang ini diterjemahkan oleh Peguam Negara, Malaysia, menurut Pemberitahuan Undanguan No. 12, tahun 1964; PN (SER) 29 Pt. 11, P.S. 7/61 Jd. 2.]



PEJABAT PENDAFTAR SYARIKAT  
(Registry of Companies)  
MALAYSIA

BORANG 8  
AKTA SYARIKAT 1965  
[Seksyen 16 (4)]

No. Syarikat


413292	P
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**PERAKUAN PEMERBADANAN SYARIKAT AWAM**

Adalah diperakui bahawa  
**TIME TELECOMMUNICATIONS HOLDINGS BERHAD**  
telah diperbadankan di bawah Akta Syarikat 1965, pada dan  
mulai dari 11 haribulan Disember, 1996, dan bahawa  
syarikat ini adalah sebuah syarikat berhad menurut syer.

Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur  
pada 11 haribulan Disember, 1996.



  
**ZULKIFLI BIN SALLEH**  
Penolong Pendaftar Syarikat  
Malaysia

**THE CONSTITUTION OF TIME DOTCOM BERHAD****1. Definition and introduction****1.1 Definition**

In this Constitution, unless the context otherwise requires:-

<b>WORDS</b>	<b>MEANINGS</b>
“Act”	the Companies Act 2016 and any statutory modification, amendment or re-enactment thereof for the time being in force;
“Applicable Laws”	all laws, by-laws, regulations, rules, orders and/or official directions for the time being in force affecting the Company and its subsidiaries, including but not limited to the Act, the Demutualisation (Kuala Lumpur Stock Exchange) Act 2003, the Central Depositories Act, the Securities Laws, the Listing Requirements, the Rules, and every other law for the time being in force concerning companies and affecting the Company and any other directives or requirements imposed on the Company by the Securities Commission and/or other relevant regulatory bodies and/or authorities;
“Board of Directors”	the board of directors of the Company;
“Bursa Securities”	Bursa Malaysia Securities Berhad (635998-W) or its successor;
“Central Depository”	Bursa Malaysia Depository Sdn Bhd (165570-W) or its successor;
“Central Depositories Act”	the Securities Industry (Central Depositories) Act 1991 and any statutory modification, amendment or re-enactment thereof for the time being in force;
“Chairman”	the Chairman of the Board of Directors;
“Company”	TIME dotCom Berhad (413292-P);
“Constitution”	this Constitution of the Company including any changes made to it;
“Deposited Security”	a Security standing to the credit of a Securities Account and includes a Security in a Securities Account that is in suspense;
“Depositor”	a holder of a Securities Account;
“Deputy Chairman”	the Deputy or Vice Chairman of the Board of Directors;
“Directors”	the directors for the time being of the Company;
“Exempt Authorised Nominee”	an authorised nominee, as defined under the Central Depositories Act which is exempted from compliance with the provisions under Section 25A(1) of the Central Depositories Act;

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**WORDS**

**MEANINGS**

“General Meeting” or “Meeting”	a meeting of the Members of the Company held in accordance with the Constitution;
“General Meeting Record of Depositors”	the Record of Depositors issued by the Central Depository as at a date not less than three (3) Market Days before the General Meeting;
“Listing Requirements”	the Main Market Listing Requirements of Bursa Securities including any modification or amendment thereof that may be made from time to time;
“Market Day”	any day on which there is official trading on Bursa Securities;
“Member”	any person for the time being holding shares in the Company including any Depositor whose names appear on the Record of Depositors but shall exclude the Central Depository or its nominee company in its capacity as a bare trustee;
“Office”	the registered office for the time being of the Company;
“Record of Depositors”	a record provided by the Central Depository to the Company under Chapter 24 of the Rules;
“Rules”	the Rules of the Central Depository and any appendices thereto;
“Seal”	the common seal of the Company;
“Secretary”	the Secretary or any joint or deputy or assistant secretary of the Company appointed by the Directors under this Constitution;
“Securities”	the securities of the Company which have the meaning given in the Capital Markets and Services Act 2007;
“Securities Account”	an account established by the Central Depository for a Depositor for the recording of deposit of securities and for dealing in such securities by the Depositor as permitted under the Central Depositories Act and/or the Rules;
“Securities Laws”	shall have the meaning as defined in the Securities Commission Malaysia Act 1993; and
“Special Resolution”	shall have the meaning as defined in the Act.

## 1.2 Interpretation

- (a) Words importing the singular number only shall include the plural number and vice versa.
- (b) Words importing the masculine gender only shall include the feminine gender.
- (c) Words importing persons shall include corporations.
- (d) Subject as aforesaid, any word or expression defined in the Interpretation Act 1948 and 1967 shall, if not inconsistent with the subject or context, bear the same meaning in this Constitution.
- (e) Where a word or phrase is given a defined meaning in this Constitution, any other grammatical form in respect of such word or phrase has a corresponding meaning.
- (f) Any reference in this Constitution to a numbered Rule shall be construed as a reference to the Rule bearing that number in this Constitution.
- (g) A reference to a statute or a statutory provision herein shall be deemed to include any modification, re-enactment or consolidation thereof and any regulations, rules, orders or other statutory instruments made pursuant thereto.
- (h) Expressions referring to “writing” shall include, unless the contrary intention appears, references to printing, lithography, photography and any other modes of representing or reproducing words, letters, figures or marks in a visible form or in any other form or manner, whether in hard copy or in electronic form sent by way of an electronic communication or otherwise in a form that allows the document and/or information to be easily accessible and reproduced into written, electronic or visible form.
- (i) Expressions referring to “electronic communications” shall include, but shall not be limited to, unless the contrary intention appears, references to delivery of documents or information in electronic form by electronic means to the electronic mail address or any other address or number of the addressee, as permitted by the Applicable Laws.
- (j) Where in this Constitution, any document is required to be signed, an electronic signature affixed to such document (in form and subject to such conditions as may be prescribed by the Company) may be accepted as fulfilling the requirements of the Constitution unless the Company otherwise decides that electronic signatures shall not be accepted for a particular class of documents, instruments or for specific purposes and occasions.

## Introduction

### 2. Company Name

The name of the Company is “TIME dotCom Berhad”.

### 3. Office

The Office of the Company will be situated in Malaysia.

### 4. Power of the Company

The Company shall have full capacity to carry on or undertake any business or activity; and shall have for these purposes the full rights, powers, and privileges as contained in the Act, subject to the Applicable Laws.

### 5. Members' liability

The liability of the Members is limited.

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## SHARE CAPITAL

6. The shares in the Company may be divided into several classes and there may be attached thereto respectively any preferential, deferred, or other special rights, privileges, conditions, or restrictions as to dividends, capital, voting, or otherwise. The Company may issue preference shares which are liable, or at the option of the Company are to be liable, to be redeemed. Share capital.
7. Notwithstanding the foregoing, on any issue of preference shares, preference shareholders will be deemed to have the same rights as ordinary shareholders as regards receiving of notices, reports and audited accounts and attending of General Meetings of the Company, but shall only have the right to vote in each of the following circumstances:- Preference shares.
- (a) when the dividend or part of the dividend on the share is in arrears for more than six (6) months;
  - (b) on a proposal to reduce the Company's share capital;
  - (c) on a proposal for the disposal of the whole of the Company's property, business and undertaking;
  - (d) on a proposal that affects rights attached to the share;
  - (e) on a proposal to wind up the Company; and
  - (f) during the winding up of the Company.
- The holder of a preference share must be entitled to a return of capital in preference to holders of ordinary shares when the Company is wound up.
8. Subject always to the respective rights, terms, and conditions as stated herein, the Company shall have the power to increase or reduce capital, and to consolidate and divide its capital into shares of larger or lesser amount than its existing shares, and also from time to time to alter, modify, commute, abrogate, or deal with any such rights, privileges, terms or designations in accordance with the Constitution for the time being of the Company. Alteration of share capital.
9. (1) (a) Notwithstanding Rule 7 of this Constitution, the repayment of preference share capital other than redeemable preference shares or any alteration of preference shareholders' rights may only be made in accordance with the Act. Variation of class rights.
- (b) If at any time the share capital of the Company is divided into different classes of shares, the rights attached to any class of shares (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, only be varied or abrogated in accordance with the Act.
  - (c) The provisions of this Constitution relating to General Meetings shall apply *mutatis mutandis* provided always that the necessary quorum shall be at least two (2) persons holding or representing by proxy at least one-third of the issued shares of the class, and that any holder of shares of the class present in person or by proxy may demand a poll. To every such Special Resolution the provisions of the Act shall, with such adaptations as are necessary apply.
- (2) The rights conferred upon the Members of the shares of any class issued with preferred or other rights shall, 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 rights.



## SHARES

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| 10. | Subject to the Act, the Company may pay commissions and brokerage as is provided for therein.   | Powers of paying commissions and brokerage.  |
| 11. | Where 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 long period, the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in the Act, may charge the same to capital as part of the cost of the construction of the works, buildings, or plant.  | Shares issued for purpose of raising money for construction of works or buildings. |
| 12. | Subject to the Applicable Laws, the Company must ensure that any new issue of Securities for which listing is sought is made by way of crediting the Securities Account of the allottee with such Securities. The Company must notify the Central Depository of the name of the allottee or entitled person and all such particulars required by the Central Depository to make the appropriate entries in the Securities Account of such allottee or entitled person, and deliver to the Central Depository the appropriate scrip or jumbo certificate registered in the name of the Central Depository or its nominee.  | New issue of Securities.   |
| 13. | <p>(1) Subject to the Act, the Directors have the power to allot shares, grant options over, or otherwise deal with or dispose of them to such persons at such times and generally on such terms and conditions as they think proper. The Directors shall, as regards any offer or allotment of shares, comply with the provisions of the Act if and insofar as such provisions may be applicable thereto.</p> <p>(2) Every issue of shares or options to employees and/or Directors shall be approved by Members in a General Meeting and such approval shall specifically detail the number of shares or options to be issued to each Director. No Director shall participate in a scheme that involves a new issuance of shares to the employees unless the Members in a General Meeting have approved the specific allotment to be made to such Director.</p>   | Allotment of shares.   |
| 14. | The Company shall not without the prior approval of Members in General Meeting issue any new shares which would result in a transfer of a controlling interest in the Company.  | Transfer of controlling interest.  |
| 15. | 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 from time to time to be created shall before they are issued be offered to such persons as at the date of the offer are entitled to receive notices from the Company of General Meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of shares or Securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or Securities offered, the Directors may dispose of those shares or Securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares or Securities which (by reason of the ratio which the new shares or Securities bear to shares or Securities held by persons entitled to an offer of new shares or Securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution. | Pre-emption.   |

16. Subject to and in accordance with the Act, this Constitution, the Listing Requirements, and any relevant rules, regulations, and guidelines for the time being in force, the Company may purchase its own shares. Any shares so purchased by the Company shall be dealt with in accordance with the Act, the Listing Requirements and any other requirements of the relevant authorities. Purchase of own shares.
17. Except as required by law, no person shall be recognised by the Company as holding any share on any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future, or partial interest in any shares, or (except as provided by this Constitution) any interest in any fractional part of a share, or any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder. Trust not to be recognised.
18. With respect to Deposited Securities, subject to the Applicable Laws:- Deposited Securities.
- (1) where any new Securities which are designated as Deposited Securities are issued by the Company (whether by way of bonus issue, rights issue, conversion of debt securities, exercise of any rights or options, or otherwise), the Company shall notify the Central Depository of the name of the allottees or entitled persons and all such other information as may be required by the Central Depository (whether under the Rules, by virtue of the Central Depositories Act, or otherwise) to enable the Central Depository to make the appropriate entries in the Securities Accounts of the relevant allottees or entitled persons, and the Company shall deliver the appropriate scrips or jumbo certificates registered in the name of the Central Depository or its nominee in respect of such Securities to the Central Depository;
  - (2) the Company shall make applications for quotations of such Securities and allot all such Securities and despatch notices of allotment to the allottees or entitled person in the manner, within the time period prescribed, and in accordance with the provisions of the Rules, the Central Depositories Act, and the Listing Requirements; and
  - (3) no share certificate or scrip will be issued to any such allottees or entitled persons.
19. Subject to the Act, no Member shall be entitled to receive any dividend, be present or vote at any General Meeting, or to exercise any privilege 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). Condition precedent to entitlement of dividend, vote and privileges.

### LIEN ON SHARES

20. The Company's lien on shares and dividends from time to time declared in respect of such shares, shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid, and to such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of the Member or deceased Member. Company's lien.

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21. (1) The Directors may serve upon any Member or any person entitled to such shares by reason of the death or bankruptcy of a Member who is indebted or under obligation, engagement, or liability to the Company, a notice requiring him to pay the amount due to the Company or satisfy the said obligation, engagement, or liability; and stating that if payment is not made or the said obligation, engagement, or liability is not satisfied within a given time (not being less than fourteen (14) days) as specified in such notice, any shares held by such Member which are subject to a lien in favour of the Company will be liable to be sold, and if such Member shall not comply with such notice within the time aforesaid the Directors, without further notice, may for the purposes of enforcing the lien of the Company sell such shares in any such manner as they think fit. Notice to pay amount due.
- (2) Upon any sale being made by the Directors of any shares to satisfy the lien of the Company thereon, the proceeds shall be applied firstly in the payment of all costs of such sale, secondly in satisfaction of the debt obligation engagement or liability of the Member to the Company, and finally the residue (if any) shall be paid to the Member or his executors, administrators, or his permitted assignees; or as he shall otherwise direct. Application of sale proceeds.
22. To give effect to any sale of shares under Rule 21 of this Constitution, the Directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and the Directors shall not be bound to see the application of the purchase money. The title of the purchase thereof shall not be affected by any irregularity or invalidity in the proceedings with reference to the sale. Transfer of forfeited share.
23. In the event of a sale of shares to satisfy the Company's lien thereon, the Member who held the said shares prior to such forfeiture or sale shall be bound to deliver and shall forthwith deliver the certificate or certificates held by him for the shares so forfeited or sold. Certificate of forfeited share or shares sold to be delivered to the Company.
24. A person whose shares have been sold shall cease to be a Member in respect of the shares sold but shall, notwithstanding the sale, remain liable to pay the Company all moneys which at the date of sale were payable by him to the Company in respect of the shares; his liability shall only cease if and when the Company has received payment in full of such moneys in respect of the shares. Liability to pay moneys on shares which have been sold.
25. Notice of any sale shall be given to the holder of the share or to the person entitled by transmission to the share sold as the case may be. An entry of the sale, with the date thereof, shall be made in the Record of Depositors opposite to the share. The provisions of this Rule are directory only, and no sale shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid. Notice to be given.
26. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share in the Company has been duly sold on a date stated in the declaration shall be conclusive evidence of the facts therein stated against all persons claiming to be entitled to the share. Evidence of sale.

### CALLS ON SHARES

27. The Directors may from time to time make calls upon the Members in respect of any moneys unpaid on their shares and not by the terms of issue thereof made payable at fixed times, and each Member shall (subject to receiving at least fourteen (14) days' notice specifying the date, time and place of payment) pay to the Company at the date, time, and place so specified the amount called on his shares. A call may be made payable by instalments. A call may be revoked or postponed as the Directors may determine. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed. Calls, and when payable.

28. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate, not exceeding ten (10) per centum per annum, as the Directors may determine, but the Directors shall be at liberty to waive payment of that interest wholly or in part. Interest on unpaid calls.
29. Any sum which, by the terms of issue of a share, is made payable upon issue or at any fixed date; and any instalment of a call shall for all purposes of this Constitution be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment the provisions of this Constitution as to payment of interest and expenses, forfeiture, or otherwise; and all other relevant provisions of the Act or of this Constitution shall apply as if the sum had become payable by virtue of a call duly made and notified. Non-payment of calls.
30. The Directors may from time to time make arrangements on the issue of shares for varying the amounts and times of payments of calls as between the holders of such shares. Arrangements and time for payment of calls.
31. 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 any shares held by the Member, 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 at such rate (not exceeding eight (8) per centum per annum) as the Member paying such sum and the Directors agree upon. Capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. Advance on calls.

### TRANSFER OF SHARES

32. The transfer of any Deposited Security or class of Deposited Securities shall be by way of book entry by the Central Depository in accordance with the Rules and notwithstanding Sections 105, 106, or 110 of the Act; but subject to Section 148(2) of the Act and any exemption that may be made from compliance with Section 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the Deposited Security. Transfer of Deposited Securities.
33. (1) Nothing in this Constitution shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person. Renunciation.
- (2) There shall be no restriction on the transfer of fully paid Securities except where required by law. No Restriction of Transfers.
34. Subject to the Applicable Laws; the Record of Depositors shall be closed at such other times (if any) for such reasons and for such period as the Directors may from time to time determine, provided always that the registers shall not be closed for more than thirty (30) days in any year. The Company shall before it closes such registers give at least fourteen (14) days' notice of such closure to the registrar, and announce to Bursa Securities of its intention to fix a closing date, its reasons, and stating the closing date itself (which must be at least ten (10) Market Days after the date of such announcement). The Company shall give written notice of such closure to the Central Depository in accordance with the Central Depositories Act, the Rules, and the Listing Requirements; to enable the Central Depository to prepare the appropriate Record of Depositors. Closing of registers.

### TRANSMISSION OF SHARES

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| 35. | In the case of the death of a Member, the legal personal representatives of the deceased shall be the only persons recognised by the Company as having any title to his shares, but nothing herein contained shall release the estate of a deceased holder from any liability in respect of any share held by him.  | Transmission.  |
| 36. | Where the Securities of the Company are listed on another stock exchange and the Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29 of the Securities Industry (Central Depositories) (Amendment) Act 1998, as the case may be, under the Rules in respect of such Securities; the Company shall, upon receiving the request of a Securities holder, permit a transmission of Securities held by the said 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.                             | Transmission of Securities from Foreign Register.            |
| 37. | Any person becoming entitled to a registered share as a consequence of the death or bankruptcy of any Member may, upon producing such evidence or title as the Directors shall require and subject as hereinafter provided, either be registered himself as holder of the share, or elect to have some person nominated by him registered as the transferee thereof; provided that where the share is a Deposited Security, subject to the Rules, a transfer or withdrawal of the share may be carried out by the person becoming so entitled.  | Death or bankruptcy of Member.                               |
| 38. | If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him and stating that he so elects, provided that where the share is a Deposited Security and the person becoming entitled elects to have the share transferred to him, the aforesaid notice must be served by him on the Central Depository. For all purposes of this Constitution relating to the registration of transfers of shares, such notice shall be deemed to be a transfer, and the Directors shall have the same power of refusal to give effect thereto by registration as if the event upon which transmission took place had not occurred and the notice was a transfer executed by the person from whom the title by transmission is derived. | Election of person entitled to be registered himself.        |
| 39. | Subject to the Rules, if the person so becoming entitled shall elect to have his nominee registered, he shall testify his election by executing to his nominee a transfer of such share. The Directors shall have, in respect of transfers so executed, the same power of refusing registration as if the event upon which the transmission took place had not occurred, and the transfer was a transfer executed by the person from whom the title by transmission is derived.   | Registration of nominee.                                     |
| 40. | A person entitled to registered share by transmission shall be entitled to receive any dividends, bonuses, or other moneys payable in respect of the share, but he shall not be entitled to receive notices of or to attend or vote at General Meetings of the Company or, save as aforesaid, to any of the rights or privileges of a Member, unless and until he shall have become a Member in respect of the share.   | Person entitled to receive and give discharge for dividends. |
| 41. | With respect to Deposited Securities, the fees chargeable for the registration of any probate, letter of administration, certificate of marriage or death, power of attorney, or other document relating to or affecting the title to such Securities shall be in accordance with the Central Depositories Act, the Rules, and Listing Requirements.  | Fees on registration of instruments.                         |

## FORFEITURE OF SHARES

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| 42. | (1) | If a Member fails to pay the whole or any part of any call or instalment of a call on the day appointed for payment thereof, the Directors may at any time thereafter during such time as any part of the call or instalment remains unpaid serve a notice on him requiring payment of so much of the call or instalment as is unpaid together with any interest and expenses which may have accrued by reason of such non-payment.  | Notice to pay calls.                                |
|     | (2) | The notice shall:  | Length of notice.                                   |
|     | (a) | require that Member to pay the call or instalment and any interest payable and expenses incurred by the Company arising from the non-payment;  |   |
|     | (b) | give a date by which payment is to be made; and  |   |
|     | (c) | state that if payment is not made by that date, the shares which relate to that call or instalment are liable to be forfeited.   |   |
| 43. |     | If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect.   | Failure to comply with notice.                      |
| 44. |     | A forfeiture of share shall include all dividends in respect of the shares not actually paid before the forfeiture notwithstanding that they have been declared.   | Forfeiture to include dividend.                     |
| 45. | (1) | (a) A forfeited share may be sold or otherwise disposed of on sale with such terms and in such a manner as the Directors think fit and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit.  | Sale of forfeited share.                            |
|     |     | (b) The provisions of Rules 22 to 26 of this Constitution inclusive shall apply <i>mutatis mutandis</i> to any sale made pursuant to the provisions of this Rule.  |   |
|     | (2) | If any shares are forfeited and sold, any residue after the satisfaction of the unpaid calls and accrued interest and expenses shall be paid to the person whose shares have been forfeited or his executors, administrators, or permitted assignees; or as he otherwise directs.  | Payment of residue for the sale of forfeited share. |
|     | (3) | A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture, was payable by him to the Company in respect of the shares (together with interest at the rate of eight (8) per centum per annum from the date of forfeiture on the money for the time being unpaid if the Directors think fit to enforce payment of such interest), and his liability shall cease if and when the Company receives payment in full of all such money in respect of the shares. | Liability of Member in respect of forfeited shares. |
|     | (4) | A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that shares in the Company have been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated against all persons claiming to be entitled to the share.   | Evidence of forfeiture.                             |

- (5) The Company may receive the consideration, if any, given for any forfeited share on any sale or disposition thereof and authorise any person to execute a transfer of the shares in favour of the person to whom the share is sold or disposed of. The transferee shall thereupon be registered as the holder of the shares and shall not be bound to see to the application of the purchase money if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, or disposal of the shares. Any residue of the proceeds of sale of shares which are forfeited and sold or disposed of, after the satisfaction of the unpaid calls or instalments payable at fixed times and accrued interest and expenses, shall be paid to the person whose shares have been forfeited or his executors, administrators, or permitted assignees or as he otherwise directs. Proceeds of sale.

### CONVERSION OF SHARES INTO STOCK

46. The Company may by ordinary resolution passed at a General Meeting convert any paid-up shares into stock or re-convert any stock into paid up shares of any denomination. Conversion of shares into stock and reconversion.
47. (1) Subject to the Applicable Laws, when any shares have been converted into stock, the holders of such stock may transfer their respective interests or any part of such interests therein as may be prescribed by the Company in General Meeting, in the same manner and subject to the same regulations as the transfer of shares from which the stock arose might, before the conversion, have been transferred or be transferred in the closest manner as the circumstances allow. Holders of stock may transfer their interests.
- (2) The Directors may, without prejudice and if they think fit, from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum.
48. The holders of stock shall, according to the amount of stock held by them, have the same privileges and advantages for the purposes of dividends, voting at the General Meetings of the Company, and for other purposes as if they held the shares from which the stock arose; but no such privileges or advantages, except for participation in dividends, profits, and assets of the Company on winding up shall be conferred by any such part of stock which would not, if they were existing shares, have conferred such privileges or advantages. Participation in dividends and profits.
49. All such provisions of this Constitution as are applicable to paid-up shares shall apply to stock, and in all such provisions the words "share" and "Member" shall be read to include "stock" and "stockholder". Provisions applicable to paid-up share to apply to stock.

### INCREASE OF CAPITAL

50. (1) The Company may from time to time in General Meeting, whether all the shares for the time being issued have been fully called up or not, increase its capital by the creation and issue of new shares, with such aggregate increase to be of such amount and to be divided into shares of such respective amounts as the Company by the ordinary resolution authorising such increase prescribes. Power to increase capital.

(2) The new shares shall be issued upon such terms and conditions and with such rights and privileges as stated in the resolution. In the absence of such the terms and conditions in the resolution, the Directors shall determine the same. In particular, such new shares may be issued with:

- (a) a preferential or qualified right to dividends;
- (b) a preferential or qualified right in the distribution of the assets of the Company whether in capital or income; and/or
- (c) a special or restricted right to vote, or without any right to vote.

51. Subject to any directions that may be given in accordance with the powers contained in the Constitution, any capital raised by the creation of new shares shall be considered as part of the existing capital, and shall be subject to the same provisions with reference to the payment of calls, transfer, transmission, forfeiture, lien and otherwise as if it had been part of the existing capital.

Creation of new shares to be considered as part of original capital.

### ALTERATIONS OF CAPITAL

52. (1) The Company may:-

Alterations of capital.

- (a) by ordinary resolution, consolidate and divide all or any of its share capital;
- (b) by special resolution, reduce its share capital in accordance with the Act; or
- (c) by ordinary resolution, subdivide of its existing shares, or any of them, whatever is in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived;

provided always that nothing in this Rule shall affect the power of the Company to cancel any shares and/or reduce its share capital pursuant to any exercise of its power under Rule 8 of this Constitution.

- (2) Anything done in pursuance of this Rule shall be done in manner provided and subject to any conditions imposed by the Act, so far as they shall be applicable.
- (3) Subject to any direction by the Company in General Meeting, if any consolidation and/or subdivision of shares results in Members being entitled to any issued shares of the Company in fractions, the Board of Directors may deal with such fractions as they may determine including (without limitation), selling the shares to which Members are so entitled for such price the Board of Directors may determine and paying and distributing to the Members entitled to such shares in due proportions the net proceeds of such sales.



## GENERAL MEETINGS

- |     |     |  |                                |
|-----|-----|--|--------------------------------|
| 53. | (1) | The Company shall, in each year, hold a General Meeting as its Annual General Meeting, in addition to any other meetings in that year. The Annual General Meeting shall be held within six (6) months of the Company's financial year end and not more than fifteen (15) months after the last preceding Annual General Meeting unless approved by the Companies Commission of Malaysia or other relevant regulatory bodies and authorities. | Annual General Meeting.        |
|     | (2) | All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.  |                                |
| 54. |     | The Directors may, whenever they think fit, convene an Extraordinary General Meeting. In addition, an Extraordinary General Meeting may also be convened on such requisitions as provided by the Act.  | Extraordinary General Meeting. |
| 55. |     | The time and place of any General Meeting shall be determined by the Board of Directors.   | Time and place.                |

## NOTICE OF GENERAL MEETINGS

- |     |     |  |                                      |
|-----|-----|--|--------------------------------------|
| 56. | (1) | <p>(a) A meeting called for the passing of a Special Resolution or an Annual General Meeting shall be called by at least twenty-one (21) days' notice in writing. Any other Meeting of the Company shall be called by at least fourteen (14) days' notice in writing.</p> <p>(b) Notice of at least fourteen (14) days or twenty-one (21) days in the case where any Special Resolution is proposed or where it is an Annual General Meeting, shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed.</p> <p>(c) Provided that in respect of a Deposited Security, the Company shall request the Central Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company. The Company shall also request the Central Depository in accordance with the Rules, 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").</p> | Notice of Meeting.                   |
|     | (2) | The notice of a meeting shall be served in the manner as stated in Rule 140 of this Constitution and shall specify the place, the date and the time of Meeting and the general nature of the business of the Meeting. In case of special business, the notice of meeting shall also be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business.   | Notice to specify time and business. |
|     | (3) | The notice convening an Annual General Meeting shall specify the Meeting as such.  | Notice of Annual General Meeting.    |
|     | (4) | Notice of Meeting shall include text of any proposed resolution and other information as the Directors deem fit.   | Contents of notice of meetings.      |

- (5) In every notice calling a Meeting there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint more than one (1) proxy in accordance with the Act to attend and vote instead of him. There shall be no restriction as to the qualification of the proxy. Member's right to appoint proxy.
57. (1) Notice of every General Meeting shall be given in any manner authorised by this Constitution to:- To whom given.
- (a) every Member holding shares conferring the right to attend and vote at the Meeting who, at the time of the convening of the Meeting, shall have paid all calls or other sums presently payable by him in respect of shares in the Company;
- (b) every person entitled to a share of the Company (who has produced such evidence as may from time to time be required by the Central Depository in accordance with the Rules or as the Central Depository may determine) in consequence of the death or bankruptcy or mental disorder of a Member or by operation of law. A notice may be given to the persons entitled to a share in consequence of the death or bankruptcy or mental disorder of a Member by sending it through the post addressed to them by name, or by the title of the representatives of the deceased or trustees of the bankrupt Member, or by any like designation, at the address, if any, within Malaysia supplied for the purpose by the persons claiming to be entitled, or until an address has been so supplied and entered into the Record of Depositors, by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred;
- (c) the auditors of the Company;
- (d) the Board of Directors of the Company; and
- (e) the Bursa Securities (so long as the Company is listed).
- (2) The accidental omission to give notice of a Meeting to, or the non-receipt of notice of a Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that Meeting. Omission not to invalidate proceedings.

### PROCEEDINGS AT GENERAL MEETINGS

58. (1) An Annual General Meeting shall be held to transact the business in accordance with the Act, which include declaring a dividend, the laying of audited financial statements and the reports of the Directors and auditors, the fixing of the fees and benefits of Directors, the election of Directors in place of those retiring, and the appointment and fixing of the remuneration of Auditors. Business transacted.
- (2) All business transacted at any Annual General Meeting, other than business stated above, and all business transacted at an Extraordinary General Meeting, shall be deemed special.

59. (1) No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business. Save as herein otherwise provided, two (2) Members personally present shall be a quorum. Provided that in respect of a Deposited Security, the Company shall inform the Central Depository of the dates of General Meetings and shall request the Central Depository in accordance with the Rules, to issue the second Record of Depositors, which shall in any event be made not less than three (3) Market Days before the General Meeting. The General Meeting Record of Depositors shall be the final record of all Depositors who shall be deemed to be the registered holders of ordinary shares of the Company eligible to be present and vote at such Meetings. Subject to the Securities Industry (Central Depository) (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.
- (2) The Members may participate in a Meeting of Members at more than one (1) venue by video conference, web-based communication, electronic or such other communication facilities or technologies available from time to time in the future which would permit all Members participating in the Meeting to communicate with each other simultaneously and instantaneously and to vote at such meeting.
- (3) Participation by a Member in a Meeting by any of the communication facilities referred to in Rule 59(2) of this Constitution shall be deemed as present at the said Meeting and shall be counted towards the quorum notwithstanding the fact that he is not physically present at the main venue where the Meeting is to be held.
- (4) For the avoidance of doubt, the main venue of such a Meeting shall be in Malaysia and the chairperson of the Meeting shall be present at that main venue of the Meeting.
60. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the Meeting, if convened on the requisition of Members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place (or if that day be a public holiday, then to the next business day following that public holiday) or to such other day and at such other time and place as the Directors may determine, and if at such adjourned Meeting a quorum is not present within fifteen (15) minutes from the time appointed for holding the Meeting, any of the Members present shall be a quorum and may transact the business for which the meeting was called.
61. The Chairman and in his absence the Deputy Chairman (if any, or, in the event that two (2) or more Deputy Chairman have been appointed, the senior in appointment among them), shall preside as Chairman at every General Meeting, but if there be no such Chairman or Deputy Chairman, or if at any Meeting no such officer is present within fifteen (15) minutes after the time appointed for holding the same or is unwilling to act, the Directors present shall choose one of their number, to act as chairperson or if only one (1) Director is present, he shall preside as chairperson if willing to act. If no Director be present, or if all the Directors present decline to take the chair, the Members present and entitled to vote shall elect one of themselves to be chairperson of the Meeting. For avoidance of doubt, a proxy appointed by a Member shall not be elected to be the chairperson at any General Meeting.

Quorum at General Meeting.

When quorum not present.

Chairman of General Meetings.

62. The chairperson of the Meeting 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 unless notice of the fresh business to be transacted shall have been given in accordance with this Constitution. When a Meeting is adjourned for thirty (30) days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting or if fresh business is to be transacted at any adjourned Meeting, notice of the adjourned Meeting must comply with the requirements of this Constitution and/or the Act. 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. Meeting may be adjourned.
63. (1) Subject to the Applicable Laws, any resolution set out in the notice of any General Meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any General Meeting, shall be determined by a show of hands or by poll. Voting.
- (2) The Chairman may (and if so required shall) appoint scrutineer(s) and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.
64. If at any General Meeting any votes shall be counted which ought not to have been counted or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same Meeting or at any adjournment thereof, and not in any other case unless it shall, in the opinion of the chairperson of the Meeting, be of sufficient magnitude to vitiate the result of the voting. Error in counting votes not to vitiate result of voting.
65. In the case of an equality of vote, the chairperson of the Meeting shall be entitled to have a casting vote in addition to the votes to which he may be entitled as a Member. Casting vote of chairperson.
66. Minutes shall be made in books provided for the purpose of all resolutions and proceedings of General Meetings and shall be kept at the Office pursuant to the Act, and any such minutes, if signed by the chairperson of the Meeting to which they refer, or by the chairperson of the next succeeding Meeting, shall be evidence of the facts stated therein. Minutes.
67. (1) The chairperson of a Meeting shall allow reasonable opportunity for the Members to question, discuss, comment or make recommendation on the management of the Company. Management review.
- (2) In accordance with the Act, the Members may pass resolutions which make recommendations to the Board of Directors on matters affecting the management of the Company.
- (3) However, resolutions passed under Rule 67(2) of this Constitution shall not be binding on the Board of Directors, unless the recommendation is in the best interest of the Company and it is passed by way of Special Resolution.

### VOTES OF MEMBERS

68. Subject to the Applicable Laws, and subject further to any special rights or restrictions for the time being attached to any class or classes of shares in the capital of the Company, every Member personally present or by proxy shall have one (1) vote on a show of hands and upon a poll one (1) vote for every share held by him. How Members may vote.

69. Subject to the Applicable Laws, if any Member be of unsound mind, he may vote, by his committee, curator bonis, or other legal curator, and such last-mentioned persons may give their votes by proxy but no person claiming to vote pursuant to this Rule shall do so unless such evidence as the Directors may require of his authority shall have been deposited at the Office not less than forty-eight (48) hours before the time appointed for holding the Meeting at which he wishes to vote. Vote by persons under disability.
70. No objection shall be raised to the qualification of any voter except at the Meeting or disallowed at such Meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the Meeting whose decision shall be final and conclusive. Objection to qualification of voter.
71. On a poll, votes may be given either personally or by proxy. A proxy shall be any person appointed by a Member save that the proxy must be of full age and who shall not necessarily be a Member and such proxy shall be entitled to vote on a poll provided he is the only proxy appointed by the Member. Where a Member entitled to vote on a resolution has appointed more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies, otherwise, the appointment shall not be valid. Poll and proxy.
72. Any company which is a Member of the Company may, by resolution of its directors, authorise any person to act as its representative at any Meeting of the Company; and such representative shall be entitled to exercise the same powers on behalf of such company which he represents as if he had been an individual Member, including power when personally present to vote. Representation of Company-Member.
73. The instrument appointing a proxy shall be in the form or to the effect of the following or in any other form which the Directors may approve:- Instrument of appointment.
- “TIME DOTCOM BERHAD”**
- I/We,.....of.....being a Member of the abovementioned Company and holding .....number of shares, hereby appoint..... of.....or failing him ..... of .....as my/our proxy(ies) to vote for me/us and on my/our behalf, at the (Annual or Extraordinary as the case may be) General Meeting of the Company to be held on the .....day of ..... and at any adjournment thereof.
- Signed this.....day of .....
74. Where a Member is an authorised nominee as defined under the Central Depositories Act, it may appoint up to two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account. The appointment of two (2) proxies in respect of each Securities Account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy. Member is an authorised nominee.
75. Where a Member of the Company is an Exempt Authorised Nominee who holds ordinary shares in the Company for multiple beneficial owners in one (1) Securities Account (“Omnibus Account”), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds. The appointment of two (2) or more proxies in respect of any particular Omnibus Account shall be invalid unless the Exempt Authorised Nominee specifies the proportion of its shareholding to be represented by each proxy. Appointment of multiple proxies.

76. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or in some other manner approved by the Directors. Instrument in writing.
77. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the Meeting, subject to the Applicable Laws, 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. Instrument to be deposited.
78. Subject to the Applicable Laws, the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and generally to act at the General Meeting for the Member giving the proxy and a proxy shall be entitled to attend and to vote on a show of hands or a poll on any question at the meeting and shall have the same rights as the Member to speak at the Meeting. Extent of authority.
79. Unless otherwise directed by the Chairman, 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 as aforesaid shall have been received by the Company at the Office before the commencement of the Meeting or adjourned Meeting at which the proxy is used. Validity of proxy.
- DIRECTORS**
80. A person may be appointed as a Director provided that he is not disqualified under the Act. Appointment of Directors.
81. All the Directors of the Company shall be of full age and the Board of Directors shall have the power to determine its size and may from time to time, subject to the Act, increase or reduce the number of Directors. Number of Directors.
82. A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest in accordance with the Act. Declaration of Director's interest.
83. (1) Subject to the Act, a Director who has, directly or indirectly, an interest in a contract or proposed contract, shall not participate in any discussion and vote at the meeting of Directors where the contract or proposed contract is being deliberated, but he shall be counted in the quorum present at the Meeting. Director shall not vote if interested.

- (2) 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 realised by any such contract or arrangement by reason of such Director holding that office, or of the fiduciary relation thereby established provided that such disclosure is made as is required by this Constitution and the Act.

Director may hold office of profit under the Company.

A Director, notwithstanding his interest, may be counted in the quorum present at any Meeting whereat he or any other Director is appointed to hold any such office or place of profit under the Company or whereat the Directors resolve to exercise as any of the rights of the Company, (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or whereat the Directors resolve to enter into or make any arrangement with him or on his behalf or whereat the terms of any such appointment or arrangements as hereinbefore are considered, and he may vote on any such matter other than in respect of the appointment of or arrangements with himself or the fixing of the terms thereof.

- (3) 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 no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a director or officer of, or by virtue of his interest in, such other company unless the Company otherwise directs.
- (4) The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner and in all aspects as the Directors think fit in the interest of the Company (including the exercise thereof in favour of any resolution appointing the Directors or any of them to be directors of such company or voting or providing for the payment of remuneration to the directors of such company) and any such Director of the Company may vote in favour of the exercise of such voting powers in the manner aforesaid notwithstanding that he may be or be about to be appointed a director of such other company.

Director may become director of other company.

84. A person shall not be appointed as a Director of the Company unless he has consented in writing to be a director and makes a declaration that he is not disqualified from being a Director of the Company under the Act.

Director's consent.

85. The Directors shall duly comply with the provisions of the Act and in particular the provisions in regards 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.

Statutory records.

86. A Director need not be a Member and shall not be required to hold any share qualification in the Company, unless and until otherwise determined by the Company in General Meeting, but shall be entitled to attend and speak at any General Meeting. Shareholding qualification of Directors.
87. (1) The Directors shall be paid by way of fees and other benefits for their services and such sums shall be subject to annual shareholder approval at a General Meeting. Directors' fees.
- (2) The fees payable to Directors not holding any executive office in the Company shall be by a fixed sum and not payable by a commission on or percentage of profits or turnover.
- (3) Subject to the Applicable Laws, the Directors shall be entitled to be repaid all travelling or such reasonable expenses as may be incurred in attending and returning from meetings of the Directors, or of any committee of the Directors, or General Meetings, or otherwise in or about the business of the Company.
88. Subject to the Applicable Laws, 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 (but not a commission on or percentage of turnover) as the Directors may determine. Any such extra remuneration payable to non-executive Directors shall be by way of a fixed sum but shall not include a commission on or percentage of turnover or profits. Company may remunerate Director for extra services.
89. A Director may appoint a person to act as his alternate provided that:- Appointment of alternate Directors.
- (1) such person is not a Director of the Company;
- (2) such person does not act as an alternate for more than one (1) Director of the Company;
- (3) the appointment is approved by a majority of the other members of the Board of Directors; and
- (4) any fee paid by the Company to the alternate shall be deducted from that Director's remuneration.

### MANAGING DIRECTOR AND EXECUTIVE DIRECTORS

90. Subject to the Applicable Laws and this Constitution, the Directors may from time to time appoint one or more of their body to be Managing Director or as executive directors on such terms and conditions as they think fit. Appointment of Managing Director and executive director.
91. A Director holding any such office as aforesaid shall not under any circumstances be remunerated by a commission on or a percentage of turnover of the Company. Managing Director's and executive director's remuneration.
92. A Managing Director or other executive director shall be subject to the control of the Board of Directors. 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. Managing Director's and executive director's powers.



## SECRETARY

93. The Secretary shall, and a joint or deputy or assistant secretary may be appointed by the Directors for such terms and at such remuneration and upon such conditions as they think fit, and any Secretary, joint or deputy or assistant secretary so appointed may be removed by them. An appointment of a Secretary or a joint or deputy or assistant secretary shall be in compliance with the Act and the persons so appointed shall not be disqualified to act under the Act. Appointment of Secretary.
94. (1) A provision of the Act or this Constitution requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by it being done by or to the same person acting both as Director and as, or in place of, the Secretary. Same person may not act as Director and Secretary simultaneously.
- (2) A provision of the Act or this Constitution requiring or authorising a thing to be done by or to the Secretary shall be satisfied by it being done by a joint or deputy or assistant secretary, if any, for the time being appointed by the Directors. Joint or deputy or assistant secretary.

## POWERS AND DUTIES OF DIRECTORS

95. (1) 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 by the Act or by this Constitution required to be exercised or done so by the Company in General Meeting, subject nevertheless to this Constitution, to the Act, and to such regulations, being not inconsistent with this Constitution or the Act, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. General powers of Company vested in Directors.
- (2) Subject to the Applicable Laws, the Directors may but are not obliged to pay pensions or allowances (either revocable or irrevocable and either subject or not subject to any terms or conditions) to any executive director on or at any time after his retirement from his office or employment under the Company or under any subsidiary company or on or after his death to his widow or other dependants. Directors may pay pension or allowance.
- (3) The Directors shall also have power to establish and maintain and to concur with subsidiary companies in establishing and maintaining any schemes or funds for providing pensions, sickness or compassionate allowance, life assurances or others benefits for staff (including any Director for the time being holding any executive office or any office of profit in the Company) or employees of the Company or of any such subsidiary company and for the widows or other dependants of such persons and to make contributions out of the Company's moneys for any such schemes or funds. Power to establish schemes or funds.
- (4) Any acquisition or disposal by the Directors of the Company's undertaking or property shall be made in accordance with the Act. Approval required for disposal of Company's undertaking or property by Directors.

96. The Directors may exercise all the powers of the Company to borrow or secure money, and to mortgage or charge its property and to issue Securities, whether outright or as a security for any debt, liability or obligation of the Company. Power of Directors to borrow.
97. (1) The Directors shall provide for the safe custody of the Seal which shall only be used by the authority of the Directors, or of a committee of the Directors authorised by the Directors on their behalf; and every instrument to which the Seal shall be affixed shall be signed by at least two authorised officers, one of whom shall be a Director and another counter-signatory shall be either the Secretary or the second Director or some other person appointed by the Directors for that purpose. Seal and official seal.
- (2) The Directors can use all the powers given under the Act for executing a document in accordance with the Act and such execution shall have the same effect as if the document is executed under the Seal of the Company.
98. 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. Official seal for use abroad.
99. The Company may exercise the powers conferred upon the Company by the Act with regard to the keeping of a branch register, and the Directors may (subject to the Act) make and vary such regulations as they may think fit in respect of the keeping of any such register. Branch register.
100. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts 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. Execution of negotiable instruments.
101. (1) The Directors may establish any local boards or agencies for managing any of the affairs of the Company, in any part of the world, and may appoint any persons to be members of such local boards, or any managers, inspectors, or agents, and may fix their remuneration and may delegate to any local boards, managers, inspectors, or agents, any of the powers, authorities and discretion vested in the Directors with power to sub-delegate, and may authorise 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 such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby. Local boards or agencies.
- (2) The Directors may by power of attorney under the Company's Seal or such other manner authorised by the Act, appoint any person or persons to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution), and for such period and subject to such conditions as the Directors may from time to time think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him. Power of attorney.
102. The office of a Director shall become vacant:- Vacation of office.
- (1) if he becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental disorder;

- (2) if he becomes bankrupt during his term of office;
- (3) if he absents himself from more than 50% of the total Board of Directors' meetings held during a financial year and that a waiver to exempt his attendance of less than 50% was not granted by Bursa Securities;
- (4) if he has retired in accordance with this Constitution but is not re-elected;
- (5) if the Board of Directors shall receive from his written notice of his resignation in accordance with the Act;
- (6) if he becomes prohibited from being Director by reason of any order made under the Act;
- (7) if he dies;
- (8) if he is removed by a resolution of the Company in General Meeting in accordance with the Act; or
- (9) if he is disqualified by any of the provisions of the Act.

### ROTATION OF DIRECTORS

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| 103. | An election of Directors shall take place each year at the Annual General Meeting of the Company where one-third of the Directors for the time being, or the number nearest to one-third, shall retire from office. All Directors (including Managing Director) shall retire from office at least once in every three (3) years. If there is only one (1) Director who is subjected to retirement by rotation, he shall retire. All Directors (including Managing Director) who retire from office shall be eligible for re-election.  | Rotation and retirement of Directors.                                    |
| 104. | The Directors to retire every year shall be those who have been longest in office since their last election or appointment. As between persons who become Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.  | Which Directors to retire.   |
| 105. | The Company at the Meeting at which a Director retires as aforesaid may fill the vacated office by appointing a person thereto, and in default the retiring Director shall be deemed to have been re-elected unless at such Meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the Meeting and the said resolution is not carried.  | Filling of vacancy.  |
| 106. | No person, not being a retiring Director, shall be eligible for appointment as a Director at any General Meeting unless a member intending to propose him has, at least eleven (11) clear days before the General Meeting, left at the Office a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such Member to propose him for election; provided that in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary, and notice of each and every candidature for election to the Board of Directors shall be served on the Members at least seven (7) days before the General Meeting at which the election is to take place. | Nomination of Director.  |
| 107. | The Directors shall have power at any time to elect any person to be a Director either to fill a casual vacancy or as an additional Director. 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 retirement of Directors by rotation at such Meeting.   | Directors' power to fill casual vacancy and make additional appointment. |

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| 108. | The Company may by ordinary resolution, of which twenty-eight (28) days' notice has been given to all Members entitled to receive notices, remove any Director before the expiration of his period of office, notwithstanding anything in this Constitution or in any agreement between the Company that such Director may have for damages for breach of any contract of service between him and the Company.   | Removal of Director.  |
| 109. | <p>(1) The Company may, subject to a twenty-eight (28) days' notice being given to all Members entitled to receive notices, by ordinary resolution appoint another person in place of a Director removed from office under the immediately preceding Rule. A person appointed in place of a Director so removed shall be treated, for the purpose of determining the time at which he is to retire, 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.</p> <p>(2) Notwithstanding Rule 110 of this Constitution, if a Director was appointed to represent the interests of any particular class of Members or debenture holders, the resolution to remove the Director shall not take effect until the Director's successor has been appointed.</p> <p>(3) Without prejudice to the powers of the Directors in this behalf, the Company may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.</p> | <p>Appointment of Director in place of one removed.</p> <p>When resolution to remove a Director to take effect.</p> <p>Company's power to fill vacancy or appoint Director.</p> |
| 110. | A motion for the election or re-election of two or more persons as Directors of the Company by a single resolution shall not be made at a General Meeting of the Company unless a resolution that it shall be so made has first been agreed to by the Meeting without any vote being given against it.   | Motion for appointment or reappointment of two or more Directors.   |

### PROCEEDINGS OF DIRECTORS

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| 111. | <p>(1) The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Until otherwise determined at least two (2) Directors must be present to form a quorum. Questions arising at any meeting shall be decided by a majority of votes.</p> <p>(2) In case of an equality of votes the Chairman shall have a second or casting vote. However, in the case of an equality of votes and where two (2) Directors form a quorum, the Chairman of a meeting at which only such a quorum is present, or at which only two (2) Directors are competent to vote on the question at issue shall not have a casting vote.</p> | Meetings and quorum for transaction of business. |
| 112. | A Director, or if requested by a Director to do so, a Secretary, may convene a meeting of the Directors by giving notice to every Director, and the notice shall include the date, day, time and place of the meeting and the matters to be discussed. Such notices may be given via telephone, internet-based communications or by any other electronic means. Any irregularity in the notice of meeting is waived if all Directors entitled to receive notice of the meeting attend the meeting without objection to the irregularity.  | Notice calling meeting of Directors.             |
| 113. | (1) The Directors may participate in a meeting of the Board of Directors or any committee of the Board of Directors by conference telephone, electronic or such other communication facilities which would permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously.   | Meetings by telephone, electronic means, etc.    |

- (2) Participation by a person in a meeting by conference, telephone, electronic or such other communication facilities shall be treated as presence in person by that person at the said meeting and shall be counted towards the quorum notwithstanding the fact that he is not physically present at the venue where the meeting is to be held.
- (3) For the avoidance of doubt, such a meeting shall be deemed to be held at the place where the Chairman of the meeting is at the start of the meeting.
114. The Directors may elect a Chairman and a Deputy Chairman of their meetings and determine the period for which they are respectively to hold office. The Deputy Chairman shall perform the duties of the Chairman during the Chairman's absence for any reason. The Chairman, or in his absence, the Deputy Chairman (if any), or in the event that there are more than one Deputy Chairman, the senior in appointment among them, shall preside at the meetings of the Directors. If such officers have not been appointed, or if no such officer is present within ten (10) minutes after the time appointed for holding the same, the Directors present shall choose one of their number to be chairman of the meeting. Chairman and Deputy Chairman.
115. The Directors may appoint such committees of the Directors consisting of such members of their body as they may from time to time think fit. Power to appoint committees.
116. The Directors may delegate any of their powers to the board committee appointed as aforesaid as they shall from time to time think fit. The board committee and any other committees so appointed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon them by the Board of Directors. Power to delegate powers to committees.
117. The meetings and proceedings of any such committee consisting of two or more Directors shall be governed by this Constitution and the Applicable Laws. Meeting of committee.
118. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the minimum number fixed by or in accordance with this Constitution, the continuing Director or Directors may, except in an emergency, act only for the purposes of increasing the number of Directors to such minimum number or summoning a General Meeting of the Company. Continuing Directors may appoint sufficient Directors to Board.
119. All acts bona-fide done by any meeting of Directors, or by a committee of Directors, or by any person acting as a Director, shall notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director. All bona-fide acts valid notwithstanding.
120. (1) A resolution in writing signed or assented to by all Directors then entitled to receive notice of meeting of the Directors (other than Directors who are required to abstain from voting pursuant to Rule 83(1) of this Constitution) shall be as valid and effective as if it had been passed at a meeting of the Directors duly convened and held. Resolution in writing.
- (2) Any such resolution may consist of several documents, including facsimile or other forms of electronic communications, in like form and each document shall be signed or assented to by one or more Directors (other than Directors who are required to abstain from voting pursuant to Rule 83(1) of this Constitution), all of which taken together and when delivered to the Secretary shall constitute one (1) and the same resolution.

121. The Directors shall cause proper minutes to be made in books to be provided for the purpose of all appointment of Directors and Secretaries made by the Directors, of the proceedings of all meeting of Directors and committee of Directors and of the attendances thereat, and of the proceedings of all Meetings of the Company, and all business transacted, resolutions passed and orders made at such Meetings, and any such minutes of any Meeting, if purported to be signed by the Chairman of such Meeting, or by the Chairman of the next succeeding Meeting of the Company or Directors or committee, as the case may be, shall be sufficient evidence without any further proof of the facts stated therein.
- Proper minutes of all appointment and proceedings.

## DIVIDENDS AND RESERVES

122. Subject to any rights or privileges for the time being attaching to any share in the capital of the Company having preferential or special rights in regard to dividend, the profits or other moneys of the Company available for dividend shall be applied in payment of dividends upon the shares of the Company in proportion to the amounts paid up or credited as paid up thereon respectively otherwise than in advance of calls.
- Payment of dividends.
123. The Directors may, subject to the Act and with the sanction of a General Meeting, from time to time declare dividends, if the Company is solvent, but no such dividend shall (except as by the Act expressly authorised) be payable otherwise than out of the profits of the Company. The Directors may if they think fit, and if in their opinion the position of the Company justifies such payment, from time to time declare an interim dividend. A declaration by the Directors as to the amount of the profits of other moneys at any time available for dividends shall be conclusive. The Directors may only authorise the payment of any dividends (including interim dividends) if the Directors are satisfied that the Company will be solvent after the payment of dividends is made.
- Declaration of dividend.
124. With the sanction of a General Meeting, dividends or bonuses may be paid wholly or in part in specie, and may be satisfied in whole or in part by the distribution amongst the Members in accordance with their rights of fully paid shares, debentures or other Securities of this or any other Company, or of any other property suitable for distribution as aforesaid. The Directors shall have full liberty to make all such valuations, adjustments and arrangements, and to issue all such certificates or documents of title as may in their opinion be necessary or expedient with a view to facilitating the equitable distribution amongst the Members of any dividends or portions of dividends to be satisfied as aforesaid or to giving them the benefit of their proper shares and interest in the property, and no valuation, adjustment or arrangement so made shall be questioned by any Member.
- Dividend in specie.
125. The Directors may from time to time set aside out of the profits of the Company and carry to reserve such sums as they think proper which, at the discretion of the Directors, shall be applicable for meeting contingencies or for the gradual liquidation of any debt or liability of the Company or for repairing or maintaining the works, plant and machinery of the Company or for special dividends or bonuses or for equalising dividends or for any other purposes to which the profits of the Company may properly be applied and pending such application may either be employed in the business of the Company or be invested. The Directors may divide the reserve into such special funds as they think fit, and may consolidate into one (1) fund in any special funds or any parts of any special funds into which the reserve may have been divided. The Directors may also without placing the same to reserve carry forward any profits which they may think not prudent to divide.
- Reserves.

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126. Notice of any dividend that may have been declared shall be given in manner hereinafter provided to such Members as are entitled under this Constitution to receive notices from the Company. Notice of dividend.
127. The Directors may deduct from any dividend or other moneys payable in respect of any shares held by a Member all such sums of money (if any) as may be due and payable by him to the Company on account of calls or otherwise in relation to the shares of the Company held by him. Debts may be deducted.
128. Any dividend or other moneys payable in cash on or in respect of a share may be paid by cheque, warrant or paid via electronic transfer of remittance as follows:- Payment by cheque or warrant or electronic transfer.
- (1) sent through the post directed to the registered address of a Member appearing on the Record of Depositors; or
- (2) sent or transmitted to such person entitled thereto, or, are entitled thereto in consequence of the death or bankruptcy of the holder or to any one (1) of such persons or to such persons and such address or to such account as such persons may by writing direct.
129. Every such cheque, warrant or electronic transfer of remittance shall be made payable to the order of the person to whom it is sent or transmitted or to such person as the Member may direct. Payment of the cheque, warrant or electronic transfer of remittance shall be a good discharge to the Company and every such cheque, warrant or electronic transfer of remittance shall be sent or remitted at the risk of person entitled to the money represented thereby. Payment and discharge.
130. Unless otherwise provided by the rights attached to shares or the terms of their issue, all dividends shall be declared and paid proportionately to the capital paid up on the shares on which the dividend is paid, but if any shares are issued on terms providing that they shall rank for dividend as from a specified date to a specified extent, they shall rank for dividend accordingly. Proportionality.
131. No unpaid dividend or other moneys payable on or in respect of a share shall bear interest as against the Company unless otherwise provided by the rights attached to the share. No interest on unpaid dividend.
132. All dividends unclaimed for one (1) year after having been declared may be invested or otherwise made use by the Directors for the benefit of the Company until claimed or paid pursuant to the Unclaimed Moneys Act 1965. Unclaimed dividends may be invested.

### **CAPITALISATION OF PROFITS AND RESERVES**

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

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- (2) Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the amounts resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures (if any) and generally shall do all acts and things required to give effect thereto, with full powers to the Directors to make such provisions by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the Members 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 capitalisation and any agreement made under such authority shall be effective and binding on all such Members.
- Fractional certificates.

### ACCOUNTS

134. The Directors shall cause proper books of account to be kept in accordance with the Applicable Laws which shall give a true and fair view of the state of the Company's affairs and explain its transactions.
- Books of account.
135. The books of account shall be kept at the Office or, subject to the Act, at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.
- Where to be kept.
136. No Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by the Act or authorised by the Directors or by ordinary resolution of the Company in General Meeting.
- Inspection by Members.
137. The Directors shall cause to be prepared financial statements in accordance with the Act. The interval between the close of a financial year of the Company and the issue of the audited financial statements, the Directors' and auditors' reports relating to it shall not exceed four (4) months.
- Audited financial statements and Directors and auditor's reports.
138. (1) A copy of every audited financial statements (including every document required by law to be annexed thereto) which is to be laid before the Company in the General Meeting, together with a copy of the auditor's report in printed form or in CD-ROM form or in such form of electronic media or any combination thereof, shall not less than twenty-one (21) days before the date of the Meeting be delivered or sent by post to every Member of and every holder of debentures of the Company, provided that this Constitution shall not require a copy of those documents to be sent to any Member of whose address the Company is not aware of.
- Members to have copies of accounts.
- (2) The requisite copies of each of the documents as referred to above shall at the same time be forwarded to Bursa Securities.

### AUDIT

139. Auditors shall be appointed, and their duties regulated, in accordance with the Act. No person may be appointed as auditors of the company if he cannot consent to be appointed as auditors under the Act.
- Audit provisions.



**NOTICE**

140. A notice shall be in writing and such notice may be served or delivered to any Member in the following manner at the election of the Company:
- How notices to be served on Members.
- (1) personally; or
  - (2) by sending it by post to the Member to his registered address or (if he has no registered address within Malaysia) to the address if any in Malaysia supplied by him to the Company as appearing in the Record of Depositors for the giving of notice to him; or
  - (3) by sending it using electronic communications; or
  - (4) in a combination of both by post and electronic communications.
141. Subject to the Applicable Laws in relation to the electronic communications, any notice or document (including the annual report) which is required or permitted to be given, sent or served under the Act or under this Constitution by the Company, or by its Directors, to the Member may be given, sent or served using electronic communications in the following manner:-
- Notice by way of electronic means.
- (1) to the electronic address provided by that Member to the Company. For clarity, the electronic contact details of a Member as provided to the Central Depository shall be deemed as the last known address provided by the Members to the Company for purposes of electronic communication with the Members; or
  - (2) by making it available on a website prescribed by the Company from time to time. For clarity, the Company shall separately and immediately notify the Member in writing (either by sending to the Member personally or through the post to his registered address, within Malaysia or using the electronic communications such as electronic mail or short messaging service) such publication of notice or document on the website and state the designated website link or address where a copy of the notice or document may be downloaded.
142. Any Member not resident in Malaysia or having an address for service in Malaysia shall, nevertheless give the Company an address within Malaysia at which notices and documents may be served upon him, failing which, he shall not be entitled to have served upon him any notice or document to which he is entitled under this Constitution. If a Member has no address within Malaysia and has not supplied to the Company an address within Malaysia for the giving of notices to him or the service of documents on him, notices may (but without it being obligatory for the Company to do so) be sent to him by such means as is determined appropriate by the Company at his address appearing on the Record of Depositors.
- Members abroad not entitled to notice unless they give address.
143. Any notice or document if sent by post shall be deemed to have been served by properly addressing, prepaying and posting a letter containing the notice or document, and to have been effected in the case of a notice of a Meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
- When notice by post deemed served.
144. (1) Any notice or document if given, sent or served by electronic communication to the electronic address of a Member shall be deemed to have been duly given, sent or served at the time of transmission of the electronic communication by the email server or facility operated by the Company or its service provider to the electronic address of such Member.
- When notice given by electronic means deemed served.

In the event that service of a notice or document pursuant to Rule 144(1) is unsuccessful, the Company must, within two (2) Market Days from discovery of delivery failure, make alternative arrangements for service by serving the notice or document in hardcopy in accordance with Rule 140(1) and Rule 140(2) of this Constitution.

- (2) Any notice or document if given, sent or served by publication on the Company's website shall be deemed to have been duly given, sent or served on the date the notice or document is first made available on the Company's website provided that the notification on the publication of notice or document on the website has been given pursuant to Rule 141(2) of this Constitution.

### WINDING UP

145. If the Company shall be wound up, subject to due provision being made satisfying the claims of any holders of shares having attached thereto any special rights in regard to the repayment of capital, the surplus assets shall be applied in repayment of the capital paid up or credited as paid up on the ordinary shares at the commencement of the winding-up. Distribution of assets.
146. If the Company shall be wound up, the liquidators may, with the sanction of a Special Resolution and any other sanction required by the Act, divide among the Members in specie any part of the assets of the Company, and any such division may be otherwise than in accordance with the existing rights of the Members, but so that, if any division is resolved on otherwise than in accordance with such rights, the Members shall have the same right of dissent and consequential rights as if such resolution was a Special Resolution passed pursuant to Section 457 of the Act. A Special Resolution sanctioning a transfer or sale to another company duly passed pursuant to the said section may in like manner authorise the distribution of any shares or other consideration receivable by the liquidators amongst the Members otherwise than in accordance with their existing rights; and any such determination shall be binding upon all the Members subject to the right of dissent and consequential rights conferred by the said Section. The liquidator also may, with the like sanction, vest the whole or any part of any assets in trustees upon such trusts for the benefit of contributories as the liquidator, with the like sanction, think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability. Distribution of assets in specie.

### INDEMNITY

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

### SECRECY

148. Save as may be expressly provided by the Act, no Member shall be entitled to require discovery of or any information in respect of any detail of the Company's trade or any matter which may be in the nature of a trade secret or secret process or which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in, or detrimental to, the interest of the members or of the Company to communicate to the public save as may be authorised by law. Secrecy clause.

### INFORMATION OF SHAREHOLDING

149. (1) The Company may by notice in writing require any Member within such reasonable time as specified in the notice:- Information of shareholding.
- (a) to inform the Company whether he holds any voting shares in the Company as beneficial owner or as trustee; and
- (b) if he holds them as trustee, to indicate so far as he can the persons for whom he holds them by name and by other particulars sufficient to enable those persons to be identified and the nature of their interest.
- (2) Where the Company is informed in pursuance of a notice given to any person hereof that any other person has an interest in any of the voting shares in the Company, the Company may by notice in writing require that other person within such reasonable time as is specified in the notice:-
- (a) to inform the Company whether he holds that interest as beneficial owner or as trustee; and
- (b) if he holds the interest as trustee, to indicate so far as he can the persons for whom he holds such interest by name and by other particulars sufficient to enable them to be identified and the nature of their interest.
- (3) The Company may by notice in writing require a Member to inform the Company, within such reasonable time as is specified in the notice, whether any of the voting rights carried by any voting shares in the Company held by him are the subject of an agreement or arrangement under which another person is entitled to control his exercise of those rights and, if so, to give particulars of the agreement or arrangement and the parties to such agreement or arrangement.

### ALTERATION OF CONSTITUTION

150. Subject to the Act, the Company may by Special Resolution add to, amend or delete any of these Rules of the Constitution. Alteration of Constitution.

### COMPLIANCE

151. The Company shall comply with the Applicable Laws as may be amended, modified or varied from time to time, the Central Depository and other appropriate authorities, to the extent required by the law, notwithstanding any provisions in this Constitution to the contrary.

### AUTHENTICATION OF DOCUMENTS

152. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the Constitution of the Company and any resolutions passed by the Company or the Directors and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are kept elsewhere than in the Office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid. Authentication of documents.

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

### **EFFECT OF THE LISTING REQUIREMENTS**

154. (1) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done.
- (2) Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done.
- (3) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
- (4) If the Listing Requirements require this Constitution to contain a provision and they do not contain such provision, this Constitution is deemed to contain that provision.
- (5) If the Listing Requirements require this Constitution not to contain a provision and they contain such a provision, this Constitution is deemed not to contain that provision.
- (6) If any provision of this Constitution is or becomes inconsistent with the Listing Requirements, this Constitution is deemed not to contain that provision to the extent of the inconsistency.
- Effect of the Listing Requirements.