

THIS CIRCULAR AND STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

Bursa Malaysia Securities Berhad ("Bursa Securities") has not perused the contents of this Circular and Statement as they are Exempt Circulars pursuant to Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.

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PENTAMASTER CORPORATION BERHAD

(Company No. 572307-U)

(Incorporated in Malaysia)

- PART A CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**
- PART B STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR PENTAMASTER CORPORATION BERHAD TO PURCHASE UP TO 10% OF ITS TOTAL NUMBER OF ISSUED SHARES**
- PART C CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED SHAREHOLDERS' MANDATE FOR PENTAMASTER CORPORATION BERHAD TO ADOPT A NEW CONSTITUTION**

The above proposals will be tabled as Special Businesses at Pentamaster Corporation Berhad's Seventeenth Annual General Meeting ("AGM") to be held at the Conference Room of Pentamaster Corporation Berhad at Plot 18 & 19, Technoplex, Medan Bayan Lepas, Taman Perindustrian Bayan Lepas, Phase IV, 11900 Penang on Monday, 10 June 2019 at 12.00 p.m. Notice convening the Seventeenth AGM of the Company is set out in the Annual Report 2018 of the Company despatched together with this Circular and Statement.

The Form of Proxy must be completed and lodged at the Registered Office of the Company at 35, 1st Floor, Jalan Kelisa Emas 1, Taman Kelisa Emas, 13700 Seberang Jaya, Penang not later than forty-eight (48) hours before the time appointed for holding the meeting. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

Last day and time for lodging the Form of Proxy : Saturday, 8 June 2019 at 12.00 p.m.
Date and time of AGM : Monday, 10 June 2019 at 12.00 p.m.

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular and Statement:-

Act	:	The Companies Act, 2016, or any statutory modification, amendment or re-enactment thereof for the time being in force
AGM	:	Annual General Meeting
Board	:	The board of directors of PCB and/or its subsidiaries
Bursa Securities or the Exchange	:	Bursa Malaysia Securities Berhad (635998-W)
Code	:	Malaysian Code on Take-overs and Mergers, 2016 including the Rules on Take-overs, Mergers and Compulsory Acquisitions and any amendments thereof that may be made from time to time
Director	:	Shall have the meaning given in Section 2 of the Act and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director of PCB or any other company which is its subsidiary or holding company, or a chief executive officer of the company, its subsidiary or holding company; and "Directors" shall be construed accordingly
EPS	:	Earnings per Share
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities as modified, varied, supplemented or replaced from time to time and including any Practice Notes issued in relation thereto
LPD	:	19 April 2019, being the latest practicable date prior to the printing of this Circular and Statement
M&A	:	The Memorandum and Articles of Association of PCB
Mandated Period	:	The period during which the recurrent related party transactions are to be entered into for which the Proposed Renewal Mandate for RRPT is sought. This period shall commence immediately upon passing of the resolution in respect of the Proposed Renewal Mandate for RRPT at the forthcoming AGM and shall continue to be in force until: (i) the conclusion of the next AGM; or (ii) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or (iii) revoked or varied by resolution passed by the shareholders in general meeting whichever is the earlier.
Market Day(s)	:	Any day(s) between Monday to Friday (inclusive), excluding public holidays, and a day on which Bursa Securities is open for trading of securities
MCCG	:	Malaysian Code on Corporate Governance issued on 26 April 2017
MDSB	:	Maarj Development Sdn Bhd (938497-M)

DEFINITIONS (con't)

NA	:	Net assets
OVSB	:	Origo Ventures (M) Sdn Bhd (1104082-X)
PCB or the Company	:	Pentamaster Corporation Berhad (572307-U)
PCB Group or the Group	:	PCB and its subsidiaries
PEMSB	:	Pentamaster Equipment Manufacturing Sdn Bhd (749166-A)
Person Connected	:	in relation to any person (referred to as "said Person") means such person who falls under any one of the following categories: (a) a family member of the said Person; (b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person, or a family member of the said Person, is the sole beneficiary; (c) a partner of the said Person; (d) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person; (e) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act; (f) a body corporate in which the said Person, or persons connected with the said Person are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or (g) a body corporate which is a related corporation of the said Person.
PIL	:	Pentamaster International Limited (MC-323853)
PISB	:	Pentamaster Instrumentation Sdn Bhd (637373-M)
RM and sen	:	Ringgit Malaysia and sen respectively
Proposals	:	Proposed Renewal of Mandate for RRPT, Proposed Share Buy-Back and Proposed Adoption of New Constitution
Proposed Adoption of New Constitution	:	Proposed revocation of the existing M&A in its entirety and in place thereof, the adoption of a new Constitution
Proposed Renewal of Mandate for RRPT	:	Proposed renewal of shareholders' mandate in respect of the Recurrent Related Party Transactions to be entered into during the Mandated Period
Proposed Share Buy-Back	:	Proposed renewal of shareholders' mandate for PCB to purchase up to 10% of its total number of issued shares
PSSSB	:	Pentamaster Smart Solution Sdn Bhd (625497-H)
PTSB	:	Pentamaster Technology (M) Sdn Bhd (336488-H)
Purchased Shares	:	Shares which may be purchased by the Company pursuant to the Proposed Share Buy-Back

DEFINITIONS (con't)

- Recurrent Related Party Transactions : Related Party Transactions involving recurrent transactions of a revenue or trading nature which are necessary for PCB Group's day to day operations and are in the ordinary course of business of the Group
- Related Party : A Director, major shareholder or Person Connected with such Director or major shareholder of PCB
- Related Party Transactions : A transaction entered into by PCB Group which involves the interest, direct or indirect, of a Related Party
- SC : Securities Commission
- Share(s) : Ordinary share(s) of PCB

For the purpose of this Circular and Statement, all references to a time of day shall be a reference to Malaysian time unless otherwise stated.

In this Circular and Statement, words importing the singular shall, where applicable, include the plural and vice versa. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall, where applicable, include corporations.

References to "we", "us", "our" and "ourselves" are to our Company, and where the context otherwise requires, our subsidiaries. All reference to "you" are to our shareholders.

For ease of reading, certain figures in this Circular and Statement have been rounded. Any discrepancy in the figures included in this Circular and Statement between the amounts stated and the totals thereof are due to rounding.

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PART A

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF
SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A
REVENUE OR TRADING NATURE**



PENTAMASTER CORPORATION BERHAD

(Company No. 572307-U)

(Incorporated in Malaysia)

Registered Office:

35, 1st Floor, Jalan Kelisa Emas 1,
Taman Kelisa Emas,
13700 Seberang Jaya, Penang.

29 April 2019

Board of Directors:

Chuah Choon Bin (*Non-Executive Chairman*)
Chuah Chong Ewe (*Chief Executive Officer*)
Loh Nam Hooi (*Independent Non-Executive Director*)
Leng Kean Yong (*Independent Non-Executive Director*)
Lee Kean Cheong (*Independent Non-Executive Director*)

To: The shareholders of Pentamaster Corporation Berhad

Dear Sir/Madam,

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

1. INTRODUCTION

The Company had at its AGM held on 8 June 2018, obtained a shareholders' mandate for the Company and/or its subsidiaries to enter into Recurrent Related Party Transactions of a revenue or trading nature which are necessary for day-to-day operations and are carried out in the ordinary course of business and on normal commercial terms that are not more favourable to the Related Parties than those generally available to the public.

The existing shareholders' mandate shall in accordance with the Listing Requirements expire at the conclusion of the forthcoming AGM unless, by a resolution passed at the meeting, the authority is renewed.

On 19 April 2019, the Company had announced its intention to seek shareholders' approval to renew the existing shareholders' mandate for Recurrent Related Party Transactions pursuant to Paragraph 10.09 of the Listing Requirements at the forthcoming AGM.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE DETAILS OF THE PROPOSED RENEWAL OF MANDATE FOR RRPT AND TO SEEK YOUR APPROVAL FOR THE RESOLUTION TO BE TABLED AT THE FORTHCOMING AGM OF THE COMPANY.

SHAREHOLDERS ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS TOGETHER WITH THE APPENDICES OF THIS CIRCULAR BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF MANDATE FOR RRPT AT THE FORTHCOMING AGM OF THE COMPANY.

2. DETAILS OF THE PROPOSED RENEWAL OF MANDATE FOR RRPT

2.1 Background information of provision imposed by the Listing Requirements on Related Party Transactions

Paragraph 10.09, Chapter 10 of the Listing Requirements states that with regard to related party transactions involving recurrent transactions of a revenue or trading nature which are necessary for the day-to-day operations the Company may seek a shareholders' mandate subject to the following:-

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and shall continue to be in force until:-
 - (i) the conclusion of the next AGM of the Company at which shareholders' mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
 - (ii) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - (iii) revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier.
- (c) a disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year, amongst others, based on the following information :-
 - (i) the type of the Recurrent Related Party Transactions made; and
 - (ii) the names of the related parties involved in each type of the Recurrent Related Party Transactions made and their relationship with the Company.
- (d) the Circular to shareholders for the shareholders' mandate shall include the information as may be prescribed by the Exchange;
- (e) in a meeting to obtain shareholders' mandate, the interested director, interested major shareholder or interested person connected with a director or major shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder, must not vote on the resolution approving the transactions. An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions; and
- (f) the Company must immediately announce to the Exchange when the actual value of a Recurrent Related Party Transaction entered into by the Company, exceeds the estimated value of the Recurrent Related Party Transaction disclosed in the circular to shareholders by 10% or more and must include the information as may be prescribed by the Exchange in its announcement.

2.2 Classes of Related Party and the nature of transactions

- (a) The principal activities of PCB are those of investment holding and the provision of management services.

The particulars of its subsidiary companies and their principal activities as at the LPD are as follows:-

Name of Company	Effective Equity Interest (%)	Principal Activities
<u>Subsidiaries of PCB</u>		
OVSB	100	Property project management activities
PSSSB	100	Designing and manufacturing of smart control solution systems
PIL	63.10	Investment Holding
<u>Indirect-held through PIL</u>		
PEMSB	100	Equipment design and manufacturing services and manufacturing of high precision machine parts
PISB	100	Designing and manufacturing of automated testing equipment and test and measurement system
PTSB	100	Design, manufacturing and installation of computerised automation systems and equipment.
<u>Subsidiary of PEMS B</u>		
Pentamaster Equipment Manufacturing, Inc	100	Providing of sales and support services

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- (b) The nature of the transactions by the company within the PCB Group with the related parties with whom the Recurrent Related Party Transactions will be carried out are tabulated as follows:

Nature of Transaction	Company in the Group involved	Interested Related Parties	Interested Directors/Major Shareholders and persons connected	Estimated value from forthcoming AGM to the next AGM ⁽³⁾ (RM)	2018 Shareholders' Mandate	
					Estimated Value (RM)	Actual Value ⁽⁴⁾ (RM)
Project management fee from the development project to be billed by OVSB to MDSB	OVSB	MDSB and Chuah Chong Boon ⁽¹⁾	Chuah Chong Ewe ⁽¹⁾	5,000,000 ⁽²⁾	5,000,000.00	1,500,000

Notes:

- (1) *Chuah Chong Ewe is an Executive Director and Chief Executive Officer of PCB and he has 4.55% direct interest in the ordinary shares of PCB, comprising of 14,390,246 ordinary shares as at LPD. He has no interest in the shareholding of MDSB. Chuah Chong Boon is Chuah Chong Ewe's brother. Chuah Chong Boon is a Director of MDSB and he has 49% indirect interest in MDSB. He has no interest in the shareholding of PCB. The principal activity of MDSB is property development.*
- (2) *The estimated value was arrived at based on expected milestones of the project timeline. The value of these transactions may vary from the estimate value disclosed above depending on progress of the project.*
- (3) *The next AGM will be held tentatively in June 2020.*
- (4) *Actual value of Recurrent Related Party Transactions from the date of the existing shareholders' mandate obtained at the last AGM held on 8 June 2018 up to LPD.*

- (c) The breakdown of the principal sum and interest for the total outstanding amount due under the Recurrent Related Party Transaction which exceeded the credit term for the financial year ended 31 December 2018 are as follows:-

Principal Sum (RM)	Late Payment Interest (RM)	Amount due which exceeded the credit term (RM)	
		≤ 1 year	> 1 year to 3 years
1,790,000	- ⁽¹⁾	1,500,000	290,000

Notes:

- (1) *Late payment charges has not been imposed and is subject to agreement with MDSB upon project account finalisation. OVSB's principal activity is property project management activities that complement with the Group's Smart Control Solution System division and it is paramount that OVSB completes its project successfully rather than earnings via late payment interest.*
- (2) *The Group has been constantly reviewing the account to ensure periodical payment by MDSB and payments were received periodically from MDSB.*
- (3) *The Board, having considered and being updated in every quarter of the outstanding amount, having considered all aspects including but not limited to the financial effect and risk associated with the project and MDSB, is of the opinion that the amount overdue is manageable and recoverable.*

2.3 Proposal for Renewal of Recurrent Related Party Transactions

Under Chapter 10 of the Listing Requirements, a listed company may seek a shareholders' mandate for recurrent transactions of a revenue or trading nature which are necessary for a listed company or its subsidiaries' day-to-day operations such as provision of services and supply of materials which may be carried out with the listed company's interested persons.

On 15 April 2015, OVSB was awarded a Project Finance and Management Contract by MDSB for the project management of a mixed development project in the new township of Tunjong held under title no 11792, Lot 13423, Mukim Kota, Jajahan Kota Bharu, Negeri Kelantan Darul Naim, with an approximate size of nine point eight eight (9.88) acres ("**Contract**"). The Gross Development Value for the development is approximately RM164 million and OVSB was awarded the project management based on the following remuneration of:

- (i) RM10 million payable progressively based on stage of work done of the development; and
- (ii) balance thereof upon practical completion of the development.

Total remuneration for the project management agreement shall equate to sixty per centum (60%) of the net profit generated from the development.

Pursuant to the Contract, it is anticipated that OVSB will bill MDSB progressively for services performed based upon completion of stages of work done ("**Progress Billings**"). As the Progress Billings involves the interest of a related party as set out in Section 2.2 above, it is deemed to be a recurrent related party transaction.

The Progress Billings will occur with some degree of frequency and could arise from time to time. As such, the Company proposes to seek a renewal of shareholders' mandate to enter into the abovementioned transactions.

2.4 Rationale and benefits for the Proposed Renewal of Mandate for RRPT

The Recurrent Related Party Transactions to be entered into by the PCB Group are recurring transactions of a revenue or trading nature which are necessary for its day-to-day operations and are in the ordinary course of business of the PCB Group.

The Progress Billings will be billed for services performed in the normal course of business in accordance with the terms of the Contract which was entered into prior to the acquisition of OVSB by PCB. The billings from OVSB to MDSB will contribute to the income stream and earnings of PCB Group and was one of the reasons for the acquisition of OVSB by PCB.

The transactions are likely to occur with some degree of frequency, and may arise from time to time, on an arm's length basis and on normal commercial terms and are on terms not more favourable to the Related Parties than those generally available to the public or unrelated third parties (and which are not to the detriment of the minority shareholders of the Company). As it would be prudent to raise the Progress Billings on a timely basis, it may be impractical to seek shareholders' approval on a case-by-case basis before entering into such Related Party Transactions.

The Proposed Renewal of Mandate for RRPT is intended to facilitate the Recurrent Related Party Transactions. The obtaining of the Proposed Renewal of Mandate for RRPT on an annual basis would eliminate the need to convene separate general meetings from time to time to seek shareholders' approval as and when potential Recurrent Related Party Transactions with the Related Party arise, thereby substantially reducing administrative time and expenses in convening such meetings, without compromising the corporate objectives or the interests of minority shareholders or adversely affecting the business opportunities available to the PCB Group.

2.5 Review Procedures

The PCB Group will adopt and implement the following procedures, to supplement existing management procedures for general transactions, to ensure that Recurrent Related Party Transactions are undertaken on transaction prices and on an arm's length basis and on normal commercial terms and are on terms not more favourable to the Related Parties than those generally available to the public or unrelated third parties (and which are not to the detriment of the minority shareholders of the Company).

- a) The Contract which gave rise to the Progress Billings was entered into on an arm's length basis between unrelated parties on normal commercial terms at a time prior to the acquisition of OVSB by PCB. Going forward, senior management will ensure that Progress Billings will be made in accordance with the terms of the Contract.
- b) The terms of any new Recurrent Related Party Transaction proposed to be entered into by PCB, or any of its subsidiaries, involving the interest of a related party will be submitted to the senior management in charge for their evaluation.
- c) The senior management in charge will compare the terms of the transaction with at least two other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities, wherever possible, to determine whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities. In the event that quotations or comparative pricing from unrelated third parties cannot be obtained for the proposed transactions, senior management will rely on the usual business practices of the Group. The methods and procedures on which transactions prices will be determined will take into consideration the terms and conditions, level of service or expertise required, quality, reliability and consistency of the products and services.

- d) If it is concluded by the senior management in charge that the Related Party Transaction is recurrent and is undertaken on an arm's length basis and on normal commercial terms and are on terms not more favourable to the Related Party than those generally available to the public or unrelated third parties, the senior management in charge will prepare and forward a report of their findings ("**Report**") to the Non-Executive Chairman (or in the case where the Non-Executive Chairman is directly interested, to any other non-interested Director for his or her approval).
- e) All Reports approved by the Non-Executive Chairman (or any other non-interested Director, as the case may be), will be submitted to the Audit Committee on a quarterly basis. The Audit Committee will review all submitted Reports and in turn report their findings to the Board of Directors.
- f) A compilation of all approved Reports will be maintained by the Company to record all Recurrent Related Party Transactions.
- g) The annual internal audit plan shall incorporate a review of Recurrent Related Party Transactions carried out to ensure that the relevant approvals have been obtained and the review procedures in respect of such transactions are adhered to.
- h) The Audit Committee shall review the internal audit reports to ascertain that the guidelines and procedures established to monitor Recurrent Related Party Transactions have been complied with and the review shall be done together with the review of the quarterly results.
- i) The Audit Committee shall review the procedures, and shall continue to review the procedures, as and when required, with the authority to sub-delegate to individuals or committees within the Company as they deem appropriate.
- j) If a member of the Board or the Audit Committee has an interest in the transaction to be reviewed by the Board or the Audit Committee as the case may be, he will abstain from any decision making by the Board or the Audit Committee in respect of the transaction.
- k) There is no specific threshold for approval of Recurrent Related Party Transactions within PCB Group. Transactions, where the value fall within the value approved per the shareholders' mandate, are approved by the Non-Executive Chairman. However, senior management will seek the approval of the Non-Executive Chairman and the Audit Committee before entering into any transaction that would cause the Group to exceed the estimated value approved per the shareholders' mandate.

2.6 Audit Committee Statement

The Audit Committee of the Company having reviewed the procedures mentioned in Section 2.5 above, is of the view that the Group has in place adequate procedures and processes to monitor, track and identify Recurrent Related Party Transactions in a timely and orderly manner. It is the view of the Audit Committee that the review procedures are sufficient to ensure that Recurrent Related Party Transactions are not more favourable to the related party than those generally available to the public and are not to the detriment of the minority shareholders and are in the best interest of the Group. These procedures and processes are reviewed on an annual basis.

Members of the Audit Committee who have interest in the recurrent related party transactions will abstain from participating in reviewing the relevant transactions.

3. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

The direct and/or indirect shareholdings in PCB of the interested directors, major shareholders and persons connected to them as at LPD are as follows:-

	No. of ordinary shares held in PCB			
	Direct	%	Indirect	%
Interested Director of PCB				
Chuah Chong Ewe	14,390,246	4.55	-	-

The direct and/or indirect shareholdings in PCB of other directors, major shareholders and persons connected to them as at LPD are as follows:-

	No. of ordinary shares held in PCB			
	Direct	%	Indirect	%
Other Directors of PCB				
Chuah Choon Bin	62,186,720	19.64	61,560 ⁽¹⁾	0.02
Loh Nam Hooi	194,400	0.06	-	-
Leng Kean Yong	-	-	-	-
Lee Kean Cheong	-	-	-	-
Major shareholder of PCB				
Kumpulan Wang Persaraan (Diperbadankan)	21,888,500	6.91	9,284,300 ⁽²⁾	2.93

MDSB does not have any direct or indirect shareholding in PCB.

Notes:

⁽¹⁾ Deemed interested through the shareholding of his spouse pursuant to Section 59(11)(c) of the Act.

⁽²⁾ Shares held by Kumpulan Wang Persaraan (Diperbadankan)'s Fund Manager.

The interested Director, namely, Chuah Chong Ewe has abstained and shall continue to abstain from all Board deliberations in relation to his respective direct or indirect interests in the Board meetings on the Proposed Renewal of Mandate for RRPT.

The interested Director, namely, Chuah Chong Ewe will also abstain from voting in respect of his direct and indirect shareholdings on the relevant resolution in which he is interested in, pertaining to the Proposed Renewal of Mandate for RRPT to be tabled at the forthcoming AGM.

In addition, the interested Director, namely, Chuah Chong Ewe has undertaken that he will ensure that persons connected to him as defined in the Listing Requirements will abstain from voting in respect of their direct and indirect shareholdings on the relevant resolution in which he is interested in, pertaining to the Proposed Renewal of Mandate for RRPT at the forthcoming AGM.

Save as disclosed herein, none of the other Directors, major shareholders and/or persons connected with the Directors or major shareholders as defined in the Listing Requirements have any interest, direct or indirect, in the Proposed Renewal of Mandate for RRPT.

4. APPROVAL REQUIRED

The Proposed Renewal of Mandate for RRPT is subject to approval being obtained from the shareholders of PCB at the forthcoming Seventeenth AGM of the Company.

5. EFFECTS OF THE PROPOSED RENEWAL OF MANDATE FOR RRPT

The Proposed Renewal of Mandate for RRPT will not have any impact on the share capital and substantial shareholders' shareholdings of the Company and net tangible assets and earnings of PCB Group.

6. DIRECTORS' RECOMMENDATION

The Board (save for Chuah Chong Ewe who is deemed interested in the Proposed Renewal of Mandate for RRPT as mentioned in Section 3 above and has abstained from forming an opinion) is of the opinion that the Proposed Renewal of Mandate for RRPT is fair, reasonable and in the best interests of the Company's shareholders and the Group.

With the exception of Chuah Chong Ewe who is deemed interested in the Proposed Renewal of Mandate for RRPT as mentioned in Section 3 above and has therefore refrained from making any recommendation in respect of the resolution, your Directors recommend that you vote in favour of the ordinary resolution on the Proposed Renewal of Mandate for RRPT to be tabled at the forthcoming AGM.

7. ANNUAL GENERAL MEETING

The notice dated 29 April 2019 convening the Seventeenth AGM of the Company to, inter alia, consider and if thought fit, pass with or without modifications, the ordinary resolution on the Proposed Renewal of Mandate for RRPT together with the Form of Proxy are enclosed. The AGM will be held at the Conference Room of PCB at Plot 18 & 19, Technoplex, Medan Bayan Lepas, Taman Perindustrian Bayan Lepas, Phase IV, 11900 Penang on Monday, 10 June 2019 at 12.00 p.m.

If you are unable to attend and vote in person at the AGM, you may complete, sign and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the registered office of the Company at 35, 1st Floor, Jalan Kelisa Emas 1, Taman Kelisa Emas, 13700 Seberang Jaya, Penang not less than 48 hours before the time fixed for the meeting. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the AGM should you subsequently decide to do so.

8. FURTHER INFORMATION

Shareholders are advised to refer to Appendix I and II of this Circular and Statement for further information.

Yours faithfully
For and on behalf of the Board
PENTAMASTER CORPORATION BERHAD

Chuah Choon Bin
Non-Executive Chairman

PART B

**STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF
SHAREHOLDERS' MANDATE FOR PENTAMASTER CORPORATION BERHAD TO PURCHASE UP TO
10% OF ITS TOTAL NUMBER OF ISSUED SHARES**



PENTAMASTER CORPORATION BERHAD
(Company No.: 572307-U)
(Incorporated in Malaysia)

Registered Office:

35, 1st Floor, Jalan Kelisa Emas 1
Taman Kelisa Emas
13700 Seberang Jaya, Penang

29 April 2019

Board of Directors:

Chuah Choon Bin (*Non-Executive Chairman*)
Chuah Chong Ewe (*Chief Executive Officer*)
Loh Nam Hooi (*Independent Non-Executive Director*)
Leng Kean Yong (*Independent Non-Executive Director*)
Lee Kean Cheong (*Independent Non-Executive Director*)

To: The shareholders of Pentamaster Corporation Berhad

Dear Sir/Madam,

PROPOSED SHARE BUY-BACK

1. INTRODUCTION

On 19 April 2019, PCB announced that the Company proposed to seek shareholders' approval for the proposed purchase by the Company of its own Shares of up to ten percent (10%) of the total number of issued Shares of the Company at the forthcoming Seventeenth AGM of the Company.

THE PURPOSE OF THIS STATEMENT IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION IN RELATION TO THE PROPOSED SHARE BUY-BACK, TO SET OUT YOUR BOARD'S RECOMMENDATION THEREON AND TO SEEK YOUR APPROVAL FOR THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED SHARE BUY-BACK TO BE TABLED AT THE FORTHCOMING SEVENTEENTH AGM OF THE COMPANY.

SHAREHOLDERS ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS TOGETHER WITH THE APPENDICES OF THIS STATEMENT BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED SHARE BUY-BACK AT THE FORTHCOMING AGM OF THE COMPANY.

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2. DETAILS OF THE PROPOSED SHARE BUY-BACK

2.1 Quantum

The Company proposes to seek the approval from its shareholders to purchase its own Shares of up to a maximum of ten percent (10%) of the total number of issued shares of the Company at any point in time subject to compliance with Section 127 of the Act, the Listing Requirements and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities.

As at the LPD, the issued capital of the Company was RM79,303,370 comprising of 316,585,424 Shares. As an illustration, based on the total number of issued Shares as at the LPD, the maximum number of Shares that can be purchased by the Company will be 31,658,500 Shares (rounded to the nearest board lot).

In the event the Company resell, distribute or cancel all or part of the treasury shares, the Company may further purchase such additional number of Shares provided that the total number of Purchased Shares, including Shares held as treasury shares then, does not exceed 10% of the total number of issued shares of the Company at the time of such purchase.

2.2 Duration of mandate

The approval from the shareholders for the Proposed Share Buy-Back will be effective immediately upon the passing of the ordinary resolution for the Proposed Share Buy-Back at the forthcoming Seventeenth AGM and will continue to be in force until -

- (a) the conclusion of the next AGM of the Company at which such Proposed Share Buy-Back was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in general meeting,

whichever occurs first.

2.3 Funding

Paragraph 12.10 of the Listing Requirements stipulates that a listed issuer must ensure that the proposed purchase of its own shares is made wholly out of retained profits of the listed issuer. Accordingly, the maximum amount of funds to be utilised by the Company for the Proposed Share Buy-Back will not exceed the Company's retained profits. Based on the Company's latest audited financial statements as at 31 December 2018, the retained profits of the Company stood at RM139,080,417 as at that date.

The funding of the Proposed Share Buy-back will be from internally generated funds and/or external borrowings, the proportion of which to be utilised will depend on the actual number of Shares to be purchased, the price of the Shares and the availability of funds of the Group at the time of purchase. In the event that borrowings are used for the Proposed Share Buy-Back, the amount of borrowings will depend on the amount of Shares to be purchased by the Company and the appropriate borrowing capacity of the Group. The Board will ensure that the Group will have sufficient funds to repay the external borrowings and interest expense and that the repayment of such borrowings would not have any material effect on the cash flow of the Group.

The actual number of Shares to be purchased, the total amount of funds involved for each purchase and the timing of the purchase(s) will depend on the market conditions and sentiments of the stock market, the available financial resources of the Group and the financial resources available to the Group. Based on the audited consolidated financial statements as at 31 December 2018, the Group has a cash and cash equivalent balance of RM324,653,223 as at that date.

2.4 Treatment of the Purchased Shares

The Shares purchased by the Company may be dealt with by the Board in accordance with Section 127 of the Act, in the following manner:-

- (a) to cancel the Shares so purchased; or
- (b) to retain the Shares so purchased as treasury shares; or
- (c) to retain part of the Shares so purchased as treasury shares and cancel the remainder.

Where any of the Purchased Shares are held as treasury shares, the Board may –

- (a) distribute the Shares as dividends to shareholders;
- (b) resell the Shares or any of the Shares in accordance with the relevant rules of Bursa Securities;
- (c) transfer the Shares or any of the Shares for the purpose of or under an employees' share scheme;
- (d) transfer the Shares or any of the Shares as purchase consideration;
- (e) cancel the Shares or any of the Shares; or
- (f) sell, transfer or otherwise use the Shares for such other purposes as the minister charged with the responsibility for companies may by order prescribe.

The Company may have the opportunity to realise gains if Purchased Shares which are held as treasury shares are resold on Bursa Securities at a price higher than the purchase price. The decision whether to retain the Purchased Shares as treasury shares, to cancel the Shares purchased, to utilise the Purchased Shares for other permitted purposes or any combination thereof, will be made by the Board at the appropriate time.

While the Purchased Shares are held as treasury shares, the rights attached to them in relation to voting, dividends and participation in any other distribution or otherwise will be suspended. The treasury shares shall not be taken into account in calculating the number or percentage of Shares or of a class of Shares in the Company for any purposes including substantial shareholding, take-overs, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on the resolution at a meeting.

2.5 Pricing

The purchase by the Company of its own Shares will be carried out through Bursa Securities through one or more appointed stockbrokers.

Pursuant to the Listing Requirements, the Company may only purchase its own shares at a price which is not more than fifteen percent (15%) above the weighted average market price of the Shares for the past five (5) Market Days immediately preceding the date of the purchase(s).

In the case of resale of the treasury shares, the Company may only resell the Purchased Shares held as treasury shares on Bursa Securities at a price which is:-

- (a) not less than the weighted average market price of the Shares for the past five (5) Market Days immediately preceding the date of resale; or
- (b) not less than 5% below the weighted average market price of the Shares for the past five (5) Market Days immediately preceding the date of resale provided that :-
 - (i) the resale take place no earlier than 30 days from the date of purchase; and
 - (ii) the resale price is not less than the cost of purchase of the Shares being resold.

3. RATIONALE AND POTENTIAL ADVANTAGES AND DISADVANTAGES FOR THE PROPOSED SHARE BUY-BACK

3.1 Rationale

The Proposed Share Buy-Back would enable the Company to purchase its own Shares from the open market to capitalise on market inefficiencies and to act in the best interest of the Company. The Proposed Share Buy-Back, if implemented, may stabilise the supply and demand of the Shares, which may subsequently have a favourable effect on the market price for the Shares.

3.2 Potential advantages and disadvantages

The potential advantages of the Proposed Share Buy-Back to the Company and its shareholders are:

- (a) It may allow the Company to take preventive measures against speculation particularly when its Shares are undervalued which would in turn stabilise the market price of the Shares and hence, enhance investors' confidence;
- (b) If the Purchased Shares are cancelled, the EPS will be enhanced and shareholders may enjoy an increase in the value of their investment in PCB ; and
- (c) If the Purchased Shares are held as treasury shares, it will provide the Board with an option to sell the Purchased Shares at a higher price than their purchase price and realise an exceptional gain for the Company. Alternatively, the Purchased Shares may be distributed to shareholders as share dividends and serve as a reward to the shareholders of the Company.

The potential disadvantages of the Proposed Share Buy-Back to the Company and its shareholders are:-

- (a) It will reduce the financial resources of the Group and may result in the Group forgoing better investment opportunities that may emerge in the future;
- (b) As the Proposed Share Buy-Back will be made out of retained earnings of the Company, it may result in the reduction of financial resources available for distribution to shareholders in the immediate future; and
- (c) The Proposed Share Buy-Back may deprive the Group of interest income that can be derived from the funds utilised for the Proposed Share Buy-Back. If the Proposed Share Buy-Back is financed through bank borrowings, the Group will have to service interest obligations.

4. FINANCIAL EFFECTS OF THE PROPOSED SHARE BUY-BACK

The financial effects of the Proposed Share Buy-Back are as follows:-

4.1 Share Capital

The effects of the Proposed Share Buy-Back on the issued and paid-up share capital of the Company will depend on whether the Purchased Shares are cancelled or retained as treasury shares.

If the Purchased Shares are retained as treasury shares, resold or distributed to the shareholders, the Proposed Share Buy-Back will not have any effect on the issued and paid up share capital of the Company.

In the event that the Proposed Share Buy-Back is carried out and the Purchased Shares are cancelled, the issued and paid-up share capital of the Company will be reduced by the number of Purchased Shares so cancelled.

Strictly for illustrative purposes only, based on the assumption that the Proposed Share Buy-Back is carried out in full and all the Purchased Shares are cancelled, the effect of the Proposed Share Buy-Back are as follows:

	No. of Shares
Total number of issued Shares as at LPD	316,585,424
Cancellation of Purchased Shares ⁽¹⁾	(31,658,500)
Total number of issued Shares after the Proposed Share Buy-Back and cancellation of Purchased Shares	284,926,924

Note:

(1) Assuming that the total number of Purchased Shares is based on the maximum 10% of the total number of issued Shares of the Company and all Purchased Shares are cancelled.

4.2 NA and NA per Share

The effect of the Proposed Share Buy-Back on the NA and NA per Share of the Group will depend on treatment of the Purchased Shares, the purchase prices of the Shares, the number of Shares purchased and the effective cost of funding to the Group to finance the purchase of Shares or any loss in interest income to the Group.

If all the Purchased Shares are cancelled, the Proposed Share Buy-Back will reduce the NA per Share of the Group if the purchase price per Share exceeds the NA per Share at the time of the purchase, and vice versa.

The NA of the Group will decrease if the Purchased Shares are retained as treasury shares due to the requirement for treasury shares to be carried at cost and to be offset against equity, resulting in a decrease in the NA of the Group by the cost of the treasury shares.

In the event the treasury shares are resold on Bursa Securities, the NA per Share of the Group will increase if the Company realises a gain from the resale, and vice versa. If the treasury shares are distributed as share dividends, the NA per Share of the Group will decrease by the cost of the treasury shares.

4.3 Working capital

The Proposed Share Buy-Back will reduce the working capital of the Group, the quantum of which will depend on the prices at which the Purchased Shares are purchased and the number of Shares purchased.

If Purchased Shares which are kept as treasury shares are resold, the working capital of the Group will increase upon the receipt of the proceeds of the resale. The quantum of such increase will depend on the actual selling price(s) of the treasury shares and the number of treasury shares resold.

4.4 EPS

The effects of the Proposed Share Buy-Back on the EPS of the Group will depend on the purchase price(s) of the Shares, the number of Shares purchased and the effective funding cost to the Group. The effective reduction in the total number of issued Shares of the Company pursuant to the Proposed Share Buy-Back will, generally, all else being equal, have a positive impact on the EPS of the Group.

5. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS

The effects of the Proposed Share Buy-Back on the Directors' and substantial shareholders' shareholding based on the Company's Register of Directors and Register of Substantial Shareholders as at LPD, assuming the Proposed Share Buy-back is implemented in full and the Shares are purchased from shareholders other than the Directors and substantial shareholders, are as follows:

Directors	As at LPD				After the Proposed Share Buy-Back			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Chuah Choon Bin	62,186,720	19.64	61,560 ⁽¹⁾	0.02	62,186,720	21.83	61,560 ⁽¹⁾	0.02
Chuah Chong Ewe	14,390,246	4.55	-	-	14,390,246	5.05	-	-
Loh Nam Hooi	194,400	0.06	-	-	194,400	0.07	-	-
Leng Kean Yong	-	-	-	-	-	-	-	-
Lee Kean Cheong	-	-	-	-	-	-	-	-

Substantial shareholders	As at LPD				After the Proposed Share Buy-Back			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Chuah Choon Bin	62,186,720	19.64	61,560 ⁽¹⁾	0.02	62,186,720	21.83	61,560 ⁽¹⁾	0.02
Kumpulan Wang Persaraan (Diperbadankan)	21,888,500	6.91	9,284,300 ⁽²⁾	2.93	21,888,500	7.68	9,284,300 ⁽²⁾	3.26

Notes:

(1) Deemed interested through the shareholding of his spouse pursuant to Section 59(11)(c) of the Act.

(2) Shares held by Kumpulan Wang Persaraan (Diperbadankan)'s Fund Manager.

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6. IMPLICATIONS RELATING TO THE CODE

The Code applies in the situation where a shareholder acquires more than 33% of the voting shares of a company or where a shareholder holding more than 33% but less than 50% of the voting shares of a company, increases his votings shares in the company by more than 2% within a period of six (6) months. In such an event, there is an obligation on the person to extend a mandatory take-over offer to acquire the remaining shares not already held by the said person and persons acting in concert with him (“**Mandatory Offer**”).

As at LPD, the largest shareholder of PCB, namely Chuah Choon Bin holds approximately 19.64% of the voting shares of PCB. In the event that PCB implements the Proposed Share Buy-Back in full, his shareholding will increase to 21.83%

Based on the above, the Proposed Share Buy-Back has no implication on the shareholders of PCB under the Code as no shareholder’s shareholding will exceed 33% of the total voting shares of PCB in the event PCB implements the Proposed Share Buy-Back in full.

The Board does not intend to undertake the Proposed Share Buy-Back such that it will trigger any obligation to undertake a Mandatory Offer. However, in the event an obligation to undertake a Mandatory Offer is to arise with respect to any party resulting from the Proposed Share Buy-Back, the relevant party may make the necessary application to the SC for an exemption from undertaking a Mandatory Offer.

7. PURCHASES, RESALE OR CANCELLATION OF SHARES DURING THE FINANCIAL YEAR ENDED 31 DECEMBER 2018

The Company has not purchased any of its own Shares during the financial year ended 31 December 2018. Consequently there were no retention, resale or cancellation of treasury shares during the said period.

8. HISTORICAL SHARE PRICES

The monthly highest and lowest prices of PCB Shares as traded on the Main Market of Bursa Securities for the last 12 months from April 2018 to March 2019 are as follows:

	High RM	Low RM
2018		
April	2.27	1.70
May	2.44	1.85
June	2.59	2.19
July	2.94	2.37
August	3.48	2.84
September	3.75	3.25
October	3.87	2.81
November	3.63	3.01
December	3.24	2.45
2019		
January	3.28	2.30
February	3.46	3.08
March	3.41	3.34

(Source: Morningstar)

The last transacted price of PCB Shares on the LPD was RM4.22.

9. PUBLIC SHAREHOLDING SPREAD

As at LPD, the Record of Depositors of PCB showed that 239,730,937 shares representing approximately 75.72% of the issued and paid-up share capital were held by 4,040 public shareholders holding not less than 100 Shares. The Board undertakes that the Proposed Share Buy-Back will be conducted in accordance with the laws and regulations prevailing at the time of the purchase including compliance with the 25% public shareholding spread as required by the Listing Requirements.

10. APPROVAL REQUIRED

The Proposed Share Buy-Back is conditional upon the approval of the shareholders of PCB being obtained at the forthcoming Seventeenth AGM of the Company.

11. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

Save for the consequential increase in the percentage shareholdings and/or voting rights of the shareholders of PCB as a result of the Proposed Share Buy-Back, none of the Directors and/or major shareholders and/or persons connected with the Directors or major shareholders of PCB have any interest, direct or indirect, in the Proposed Share Buy-Back or the resale of treasury shares (if any).

12. DIRECTORS' RECOMMENDATION

The Board, having considered all aspects of the Proposed Share Buy-Back, is of the opinion that the Proposed Share Buy-Back is in the best interest of the Company and its shareholders.

Accordingly, your Board recommends that you vote in favour of the resolution pertaining to the Proposed Share Buy-Back to be tabled at the forthcoming Seventeenth AGM of the Company.

13. ANNUAL GENERAL MEETING

The notice dated 29 April 2019 convening the Seventeenth AGM of the Company to, inter alia, consider and if thought fit, pass with or without modifications, the ordinary resolution on the Proposed Share Buy-Back together with the Form of Proxy are enclosed. The AGM will be held at the Conference Room of PCB at Plot 18 & 19, Technoplex, Medan Bayan Lepas, Taman Perindustrian Bayan Lepas, Phase IV, 11900 Penang on Monday, 10 June 2019 at 12.00 p.m.

If you are unable to attend and vote in person at the AGM, you may complete, sign and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the registered office of the Company at 35, 1st Floor, Jalan Kelisa Emas 1, Taman Kelisa Emas, 13700 Seberang Jaya, Penang not less than 48 hours before the time fixed for the meeting. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the AGM should you subsequently decide to do so.

14. FURTHER INFORMATION

Shareholders are advised to refer to Appendix I and III of this Circular and Statement for further information.

Yours faithfully
For and on behalf of the Board
PENTAMASTER CORPORATION BERHAD

Chuah Choon Bin
Non-Executive Chairman

PART C

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED SHAREHOLDERS' MANDATE
FOR PENTAMASTER CORPORATION BERHAD TO ADOPT A NEW CONSTITUTION**



PENTAMASTER
PENTAMASTER CORPORATION BERHAD
(Company No. 572307-U)
(Incorporated in Malaysia)

Registered Office:

35, 1st Floor, Jalan Kelisa Emas 1,
Taman Kelisa Emas,
13700 Seberang Jaya, Penang.

29 April 2019

Board of Directors:

Chuah Choon Bin (*Non-Executive Chairman*)
Chuah Chong Ewe (*Chief Executive Officer*)
Loh Nam Hooi (*Independent Non-Executive Director*)
Leng Kean Yong (*Independent Non-Executive Director*)
Lee Kean Cheong (*Independent Non-Executive Director*)

To: The shareholders of Pentamaster Corporation Berhad

Dear Sir/Madam,

PROPOSED ADOPTION OF NEW CONSTITUTION

1. INTRODUCTION

On 19 April 2019, the Company had announced its intention to seek shareholders' approval for the Proposed Adoption of New Constitution.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE DETAILS OF THE PROPOSED ADOPTION OF NEW CONSTITUTION AND TO SEEK YOUR APPROVAL FOR THE RESOLUTION TO BE TABLED AT THE FORTHCOMING AGM OF THE COMPANY.

SHAREHOLDERS ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS TOGETHER WITH THE APPENDICES OF THIS CIRCULAR BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED ADOPTION OF NEW CONSTITUTION AT THE FORTHCOMING AGM OF THE COMPANY.

2. DETAILS OF THE PROPOSED ADOPTION OF NEW CONSTITUTION

The Board of Directors proposed that the Company revokes its existing M&A in its entirety with immediate effect and in place thereof, adopt a new Constitution, taking into account the provisions of the Act, the Listing Requirements and MCGG.

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

3. RATIONALE FOR THE PROPOSED ADOPTION OF NEW CONSTITUTION

The Proposed Adoption of New Constitution is primarily for the purposes of streamlining the Company's M&A to be in line with the Act, which was implemented with effect from 31 January 2017, the Listing Requirements and MCGG.

The Proposed Adoption of New Constitution is also undertaken to provide clarity to certain provisions and for better flow of sentences and categories.

4. EFFECTS OF THE PROPOSED ADOPTION OF NEW CONSTITUTION

The Proposed Adoption of New Constitution will not have any effect on the issued share capital, substantial shareholders' shareholdings, net assets, gearing or earning per share of the Company.

5. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

None of the Directors, major shareholders and/or persons connected with them has any interest, direct or indirect, in the Proposed Adoption of New Constitution.

6. APPROVAL REQUIRED

The Proposed Adoption of New Constitution is conditional upon approval of the shareholders of PCB being obtained at the forthcoming Seventeenth AGM of the Company.

7. DIRECTORS' RECOMMENDATION

The Board, having considered all aspects of the Proposed Adoption of New Constitution, is of the opinion that the Proposed Adoption of New Constitution is in the best interest of the Company and its shareholders.

Accordingly, your Board recommends that you vote in favour of the resolution pertaining to the Proposed Adoption of New Constitution to be tabled at the forthcoming Seventeenth AGM of the Company.

8. ANNUAL GENERAL MEETING

The notice dated 29 April 2019 convening the Seventeenth AGM of the Company to, inter alia, consider and if thought fit, pass with or without modifications, the special resolution on the Proposed Adoption of New Constitution together with the Form of Proxy are enclosed. The AGM will be held at the Conference Room of PCB at Plot 18 & 19, Technoplex, Medan Bayan Lepas, Taman Perindustrian Bayan Lepas, Phase IV, 11900 Penang on Monday, 10 June 2019 at 12.00 p.m.

If you are unable to attend and vote in person at the AGM, you may complete, sign and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the registered office of the Company at 35, 1st Floor, Jalan Kelisa Emas 1, Taman Kelisa Emas, 13700 Seberang Jaya, Penang not less than 48 hours before the time fixed for the meeting. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the AGM should you subsequently decide to do so.

9. FURTHER INFORMATION

Shareholders are advised to refer to Appendix I, IV and V of this Circular and Statement for further information.

Yours faithfully
For and on behalf of the Board
PENTAMASTER CORPORATION BERHAD

Chuah Choon Bin
Non-Executive Chairman

APPENDIX I

GENERAL INFORMATION

1. DIRECTORS' RESPONSIBILITY

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

2. MATERIAL LITIGATION

As at the date of this Circular and Statement, PCB Group is not engaged in any material litigation, claim or arbitration either as plaintiff or defendant and the Directors of PCB are not aware of any proceedings pending or threatened against the Company and its subsidiary companies or of any facts likely to give rise to any proceedings which might materially or adversely affect the position or business of the PCB Group.

3. MATERIAL CONTRACTS

Save as disclosed below, as at the LPD, PCB Group has not entered into any material contracts (not being contracts entered into in the ordinary course of business) for the past two (2) years preceding the date of this Circular and Statement:

- (a) a sale and purchase agreement dated 17 July 2017 entered into between the Company as vendor and PIL as purchaser, pursuant to which PIL agreed to purchase and the Company agreed to sell 13,160,000 ordinary shares of PEMS, 300,000 ordinary shares of PISB and 2,400,000 ordinary shares of PTSB at a total consideration of MYR86,776,487 to be satisfied by the issue of 999 Shares by PIL to the Company ("**Internal Reorganisation**");
- (b) a sale and purchase agreement dated 17 July 2017 entered into between the Company as vendor and GEMS Opportunities Limited Partnership ("**GEMS**") as purchaser, pursuant to which GEMS agreed to purchase and the Company agreed to sell 74 ordinary shares of HKD0.01 each in PIL ("**PIL Share(s)**") representing 7.40% of equity interest in PIL, after the Internal Reorganisation, for a total cash consideration of RM25,500,000;
- (c) the deed of indemnity dated 20 December 2017 and executed by the Company as indemnifier in favour of PIL (for itself and as trustee for each of PIL's present subsidiaries) to provide indemnities in respect of, among other matters, taxation resulting from income, profits or gains earned, accrued or received as well as any property claim to which any member of our Group may be subject and payable on or before the date when the share offer becomes unconditional;
- (d) the deed of non-competition dated 20 December 2017 and executed by the Company in favour of PIL (for itself and on behalf of its subsidiaries) ("**Deed of Non-Competition**") that it will not, and will procure its close associates (other than members of our Group) not to directly or indirectly be involved in or undertake any business that directly or indirectly competes, or may compete, with the business of PIL and its subsidiaries ("**PIL Group**") or undertaking (the "**Restricted Activity**") or hold shares or interest in any companies or business that compete directly or indirectly with the business engaged by PIL Group from time to time except where the Company holds less than 5.0% of the total issued share capital of any company (whose shares are listed on the The Stock Exchange of Hong Kong Limited or any other stock exchange) which is engaged in any business that is or may be in competition with any business engaged by any member of PIL Group and they do not control 10.0% or more of the board of directors of such company.

- (e) the conditional underwriting agreement relating to the public offer of 36,800,000 PIL Shares by PIL ("**Public Offer**") dated 28 December 2017 entered into, amongst others, by PIL, the Company, Executive Directors of PIL, the sponsor, the joint lead managers and the Public Offer underwriters; and
- (f) the conditional underwriting agreement relating to the conditional placing of 331,200,000 PIL Shares by PIL ("**Placing**") dated 12 January 2018 entered into, by amongst others, PIL, the Company, Executive Directors of PIL, the sponsor, the joint lead managers and the Placing underwriters.

4. **DOCUMENTS FOR INSPECTION**

Copies of the following documents will be made available for inspection during normal office hours (except public holidays) at the registered office of PCB at 35, 1st Floor, Jalan Kelisa Emas 1, Taman Kelisa Emas, 13700 Seberang Jaya, Penang from the date of this Circular and Statement up to and including the date of the forthcoming AGM:-

- (a) Constitution of PCB;
- (b) The audited financial statements of PCB and its subsidiary companies for the past 2 financial years ended 31 December 2017 and 2018; and
- (c) The Material Contracts referred to in Section 3 of the Appendix I of this Circular and Statement.

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APPENDIX II

EXTRACT OF RESOLUTION IN RESPECT OF THE PROPOSED RENEWAL OF MANDATE FOR RRPT

The following is an extract of the resolution to be passed at the forthcoming Seventeenth AGM of PCB which will be held at the Conference Room of PCB at Plot 18 & 19, Technoplex, Medan Bayan Lepas, Taman Perindustrian Bayan Lepas, Phase IV, 11900 Penang on Monday, 10 June 2019 at 12.00 p.m. in respect of the Proposed Renewal of Mandate for RRPT:-

SPECIAL BUSINESS

Ordinary Resolution 10 – Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

“THAT subject always to the Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company's subsidiaries to enter into all arrangements and/or transactions as detailed in Section 2.2(b) of the Company's Circular to Shareholders dated 29 April 2019 (“**Said Circular**”) involving the interests of Directors, major shareholders or persons connected with such Directors or major shareholders of the Company (“**Related Parties**”) as detailed in Section 2.2(b) of the Said Circular, provided that such arrangements and/or transactions are:-

- (i) recurrent transactions of a revenue or trading nature;
- (ii) necessary for the day-to-day operations; and
- (iii) carried out in the ordinary course of business and are made on an arm's length basis on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company

(the “**Proposed Renewal of Mandate for RRPT**”).

THAT the Proposed Renewal of Mandate for RRPT is subject to annual renewal and shall continue to be in force until: -

- (i) the conclusion of the next annual general meeting (“**AGM**”) of the Company, at which time it will lapse, unless by ordinary resolution passed at the meeting, the authority is renewed either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“**Act**”) (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to do all such acts and things as they may consider necessary or expedient to give effect to the Proposed Renewal of Mandate for RRPT.”

APPENDIX III

EXTRACT OF RESOLUTION IN RESPECT OF THE PROPOSED SHARE BUY-BACK

The following is an extract of the resolution to be passed at the forthcoming Seventeenth AGM of PCB which will be held at the Conference Room of PCB at Plot 18 & 19, Technoplex, Medan Bayan Lepas, Taman Perindustrian Bayan Lepas, Phase IV, 11900 Penang on Monday, 10 June 2019 at 12.00 p.m. in respect of the Proposed Share Buy-Back :-

SPECIAL BUSINESS

Ordinary Resolution 11 – Proposed renewal of Shareholders’ Mandate for purchase by the Company of its own Shares of up to ten percent (10%) of its total number of issued shares

“THAT, subject to the Companies Act 2016 (“**Act**”), rules, regulations and orders made pursuant to the Act, provisions of the Company’s Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and any other relevant authorities, the Company be and is hereby authorised to purchase such number of ordinary shares (“**Shares**”) in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors of the Company may deem fit and expedient in the best interest of the Company provided that :-

- (i) The aggregate number of Shares in the Company which may be purchased and/or held by the Company as treasury Shares shall not exceed ten percent (10%) of the total number of its issued Shares at any point in time; and
- (ii) The maximum funds to be allocated by the Company for the purpose of purchasing its own Shares shall not exceed the total available retained profits of the Company based on its latest audited financial statements available up to the date of the transaction.

THAT, upon the purchase by the Company of its own Shares, the Directors are authorised to retain the Shares so purchased as treasury Shares or cancel the Shares so purchased or retain part of the Shares so purchased as treasury Shares and cancel the remainder. The Directors are further authorised to distribute the treasury Shares as dividends to the shareholders of the Company and/or resell the Shares on the Bursa Securities in accordance with the relevant rules of the Bursa Securities or subsequently cancel the treasury Shares or any combination thereof.

the “**Proposed Share Buy-Back**”)

THAT the authority conferred by this resolution will commence immediately upon passing of this ordinary resolution and will continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting (“**AGM**”) of the Company, at which time it will lapse, unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“**Act**”) (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps and do all such acts and things as they may consider necessary or expedient to implement and give effect to the Proposed Share Buy-Back.”

APPENDIX IV

EXTRACT OF RESOLUTION IN RESPECT OF THE PROPOSED ADOPTION OF NEW CONSTITUTION

The following is an extract of the resolution to be passed at the forthcoming Seventeenth AGM of PCB which will be held at the Conference Room of PCB at Plot 18 & 19, Technoplex, Medan Bayan Lepas, Taman Perindustrian Bayan Lepas, Phase IV, 11900 Penang on Monday, 10 June 2019 at 12.00 p.m. in respect of the Proposed Adoption of New Constitution:-

Special Resolution

- Proposed Adoption of New Constitution

“THAT approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company in its entirety and in place thereof, a new constitution as set out in Appendix V of the Circular and Statement to Shareholders dated 29 April 2019 be and is hereby adopted as the Constitution of the Company with immediate effect;

AND THAT the Directors of the Company be and are hereby authorised to do all such acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Adoption of New Constitution with the full power to assent to any conditions, modification, and/or amendments as may be required by any relevant authorities.”

APPENDIX V

THE COMPANIES ACT 2016
PUBLIC COMPANY LIMITED BY SHARES
CONSTITUTION

OF

PENTAMASTER CORPORATION BERHAD
(Company No.: 572307-U)
(Incorporated in Malaysia)

1. The name of the Company is **PENTAMASTER CORPORATION BERHAD**.
2. The Registered Office of the Company will be situated in Malaysia.
3. The objects for which the Company is established are :-
 - (1) To acquire and hold for investment shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any company or private undertaking or any syndicate or persons constituted or carrying on business in Malaysia or elsewhere and to acquire all or any of the issued share capital of investment in housing, insurance, finance and other general commercial business, any shares, stocks, debentures, debenture stocks, bonds, obligations or securities by original subscription, tender, purchase, transfer, exchange or otherwise and to exercise and generally to enforce and exercise all rights and powers conferred by or incidental to the ownership thereof and in particular to sell, transfer, exchange or otherwise dispose of the same.
 - (2) To act as general or special agents or managers or managing agents or management consultants, organise, manage, control and provide accounting, secretarial, internal audit, administration, marketing, advertising and all kinds of services as the directors deem fit in any place for any person or persons, public body or company and to undertake and carry on the business of the investment, lending, or agency company, and to exercise as principal or as trustee or agent for any person or persons all or any of the objects hereby authorised.
 - (3) To carry on the business of financiers and concessionaires and to undertake, carry on and execute all kinds of financial commercial trading and other operations, and to invest or employ all or any of the funds of the Company in such manner and form as may from time to time be determined expedient.
 - (4) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise that may seem conducive to the Company's objects, or any of them; and to obtain from any such government or authority any rights, privileges, and concessions which the Company may think desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
 - (5) To buy or otherwise acquire shares, stocks, debentures of other securities issued by any other Company to invest upon with or without security the moneys of the Company in such manner as may from time to time be determined and to hold any such shares, securities or investments or at any time or times to sell, realise the same and to reinvest the proceeds.
 - (6) To constitute any trusts with a view to the issue of preferred and deferred or any other special stocks of securities based on or representing any shares, stocks or other assets specifically appropriated for the purposes of any such trust and to settle and regulate and if thought fit to undertake and execute any such trusts and to issue, dispose of or hold any such preferred, deferred or other special stocks of securities.
 - (7) To purchase, sell, export, import, manufacture, grow, prepare for market and to deal in all kinds of merchandise, produce, commodities, articles and things which may be required for the purposes of any of the businesses which the Company is authorised to carry on or which are commonly produced, dealt in or used by persons engaged in any such business or which may seem capable of being profitably or conveniently produced, dealt in or used in connection with any such business.

- (8) To purchase or otherwise acquire for investments or resale, and to traffic in land, house, buildings, plantations, mines and immovable property of any tenure or any interest therein, any movable property of any description or any interest therein and to create, sell and deal in freehold, leasehold and ground rent and generally to acquire, deal in, and traffic .by way of sale, lease, exchange or otherwise, with property of every description whether immovable or movable, real or personal and whether for cashable consideration or not.
- (9) To develop and turn to account any land acquired by or in which the Company is interested, and in particular by laying out and preparing the same for building purposes, contracting, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving, building and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement and by advancing money to and entering into contracts and arrangement of all kinds with builders, tenants and others and to let on lease any such premises or parts thereof and to provide such facilities for the occupants or tenants thereof as those commonly provided in residential flat, business office or hotels.
- (10) To carry on business as forest licencees and exploiters, lumberman, timber growers and merchants and to grow, fell, collect, deal in logs, wood and all other similar produce of all kinds and description, and to apply for, take on lease or licence, buy or otherwise acquire, hold and work, forest rights and timber estates, and to clear, plant and work such rights and estates, and to do such acts and things as are necessary or in connection therewith.
- (11) To apply for, accept and receive, surrender and renounce any licence for forest rights, titles to land, grants for land, certificates of title, leases for land, mukim extracts concessions, permits and such other instruments, documents, rights, privileges, licences or permission and such renewals thereof as may seem expedient.
- (12) To acquire by purchase, lease, exchange, hire or otherwise by way of investment or with a view to resale or otherwise any lands and hereditaments of any tenure or any other form of real or personal property, rights or privileges or any interest in the same or any mortgages, shares securities; to sell, lease, let mortgage charge or otherwise dispose of the lands, houses, buildings, hereditaments and other property of the Company; to develop and turn to account any land acquired by the Company or in which the Company is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- (13) To purchase and sell or otherwise deal in on behalf of any persons freehold or other house property, buildings or lands or any share or shares, interest or interests therein, and to transact on commission or otherwise the general business of land, house and real estate agents.
- (14) To acquire or otherwise acquire for investment or resale, and to traffic in lands, houses, flats, plantations, and immovable property of any description or any interest therein, and to create, sell and deal in freehold and leasehold ground rents and generally to acquire, deal in, traffic by way of sale, lease, exchange or otherwise, with property of every description, whether immovable or movable real or personal and whether for valuable consideration or not.
- (15) To undertake or direct the management of property, land and estate of any tenure or kind of any persons whether members of the Company or not in the capacity of stewards or receivers or otherwise.
- (16) To construct, maintain, improve, develop, work, exploit, control and manage any waterworks, gasworks, reservoirs, roads, goods for passenger carrying service, electric power, heat and light supply works, telephone works, hotels, clubs, restaurants, baths, places of worship, reading rooms, stores, shops, places of amusement, dairies, pleasure grounds and other works and conveniences which the Company may think directly or indirectly conducive to these objects and to contribute or otherwise assist or take part in the construction, maintenance, development, control and management thereof.

- (17) To lend money, either with or without security, and generally to such persons and upon such terms and conditions as the Company may think fit, and in particular to persons undertaking to build on or improve any property in which the Company is interested, and to tenants, builders and contractors.
- (18) To invest at interest on the security of immovable property or any interest therein or on the security of any kind and generally to lend and advance money with or without security upon such terms as may be arranged.
- (19) To sell, improve, maintain, repair, alter, manage, develop, exchange, mortgage or otherwise charge, lease, demise or hire, enfranchise, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (20) To consolidate, connect, or sub-divide any of the properties of the Company and to lease or dispose of the same.
- (21) To carry on the business as house agents, land and estate agents, appraisers, valuers, insurance agents, brokers and commission agents.
- (22) To act as agents for the sale and purchase of any lands, houses, and other immovable property, ships and vessels, stocks, shares, and other securities, and other personal or real property of every description.
- (23) To undertake and carry into effect all such financial, commercial, trading or other operations or business in connection with the objects of the Company.
- (24) To construct, establish, maintain, execute, carry out, equip, improve, work, develop, administer, manage or control, in Malaysia and elsewhere, public or private works and conveniences of all kinds which expression, in this Constitution, includes roads, ways, railways tramways, docks, harbours, bridges, piers, wharfs, canals, reservoirs, embankments, irrigations, reclamation, improvement, sewage, drainage, sanitary, water, gas, electric light, telephonic, telegraphic and power supply works, quarries, crushing works, hydraulic works, rice, oil and other mills, smelting works, furnaces, cold storage depots, ice and other factories, abattoirs, slaughter-houses, tanneries, viaducts, exchanges, mints, transport and postal arrangements, shop, hotels, houses, stores, warehouses, churches, chapels, stations, towns, villages, settlements, markets and public or private building, and all other works or conveniences of public or other than public utility, and to contribute to assist in the carrying out, establishment, construction, maintenance, improvement, management, working control, or superintendence of the same.
- (25) To cultivate maize, pineapple, rubber, coffee, sugar, gambier, pepper, coconut palms, oil palms, cotton, cinnamon, bananas, mangosteens, rambutans, papayas, durians, padi, rice, tobacco, and all other fruits, cereals, spices and produce and to carry on the business of planting in all its branches, to carry on and work the business of cultivators, winners and buyers of every kinds of vegetable, mineral, or other produce of the soil, to prepare, manufacture, can and render marketable any such produce, and to sell, dispose of and deal in any such produce, either in its prepared, manufactured or raw state, and either by wholesale or retail.
- (26) To purchase, take on lease, or in exchange, or on grant from the State or any other authority, or otherwise acquire, hold and work any lands producing pineapple and other produce, or suitable for the planting, cultivation and growth of such produce and any concession, rights, powers, and privileges over such lands.
- (27) To carry on any other business (whether similar to any of the above mentioned business or not) which may seem to the Company capable or being conveniently carried on in connection with the abovementioned business or any of them calculated directly or indirectly to enhance the value or render profitable any of the Company's business property or rights.
- (28) To enter into any partnership or arrangement in the nature of a partnership corporation or union of interests, with any person or persons or corporation engaged or interested or about to become engaged or interested in the carrying on or conduct of any business or enterprise which this Company is authorised to carry on or conduct or from which this Company would or might derive any benefit, whether direct or indirect.

- (29) To purchase, take on lease, or otherwise acquire any mines, mining rights, and metalliferous or auriferous lands in Malaysia or elsewhere and any interest therein, and to explore, work, exercise, develop and turn to account the same including power to crush, win, get, quarry, smelt, calcine, refine, dress, amalgamate, manipulate, and prepare for market, ore, metal and mineral substances of all kinds and to carry on any other metallurgical operations which may seem conducive to any of the Company's objects and to buy, sell, manufacture, and deal in minerals, plant, machinery, implements, conveniences, provisions and things capable of being used in connection with metallurgical operations, or required by labourers, workmen and others employed by the Company.
- (30) To carry on all or any of the businesses of drapers and furnishing and general warehousemen, silk mercers, silk weavers, cotton spinners, cloth manufacturers, furriers, haberdashers, hosiers, manufacturers, importers, and wholesale and retail dealers of and in textile fabrics of all kinds, milliners, dress makers, tailors, hatters, clothiers, outfitters, gloves, lace manufacturers, feather dressers, boot and shoe makers, manufacturers and importers, and wholesale and retail dealers of and in leather goods, household furniture, ironmongery, turnery, and other household fittings and utensils, ornaments, stationery, and fancy goods, dealers in provisions, drugs, chemicals, and other articles and commodities of personal and household use and consumption and generally of and in all manufactured goods, materials, provisions and produce.
- (31) To carry on all or any of the businesses of undertakers, coach and carriage builders, saddlers, auctioneers, house agents, land and estate agents, appraisers, valuers, insurance agents, fire loss assessors and surveyors, brokers, cabinet makers; upholsters, furniture removers, owners of depositories, warehousemen, store-keepers, warehouse keepers, manufacturers of and dealers in hardware, jewellery, plated goods, perfumery, and articles required for ornament, recreation or amusement, gold and silversmiths, dealers in musical instruments, manufacturers of and dealers in bicycles, tricycles, and motor vehicles, and also refreshment contractors, restaurant keepers, hotel, boarding and lodginghouse keepers, letters of furnished or unfurnished houses, flats or apartments, with or without servants or other accessories or conveniences, licensed victuallers, brewers and maltster, wine and spirit distillers, stock owners and breeders, farmers, dairymen, market gardeners, nurserymen, and florists.
- (32) To carry on all or any of the businesses of advertising contractors and agents, publishers of directories and bill-posters, bakers and confectioners, proprietors and publishers of newspapers, journals, magazines, books and other literary works and undertakings, stationers, printers, and newsagents, general laundry proprietors, manufacturers of and wholesale and retail dealers in aerated and mineral waters, and other liquors, biscuits, and sweets, bricks, tiles, marble and cement, ice, paper, ink, tobacco, cigars, cigarettes, matches, paints, soap, radio and television sets and equipment and rubber goods, proprietors, operators, and managers, of terrestrial, subterrestrial and aerial conveyances, theaters, cinemas, picture-palaces, concert-halls, circuses and places of amusement and/or entertainment.
- (33) To carry on in Malaysia or elsewhere the business of operating buses, lorries and vehicles of all kinds and all or any other public or private conveyances and on such lines and routes as the Company may think fit and to transport goods, government mail and passengers and generally to carry on the business of common carriers.
- (34) To sell or dispose of the undertaking property and assets of the Company or any other part thereof at such time in such manner and for consideration as may be thought fit.
- (35) To carry on business as tourist agents and contractors and to facilitate travelling and to provide for tourists and travelling or promote the provision of conveniences of all kinds in the way of through tickets, return tickets, sleeping cars or berths, reserved places, hotel and lodging accommodation, guides, safe deposits, inquiry business, libraries, lavatories, reading rooms, baggage transport and any other thing connected with travel service.
- (36) To carry on any other trade or business which can, in the opinion of the Board of Directors of the Company, be advantageously or conveniently carried on by the Company by way of extension of or in connection with any such business as aforesaid, or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property or rights.

- (37) To purchase, take in exchange, or on lease, rent, hire, occupy or otherwise acquire any freehold, leasehold or other property and any lands, shops, warehouses, showrooms, offices, buildings, premises, machinery, plant, stock-in-trade, any easements of other rights or interests in any land, buildings, and premises or any other real or personal property which the Company may think necessary or convenient for the purposes of its business and as to any real property either in consideration of gross sum or of rent charge or perpetual chief rent or partly in one way and partly in another.
- (38) To borrow or raise or secure the payment of money for the purposes of the Company's business, and with a view thereto to mortgage and charge all or any of the real and personal property, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue debentures or debenture stock payable to bearer or otherwise, and either permanent or redeemable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (39) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum and also by way of security for the performance of any contracts or obligations of the Company.
- (40) To lend money to any person, firm, corporation or company, and on such terms and on such security as may seem expedient or without any security and in particular to members or customers and others having or likely to have dealings with the Company, and to guarantee the performance of contracts by any such persons.
- (41) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Company or its predecessors in business, or of any subsidiary company or the dependents of such persons, and to establish and support or to aid in the establishment and support of any schools, and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such societies be solely connected with the trade carried on by the Company or its predecessors in business or subsidiary companies or not and any club or other establishment calculated to advance the interest of the Company or of the persons employed by the Company or its predecessors in business or subsidiary companies.
- (42) To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants and other negotiable or transferable instrument or securities.
- (43) To invest any monies of the Company not for the time being required for the general purposes of the Company in such investments, including any acquisition of the shares of the Company in accordance with the provisions of the Companies Act 2016 and any rules and regulations thereunder and other guidelines, rules, directive and regulations issued by the Exchange and any other relevant authorities, as may be thought proper, and to hold, sell or otherwise dispose of such investment.
- (44) To acquire and undertake the whole or any part of the business property and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
- (45) To purchase, take on lease or in exchange hire or otherwise acquire and to hold, sell, exchange, let, lease, turn to account, dispose of and deal in movable and immovable property of all kinds and in particular lands, buildings, hereditaments, and easements, shipping, shipbuilding, agricultural, manufacturing, mining, industrial, and other business concerns and undertakings, mortgages, charges, annuities, patents, patent rights, trademarks, copyrights, licences, or any secret or other process or information as to any invention or otherwise, stocks, funds, shares, debentures, securities, tolls grants, charters, concessions, leases, contracts, options, policies, book debts and claims, and any interest in movable or immovable property, and any claims against such property or against any person or company, and to finance and carry on any business concern or undertaking so acquired.

- (46) To apply for, purchase or otherwise acquire, and protect, prolong and renew, whether in Malaysia or elsewhere, any patents, patent rights brevets d'invention, licences, concessions, trademarks, designs and the like, conferring any exclusive or non-exclusive or limited right of use, or any secret or other information as to any invention, process or privilege which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, manufacture under, or grant licences or privileges in respect of or otherwise turn to account the property, rights or information so acquired and to subsidise, take part in or assist experiments, investigations and researches likely to prove beneficial to the Company.
- (47) To lease, sublease or sublet all or any of the property of the Company, both real and personal, movable and immovable, and to cancel or accept surrender of any lease, subleases and other rights or privileges and generally to deal in any of the property of the Company as may be deemed expedient.
- (48) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of or shall be in any manner calculated to advance directly or indirectly the objects or interests of the Company, and to acquire and hold shares, stock or securities of and guarantee the payment of the dividends or capital of any shares or stock or the interest or principal of any securities issued by or any other obligation of any company promoted by the Company or in which the Company may be or may be about to become interested and to acquire or otherwise take and hold shares in any other company or companies having objects similar to those of the Company.
- (49) To insure all or any of the buildings, engines, gear, plant, machinery, shops, offices, warehouses, showrooms, stock-in-trade windows or other assets of the Company or which the Company is interested in any manner loss or damage by or as a consequence of fire, dry rot, tempests, explosions, break-downs, breakages, or otherwise, or by reason of the employment of any workpeople, servants, agents or clerks.
- (50) To adopt such means of making known the goods and products of the Company as may seem expedient and in particular by, advertising in the press, by circulars, by purchase and exhibitions of works of art or interest, and by publication of books and periodicals, and by granting prizes, rewards and donations.
- (51) To enter into any arrangement with any authorities, municipal local, or otherwise, that may seem conducive to the Company's objects, or any of them, and to obtain from any such authority any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise, and comply with any such arrangements rights, privileges and concessions.
- (52) To appoint from time to time either with full or restricted power of sub-delegation and either with or without remuneration agents, attorneys, local or managing directors or other person or corporations under power of attorney or otherwise within or outside Malaysia for the purpose of carrying out and completing all or any of the objects of the Company as mentioned in this Constitution and of arranging, conducting of managing the business or businesses of the Company or any matter or concern whatsoever in which the Company is now or may from time to time be or become or be about to become interested or concerned with the same or more limited powers than the Directors of the Company have, and to delegate such powers of appointment to any person or persons, company or Corporation and from time to time to revoke and cancel all or any such appointments or delegations and to remove any person or corporation appointed thereunder.
- (53) To act as general or special agents or managers, or managing agents, in any place for any persons, public body or company.
- (54) To obtain, or in any way assist in obtaining any ordinance, enactment or any legislative authority, for enabling this or any other company to carry any of its objects into effect or for effecting any modification of this or any other company's constitutions, or for any other purpose, and to oppose any legislation, proposals, proceedings, schemes or applications whether indicated in this paragraph or not which may seem calculated directly or indirectly to prejudice this or any other company, and to procure this or any other company to be legalised, registered, or incorporated, if necessary, in accordance with the laws of any country or state in which it may, or may propose to carry on operations.

- (55) To enter into partnership or any arrangement for sharing profits, union of interests or cooperation with any company, firm or person carrying on or proposing to carry on any business within the objects of the Company, or calculated to advance its interests, and to acquire and hold shares, stock or securities of any such company.
- (56) To pay for any property or rights acquired by the Company, either in cash or shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (57) To amalgamate with any other company whose objects are or include objects similar to those of the Company, whether by sale or purchase (for fully or partly paid shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by purchase (for fully or partly paid shares or otherwise) of all or a controlling interest in the shares or stock of any such other company, or in any other manner.
- (58) To improve, manage, develop, sell, transfer, exchange, lease, underlease, surrender or otherwise deal with, dispose of, or turn to account all or any part of the real or personal property, and effects for the time being of the Company in such manner, on such terms and for such purpose as the Company think fit and as to any sale of real property either in consideration of a gross sum or of a rent charge or partly in one way and partly in the other and to sell, transfer, or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of the Company.
- (59) To accept payment for any property or rights, sold or otherwise disposed of or dealt with by the Company either in cash, by instalments or otherwise, or in shares of any company or corporation with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or by debentures or debenture stock of any company or corporation or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, deal with or dispose of any consideration so received.
- (60) To carry on business as quarry masters, marble and stone merchants and to buy, sell, get, work, shape, hew, carve, polish, crush and prepare for market or use marble and stone of all kinds.
- (61) To pursue all or any of the trades or businesses of shipping and ship agents, warehousemen also ship-chandlers, land and house brokers, pawn-brokers, insurance and estate agents, auctioneers and contractors, restaurant keepers, lodging-house keepers, wine and spirit merchants, brewers, proprietors and managers of theatres, cinemas, picture palaces and concert halls, tourist agents, dealers in ironware and metal goods, hardware, crockery, cutlery, gold, silver and plateware, carriers, forwarding agents, building contractors, timber merchants, rubber millers, sawmill owners, brick tile manufacturers of all commodities, miners, planters, farmers, dairymen, property dealers, dealers in shares, stocks, bonds, debentures and securities of all kinds, and to carry on any other business or businesses which can be conveniently carried on in connection with any of the abovenamed businesses in Malaysia and in any part of the world.
- (62) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts, scholarships and conveniences whose object is the furtherance of education or charity whether in Malaysia, or any part of the world, and to give aid or support to deserving persons or corporations.
- (63) To carry on the business of producers, refiners, storers, suppliers, distributors of petroleum products in all its branches and to run, manage and operate service stations.
- (64) To carry on business as producers, distributors, suppliers and commission agents of films products and to buy, sell, get and manufacture film projectors and all other cinema equipment.
- (65) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares or debenture capital or other securities of the Company or of any subsidiary company, or in or about the formation or promotion of the Company or of any subsidiary company, or the conduct of its business, and to pay the preliminary expenses of the Company or of any subsidiary company.

- (66) To distribute among the members in specie any property of the Company.
- (67) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents, or otherwise, and either alone or in conjunction with others.
- (68) To do all such other things as are incidental or as the Board of Directors may think conducive to the attainment of the above objects or any of them and to pursue any business that the Directors consider to be advantageous to the Company.

The objects set forth in any sub-clause of this Clause shall not except when the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other sub-clause, or by the name of the Company. None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this Clause, but the Company shall have full power to exercise all or any of the powers conferred by any part of this Clause in any part of the world and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this Clause.

4. Subject to the Applicable Laws, the Company shall have the power:-

- (a) To borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures perpetual or otherwise, charged upon all or any of the Company's property (both present and future), including its uncalled capital; and to purchase, redeem, or pay off any such securities.
- (b) To lend and advance money or give credit to any person or company; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or company; to secure or undertake in any way the repayment of moneys lent or advanced to or the liabilities incurred by any person or company; and otherwise to assist any person or company.
- (c) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit.
- (d) To exercise all the functions of a body corporate and have the full capacity to carry on or undertake any business or activity including:-
 - (i) to sue and to be sued;
 - (ii) to acquire, own, hold, develop or dispose of any property; and
 - (iii) to do any act which it may do or to enter into transactions.
- (e) To have the full rights, powers and privileges for the purposes mentioned in sub-clause (d) above.

5. The liability of the members is limited.

6. The provisions of the Third Schedule of the Act shall not apply to the Company except so far as the same are repeated or contained in this Constitution.

DEFINITIONS AND INTERPRETATIONS

7. In this Constitution unless the subject matter or context dictates otherwise, the following words and phrases shall have the meaning assigned to them herein:

<u>Words</u>	<u>Meanings</u>
Act	The Companies Act 2016 and any statutory modification, amendment or re-enactment thereof for the time being in force.
Applicable Laws	All laws, bye-laws, regulations, rules, orders and/or official directions for the time being in force affecting the Company and its subsidiaries, including but not limited to the Act, the Central Depositories Act, the Listing Requirements, Rules of the Depository 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 relevant regulatory bodies and/or authorities.
Board	The Board of Directors for the time being of the Company.
Central Depository	Bursa Malaysia Depository Sdn. Bhd. (165570-W) including any further change to its name.
Central Depositories Act	The Securities Industry (Central Depositories) Act, 1991, or any statutory modification, amendment or re-enactment thereof for the time being in force.
Company	PENTAMASTER CORPORATION BERHAD (572307-U).
Deposited Security	A security in the Company as defined in Section 2 of the Central Depositories Act, standing to the credit of a securities account of a Depositor subject to the provisions of the Central Depositories Act and the Rules.
Depositor	A holder of securities account, as defined in Section 2 of the Central Depositories Act in which there is a credit balance of securities in the Company.
Directors	The Directors for the time being of the Company.
Dividend	Includes bonus.
Electronic Address	Any electronic mail address or mobile or contact number used for the purposes of sending or receiving documents or information by electronic means.
Electronic Communication	A document or information is sent or supplied by electronic communication if it is sent initially, and received at its destination by means of electronic equipment for the processing (which expression includes digital compression) or storage of data, and entirely transmitted, conveyed and received by wire, by radio, by optical means or by other electromagnetic means. This includes the transmission of any notice, document or information via electronic mail or short messaging service or multimedia or social media program or application or such other mode, program or platform capable of performing a similar function.
Electronic form	Document or information sent by Electronic Communication or by any other means whereby a recipient of such document or information would be able to retain a copy.
Exchange	Bursa Malaysia Securities Berhad (635998-W) including any further change to its name.
Listing Requirements	The Main Market Listing Requirements of the Exchange including any amendment thereto made from time to time.

<u>Words</u>	<u>Meanings</u>
Market Day	A day on which the stock market of the Exchange is open for trading in securities.
Member	Any person for the time being holding one or more shares and whose name appear in the Record of Depositors, including a depositor who shall be treated as if he was a member pursuant to Section 35 of the Central Depositories Act but excludes the Central Depository in its capacity as a bare trustee unless otherwise expressed to the contrary.
Office	The registered office for the time being of the Company.
Record of Depositors	The record provided by the Central Depository to the Company or its registrar under Chapter 24.0 of the Rules.
Rules	The Rules of the Central Depository or any statutory modification, amendment or re-enactment thereof for the time being.
Seal	The Common Seal of the Company.
Secretary	Any person or persons appointed to perform the duties of the secretary of the Company and shall include a joint, temporary, assistant or deputy secretary.
Securities	Has the meaning assigned thereto in Section 2 of the Capital Markets and Services Act 2007 or any modification, amendment or re-enactment thereof for the time being in force made thereunder.
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.
Share Seal	The share seal of the Company.
Shares	Shares in the Company.

Reference to "writing" shall include, unless the contrary intention appears, references to printing, lithography, photography and 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 Electronic Communication or otherwise in a form that allows the document and/or information to be easily assessable and reproduced into written, electronic or visible form.

Words including the singular only shall include the plural and the masculine gender shall include the feminine and neuter genders and the word "person" shall include a corporation.

Subject as aforesaid words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Interpretation Act. 1967 as amended from time to time and any re-enactment thereof.

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

SHARES

8. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, and subject to the provisions of the written law and to the conditions, restrictions and limitations expressed in this Constitution and to the provisions of any resolution of the Company, and subject to the prior approval of the members of the Company, the Directors may allot, grant options over or otherwise dispose of the unissued share capital of the Company to such persons, at such time and on such terms and conditions, with such preferred or deferred or other special rights as they think proper, PROVIDED ALWAYS THAT:-
- Issue of shares
- (a) no shares shall be issued which shall have the effect of transferring a controlling interest in the Company without the prior approval of the members in general meeting;
 - (b) in the case of shares other than ordinary shares, no special rights shall be attached until the same have been expressed in this Constitution;
 - (c) every issue of shares or options to employees and/or Directors shall be approved by the members in general meeting and such approval shall specifically detail the amount of shares or options to be issued to such Director.
9. Subject to the Act and this Constitution, any unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Directors who may offer, issue, allot (with or without conferring a right of renunciation), grant options over, grant any right or rights to subscribe for such shares or any right or rights to convert any security into such shares, or otherwise deal with or dispose of them to such persons at such times and on such terms and conditions as they may determine.
- Unissued shares at disposal of Directors
10. Without prejudice to any special rights previously conferred on the holders of any share or class of shares already issued, but subject to the Act and these Constitution, any shares in the Company (whether forming part of the original capital or not) may be issued or have attached thereto such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by ordinary resolution determine provided that:-
- Issue of preference shares
- (a) the holders of preference shares shall have the same rights as the holders of ordinary shares and must be entitled to a right to vote in each of the following circumstances :-
 - (i) when the dividend or part of the dividend on the share is in arrears for more than six (6) months;
 - (ii) on a proposal to reduce the Company's share capital;
 - (iii) on a proposal for the disposal of the whole of the Company's property, business and undertaking;
 - (iv) on a proposal that affects rights attached to the share;
 - (v) on a proposal to wind up the Company;
 - (vi) during the winding up of the Company; and
 - (b) the Company shall not unless with the consent of the existing preference shareholders at a class meeting or pursuant to Clause 26 hereof issue further preference capital ranking in priority above preference shares already issued but may issue preference shares ranking equally therewith.

Subject to the Act, any preference shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed or converted into ordinary shares on such terms and in such manner as may be provided for by this Constitution from time to time. A holder of a preference share shall be entitled to the same rights as a holder of an ordinary share in relation to receiving notices, reports and audited accounts and attending meetings of the Company.

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| 11. | The Company shall not give whether directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company or in its holding company, nor shall the Company make a loan for any purpose whatsoever on the security of its shares or those of its holding company, but nothing in this Clause shall prohibit transactions mentioned in the proviso to Section 125 of the Act. | No financial assistance |
| 12. | In addition to all other powers of paying commissions, the Company (or the Board on behalf of the Company) may exercise the powers conferred by Section 80 of the Act of applying its shares or capital moneys in paying commissions to persons subscribing or procuring subscriptions for shares of the Company, or agreeing so to do whether absolutely or conditionally, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and shall not exceed ten per cent (10%) of the price at which the shares in respect whereof the commission is paid are issued or an amount equivalent thereto. The Company (or the Board on behalf of the Company) may also on any issue of the shares pay such brokerage as may be lawful. | Power of paying commission |
| 13. | Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a 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 condition and restrictions mentioned in Section 130 of the Act, and may charge the same to capital as part of the cost of construction of the works, buildings or the provision of plant. | Shares issued for purposes of raising money for the construction of works or building |
| 14. | Except as required by law and as provided under the Rules, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not even when having notice thereof be bound or compelled to recognise any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by this Constitution otherwise expressly provided or as required by law) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder. | Trusts not to be recognised |
| 15. | Notwithstanding Clause 66 but subject to the Act, the Company may (if required) apply to the Exchange for a waiver from convening an extraordinary general meeting to obtain shareholders' approval for further issue or issues of shares (other than bonus or rights issues) where: | Waiver of issues |
| | (a) the aggregate issues of shares (other than bonus and rights issues and other issues of shares which have been specifically approved by the shareholders in a general meeting) in any one financial year in which such further issue or issues are made do not exceed ten per cent (10%) (or such higher percentage as the Exchange may from time to time allow either in respect of a particular financial year, generally or otherwise) of the Company's issued share capital; and | |
| | (b) there is in force at the time of the application for such waiver, a resolution of the Company in general meeting authorising the Directors to make such further issue or issues as stated above. | |

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| 16. | Subject to the Central Depositories Act and the Rules, no person shall exercise any rights of a member until his name shall have been entered in the Register and he shall have paid all calls and other moneys for the time being due and payable on any share held by him. Subject to the Rules not more than one (1) person can be entered as the holder of a security in the Record of Depositors. | Exercise or rights of members |
| 17. | If, by the condition of allotment of any share, the whole or part of the amount or issue price thereof shall be payable on fixed dates, every such amount shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share, or his legal personal representatives. | Instalments |
| 18. | Notwithstanding these Clauses, the Company shall comply with the provisions of the Central Depositories Act and the Rules in respect of all matters relating to the prescribed securities. | Compliance with the Central Depositories Act and the Rules |
| 19. | All new issues of securities for which listing is sought shall be by way of crediting the Securities Accounts of the allottees or entitled persons held with the Depository with such securities with the Depository, save and except where the Company is specifically exempted from compliance with Section 38 of the Central Depositories Act, in which event it shall similarly be exempted from compliance with this Clause. For this purpose, the Company must notify the Depository of the names of the allottees or entitled persons together with all such particulars required by the Depository, to enable the Depository to make the appropriate entries in the Securities Accounts of such allottees or entitled persons. | New issues of securities |

CERTIFICATES / NOTICE OF ALLOTMENT

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| 20. | Subject to the Act, the Central Depositories Act, the Listing Requirements and the Rules, the Company shall allot/issue securities, despatch notices of allotment to successful allottees and make an application for the quotation of such Securities in accordance with the period prescribed or allowed by the Exchange. | Allotment and despatch of notices of allotment |
| 21. | The Company shall issue and deliver to the Depository the appropriate jumbo certificates in such denomination as may be specified by the Depository registered in the name of the Depository or its nominee company. | Jumbo certificates |
| 22. | Every certificate shall be issued under the relevant seal and bear the signatures or the autographic signatures reproduced by facsimile or other mechanical means and shall specify the number and class of securities to which it relates, and the amount paid up thereon. | Issuance of share certificates |
| 23. | Subject to the provisions of the Act, the Central Depositories Act, the Listing Requirements and the Rules, if any share certificate shall be defaced, worn out, destroyed, lost or stolen, it may be renewed on evidence being produced and a letter of indemnity (if required) being given, as the Directors of the Company shall require, and, in the case of defacement or wearing out, on delivery of the old certificate. | Replacement of share certificates |
| 24. | Subject to the Central Depositories Act and the Rules, where two or more persons are registered as the holders of any Security, they shall be deemed to hold the same as joint holders with benefit or survivorship subject to the following provisions: | Joint holders of securities |
| | (a) the Company shall not be bound to register more than three (3) persons as the holders of any Security except in the case of legal personal representatives of a deceased member; | |
| | (b) the joint-holders of a Security shall be liable severally as well as jointly in respect of all calls and other payments which ought to be made in respect of such Security; | |

- (c) on the death of any one of such joint-holders the survivor or survivors shall be the only person or persons recognised by the Company as having any title to such Security but the Directors may require such evidence of death as they may deem fit;
- (d) any one of such joint-holders may give effectual receipts for any dividend and payment on account of dividend, bonus, return of capital and other money payable in respect of such Security.

DISPOSAL OF SHARES OF MEMBERS WHOSE WHEREABOUTS UNKNOWN

25. (a) Subject to the provisions of the Central Depositories Act and the Rules, where by the exercise of reasonable diligence, the Company is unable to discover the whereabouts of a member for a period of not less than ten (10) years, the Company may cause an advertisement to be published in a newspaper circulating in the place shown in the Record of Depositors as the address of the member stating that the Company after expiration of thirty (30) days from the date of the advertisement intends to transfer the shares to the Minister charged with responsibility for finance. Transfer of shares belonging to unlocated members to the Minister
- (b) If after the expiration of thirty (30) days from the date of the advertisement the whereabouts of the member remains unknown, the Company may transfer the shares held by the member in the Company to the Minister charged with responsibility for finance and for the purpose may execute for and on behalf of the member a transfer of those shares to the Minister charged with responsibility for finance.

ALTERATION OF RIGHTS

26. Notwithstanding Clause 27 hereof the repayment of preference share capital other than redeemable preference share capital, or any other alteration of preference shareholders' rights, shall only be made pursuant to a special resolution of the preference shareholders concerned, provided that where the necessary majority is not obtained at the meeting, consent in writing, if obtained from the holders of not less than seventy-five per centum (75%) of the issued shares total voting rights of the members of the preference share capital concerned within two (2) months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting. Repayment of preference share capital or alteration of preference shareholders' rights
27. If any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by terms of issue of shares of that class) may, whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the holders of not less than seventy-five per centum (75%) of the issued shares total voting rights of the members of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting the provisions of this Constitution relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be two (2) persons holding at least one-third (1/3) 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 Section 292 of the Act shall, with such adaptations as are necessary, apply. Variation or abrogation of rights attached to class of shares
28. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking as regards to participation in the profits or assets of the Company in some or in all respects pari passu therewith. No alteration of rights by issuance of new shares

CALLS ON SHARES

29. The Directors may from time to time make calls upon the members in respect of any monies unpaid on their shares, and not by the conditions of allotment thereof made payable at fixed times. Except in the case of calls payable at fixed times pursuant to the conditions of allotment, each member shall (subject to receiving at least fourteen (14) days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified, the amount called on his shares. A call may be revoked or postponed as the Directors may determine. Directors may make calls
30. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be made payable in one lump sum or by instalments and the time or times and place(s) appointed by the Directors. No shareholder shall be entitled to receive any dividend or to exercise any privilege as a member, until he shall have paid all calls for the time being due and payable on every share held by him, together with interest and expenses (if any). Effective date of call
31. The Directors may on the issue of shares, differentiate between the holders of such shares as to the amount of calls to be paid and the time of payment of such calls. Directors may differentiate between holders
32. Any sum which by the terms of issue of a share is made payable upon allotment or at any fixed date, whether on account of the nominal amount of the share or by way of premium, shall, for all purposes of these Constitution, be deemed to be a call duly made and payable on such fixed date, and in case of non-payment all the provisions of these Constitution as to payment of interest, forfeiture or otherwise shall apply as if such sum were a call duly made and notified. Term of issue may be treated as call
33. If any sum in respect of a call, either in one sum or by installments, 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 as the Directors may determine provided however the Directors may waive payment of such interest in whole or in part. Interest on calls in arrears
34. No shareholder shall be entitled to receive any dividend or to exercise any rights or privileges as a member until he shall have paid all calls for the time being due and payable on every share held by him, together with interest and expenses (if any). Calls to be fully paid before receiving dividend
35. The Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys payable in respect of any share held by him beyond the amount of the calls actually made thereon and upon the moneys so advanced, or so much thereof as shall from time to time exceed the amount of the calls due upon such shares, the Company may pay interest at such rate as may be agreed between the member paying the sum in advance and the Directors. Any capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. Except in liquidation, sums paid in advance of calls shall not, until the same would but for such advance have become payable, be treated as paid up in the shares in respect of which they have been paid. Payment of calls in advance

FORFEITURE AND SURRENDER OF SHARES

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| 36. | If any member fails to pay the whole or any part of any call or instalment of call on or before the day appointed for the payment thereof, the Directors may at any time thereafter, during such time as the call or instalment or any part thereof remains unpaid, serve a notice on him or on the person entitled to the share by transmission requiring him to pay such call or instalments, or such part thereof as remains unpaid, together with interest at such rate not exceeding eight per centum (8%) per annum from the date of forfeiture, as the Directors shall determine, and any expenses that may have accrued by reason of such non-payment. | Notice requiring payment |
| 37. | The notice shall name a further day (not being less than fourteen (14) days from the date of service of the notice) on or before which, and the place where, the payment required by the notice is to be made, and shall state that, in the event of non-payment at or before the time and at the place appointed the shares in respect of which such call or any part thereof was made will be liable to be forfeited. | Period of notice |
| 38. | If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all distributions which shall have been declared on the forfeited shares and not actually paid before the forfeiture. The Directors may accept the surrender of any share liable to be forfeited hereunder. | Forfeiture for non-payment |
| 39. | Subject to the Central Depositories Act, a share so forfeited or surrendered shall become the property of the Company and may be re-sold, re-allotted or otherwise disposed of either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto, or to any other person upon such terms and in such manner as the Directors shall think fit, and at any time before a sale, re-allotment or disposition the forfeiture or surrender may be cancelled on such terms as the Directors think fit. | Shares forfeited belongs to the Company |
| 40. | A person whose shares have been forfeited or surrendered shall cease to be a member in respect of the forfeited or surrendered shares. Notwithstanding such forfeiture or surrender, such person shall remain liable to pay to the Company all monies which at the date of forfeiture surrender was payable by him to the Company in respect of the shares together with interest or compensation at the rate of eight per centum (8%) per annum or such other rate as may be allowed under the Applicable Laws and determined by the Directors to be calculated from the date of the forfeiture or surrender on the money for the time being unpaid if the Directors think fit to enforce payment of the interest or compensation, 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 |
| 41. | A statutory declaration in writing that the declarant is a Director or the Secretary of the Company, and that a share in the Company has been duly forfeited or surrendered or sold to satisfy a lien on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares. The Company may receive the consideration, if any, given for the share on any sale or disposition thereof and subject to the Central Depositories Act and the Rules the Directors may authorise some person to execute a transfer of the share in favour of the person to whom the share is sold or otherwise disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or other disposal of the share. Subject to any lien for sums not presently payable, if any, any residue of the proceeds of the sale of shares which are forfeited and sold, after the satisfaction of the unpaid calls or instalments payable at fixed times and accrued interest and expenses, shall be paid to the person entitled to the shares immediately before the forfeiture thereof or his executors, administrators or assignees or as he directs. | Statutory declaration as conclusive evidence |

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| 42. | The provisions of this Constitution as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time as if the same had been payable by virtue of a call duly made and notified. | Application of forfeiture provision |
| 43. | When any share has been forfeited in accordance with these Clauses, notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by reason of the death or bankruptcy as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof shall forthwith be made in the Register opposite to the share. | Notice of forfeiture to be given and entered in the Register |
| 44. | The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the share, and all other rights and liabilities incidental to the share as between the member whose share is forfeited and the Company, except only such of those rights and liabilities as are by this Constitution expressly saved or as are by the Act, the Central Depositories Act and the Rules, given or imposed in the case of past members. | Results of the forfeiture |

LIEN

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| 45. | <p>The Company shall have a first and paramount lien on every share (not being a fully paid share) and the distributions, including dividends, from time to time declared in respect of such shares provided always that such lien shall be restricted only to the following:</p> <p>(a) unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid;</p> <p>(b) amounts which are owed to the Company for the acquisition of shares under an Employee Share Scheme; and</p> <p>(c) such amounts as the Company may be called upon by law to pay, and has paid, in respect of shares of a member or deceased member.</p> <p>The lien in each of the above cases shall also extend to reasonable interest and expenses incurred because of the unpaid amount.</p> | Company's lien on shares and distribution |
| 46. | Subject to the Central Depositories Act and the Rules, the Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen (14) days after notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy. | Power to enforce lien by sale |
| 47. | To give effect to any such sale, the Directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and he shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale and the remedy of the former holder of such share or any person claiming under or through him in respect of any alleged irregularity or invalidity shall be against the Company. | Directors may effect transfer |
| 48. | The net proceeds of any such sale after payment of the amount of interests and costs relating to the sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale or his executors, administrators or assignees or as he directs. | Application of proceeds of sale |

TRANSFER OF SECURITIES

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| 49. | Subject to the provisions of the Act, this Constitution, the Central Depositories Act, and the Rules, the transfer of any listed security or class of listed security of the Company shall be made by way of book entry by the Depository in accordance with the Rules and notwithstanding Sections 105, 106 and 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 listed securities. | Transfer of listed securities by way of book entry |
| 50. | (a) Subject to the restrictions of this Constitution, all shares other than Deposited Securities shall be transferable but every transfer shall be in writing in the usual common form pursuant to the Act or in such other forms as the Board shall from time to time approve, and shall be submitted to the Office of the Company or its agent together with the certificate of the shares to be transferred and/or such other evidence (if any) as the Board may reasonably require to show the right of the transferor to make the transfer, and thereupon the Company shall subject to the powers vested in the Directors by this Constitution register the transferee as a shareholder and retain the instrument of transfer. | Transfer of securities |
| | (b) The instrument of transfer lodged with the Company shall be executed by or on behalf of the transferor and the transferee and the transferor shall be deemed to remain the holder of the security until the transferee's name is entered in the Register of Members in respect thereof. | Instrument of transfer and execution requirements |
| | (c) The Company or its agent shall be entitled to charge a fee not exceeding Ringgit Malaysia Fifty only (RM50.00) on the registration of every transfer in respect of the shares other than the Deposited Securities. | Fee payable for registering of transfer |
| | (d) No securities shall, in any circumstances, be transferred to any infant, bankrupt or person of unsound mind. | Prohibited transfer |
| 51. | (a) The Directors may in their absolute discretion refuse or delay to register any transfer of shares that is not a Deposited Security where the registration of the transfer would result in contravention of or failure to observe the provisions of any laws in Malaysia; or the transfer is in respect of a partly paid shares of which a call has been made and is unpaid or which the Company has a lien. | Directors' discretion to refuse or delay the registration of transfer of share not Deposited Security |
| | (b) A Directors' resolution shall be passed within thirty (30) days from the receipt of the instrument of transfer to refuse or delay the registration of transfer of a share that is not a Deposited Security and such notice of the resolution including the reasons thereof shall be sent to the transferor and the transferee within seven (7) days of the resolution being passed. | |
| | (c) The Company shall refuse to register more than three (3) persons as joint holders of a share unless they are executors or trustees of a deceased shareholder. | |
| 52. | The Central Depository may in its absolute discretion, refuse to register any transfer that does not comply with the Central Depository Act and the Rules. | Refusal to register transfer |

53. (a) Registration of transfers may be closed at such times and for such periods as the Directors may from time to time determine, provided always that such registration shall not be closed or suspended for more than thirty (30) days in aggregate in any calendar year. Notice of such closure or suspension shall within such period as may from time to time be permitted by the Act and/or the Exchange and be given to the Exchange, stating the period or periods and the purpose or purposes of such closure or suspension.
- Closure of register
- (b) In relation to the suspension, the Company shall give notice, in accordance with the Central Depositories Act and the Rules, to enable the Depository to issue the relevant Record of Depositors.
54. Nothing in these 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 of allotment by the allottee
55. All transfer of securities deposited with a central depository, including but not limited to the Deposited Security, shall be in compliance with the relevant laws and rules.
- Deposited securities
56. Subject to the Central Depositories Act and the Rules, neither the Company or the Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of securities apparently made by sufficient parties, although the same may, by reason of any fraud or other cause not known to the Company or the Directors or other officers be legally inoperative or insufficient to pass the property in the securities proposed or professed to be transferred, and although the transfer may, as between the transferor and transferee, be liable to be set aside, and notwithstanding that, the Company may have notice that such instrument or transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee of the particulars of the securities transferred, or otherwise in defective manner. And in every such case, the person registered as transferee, his legal personal representatives and assignees alone shall be entitled to be recognised as the holder of such securities and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto.
- Limitation of liability

TRANSMISSION OF SECURITIES

57. In the case of death of a member, the legal personal representatives of the deceased shall be the only persons recognized by the Company as having any title to his interest in the securities; but nothing herein contained shall release the estate of a deceased share holder from any liability in respect of any share which had been held by him.
- Death of holder of securities
58. Any person becoming entitled to securities in consequence of the death or bankruptcy of any member may upon such evidence of title being produced as may from time to time be required by the Central Depository and the Rules (but subject to the provisions hereinafter contained) elect either to be registered himself as a member in respect of such securities or to have some person nominated by him registered as transferee thereof but the Central Depository and the Rules shall in either case have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy. Before recognising any executor or administrator, the Directors may require him to take out probate or letters of administration as evidence Provided Always that where the share is a Deposited Security, a transfer or withdrawal of the share may be carried out by the person becoming so entitled, subject to the Rules.
- Rights on death or bankruptcy

59. If the person so becoming entitled elects to be registered himself, he shall deliver or send to the Company and the Central Depository a notice in writing signed by him stating that he so elects Provided Always that where the shares is a Deposited Security and the person so becoming entitled elects to have the share transferred to him, the aforesaid notice must be served by him on the Central Depository. If he elects to have another person registered he shall testify his election by executing to that person a transfer of the security. All the limitations, restrictions and provisions of these Clauses relating to the right to transfer and the registration of transfers of securities shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice of transfer were a transfer signed by that member. Election with regard to registration
60. A person entitled to shares and/or debentures in consequence of the death or bankruptcy of a member shall be entitled upon the production of such evidence as may from time to time be properly required by the Directors and the Depository in that behalf and subject to the Central Depositories Act and the Rules, to receive and may give a discharge for all dividends and other moneys payable in respect of the shares and/or debentures, but he shall not be entitled to receive notice of or to attend or vote at any meeting, or, save as aforesaid, to exercise any of the rights and privileges of a member or debenture holder, unless and until he shall have become a member or debenture holder in respect of the shares and debentures. Where two or more persons are jointly entitled to any share and/or debenture in consequence of the death of the holder of the share they shall, for the purposes of these Clauses, be deemed to be the joint holders of the share and/or debenture. Rights on death or bankruptcy
61. Where:
- (a) the securities of the Company are listed on another stock exchange; and
- (b) the Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29 of the Securities Industries (Central Depositories) (Amendment) Act 1998, as the case may be, under the Rules of the Depository in respect of such securities,
- the Company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the 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 between registers

CONVERSION OF SECURITIES INTO STOCKS

62. The Company may by ordinary resolution convert any paid up securities into stock, and reconvert any stock into paid up securities of any denomination. Conversion of securities into stocks
63. The holders of stock may transfer the same or any part thereof in the same manner and subject to the same regulations as and subject to which the securities from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit; provided however that the Directors may from time to time, if they think fit, fix the minimum amount of stock transferable, and direct that fractions of a Ringgit Malaysia or of any other sum shall not be dealt with, with power nevertheless, at their discretion to waive such stipulations in any particular case and provided further that the minimum amount of stock transferable shall not exceed the nominal amount of the securities from which the stock arose. Holder of stocks may transfer their interest

64. The stock shall confer on the holders thereof respectively the same privileges and advantages, as regards dividends, participation in assets on a winding up, voting at meetings of the Company, and other matters as would have been conferred by the securities from which the stock arose, but so that none of such privilege or advantages, (except participation in dividends and profits of the Company and in assets on a winding up) shall be conferred by an amount of the stock which would not, if existing in shares, have conferred such privilege or advantages. Participation in dividends and profits
65. Any reference in the Act and this Constitution as are applicable to paid-up securities shall apply to stock and in all such provisions the word "securities" shall include "stock" and the word "securities holder" and "member" shall include "stockholder". Application of these Clauses

INCREASE OF CAPITAL

66. The Company may from time to time by Ordinary Resolution 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 in such general meeting directs and such new shares or any of them may have such preference or priority over the then existing shares of the Company and that such rights and privileges be different from those of such existing shares as the Directors may think fit. Increase of share capital
67. Subject to any direction to the contrary that may be given by the Company in general meeting and subject always to this Constitution and the Act, all new shares or other securities shall, before issue, be offered to members who 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 expiry 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
68. Except so far as otherwise provided by the condition of issue, any-capital raised by the creation of new shares shall be considered as part of the original share capital of the Company. All new shares shall be subject to the provisions herein contained with reference to allotments, the payment of calls and instalments, transmissions, forfeiture, lien or otherwise and shall also be subject to the Rules. New capital to be considered as part of the current share capital of the Company

ALTERATION OF CAPITAL

69. The Company may from time to time by ordinary resolution:- Power to alter capital
- (a) consolidate and divide all or any of its share capital, such that 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;
- (b) convert all or any of its paid-up shares into stock and reconvert that stock into fully-paid shares; or

(c) subdivide its shares or any of its shares, such that 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. Any resolution whereby any share is subdivided may determine that, as between the holders of shares resulting from such subdivision, one (1) or more of such shares may have such preferred or other special rights over, or may be given any preference or advantage as regards distributions, including dividends, return of capital voting or otherwise over the other or others of such shares.

70. The Company may by special resolution reduce its share capital in any manner authorised by the Act. Reduction of capital

PURCHASE OF OWN SHARES

71. Subject to the provisions of the Act and/or any other applicable law and any rules, regulations and guidelines thereunder issued by the Exchange and any other relevant authority, the Company, may, with the sanction of an Ordinary Resolution of the members in general meeting, purchase its own shares and make payment in respect of the purchase and/or give financial assistance to any person for the purpose of purchasing its own shares on such date(s), terms and manner as may be determined from time to time by the Directors. Any shares in the Company so purchased by the Company shall be dealt with in accordance with the Act and/or any other applicable law or requirements of any other relevant authority. Company may purchase its own shares
72. The provisions of Clause 70 hereof shall not affect the power of the Company to cancel any shares or reduce its share capital pursuant to any exercise of the Company's powers under Clause 71. Power to cancel shares or reduce capital

GENERAL MEETINGS

73. Subject to the Act, the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, within six (6) months of its financial year end and not more than fifteen (15) months shall elapse between the date of one annual general meeting and that of the next, but so long as a company holds its first annual general meeting within eighteen (18) months of its incorporation, it need not hold any other annual general meeting in the year of its incorporation or in the year following its incorporation. Annual general meetings
74. All general meetings other than annual general meetings shall be called extraordinary general meetings. Extraordinary general meeting
75. The Directors may whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on any requisition made in accordance with the provisions of the Act, or, if the Company makes default in convening a meeting in compliance with a requisition received pursuant to Section 311 of the Act, a meeting may be convened by such requisitionists in the manner provided in Section 313 of the Act. Any meeting convened by requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Directors. Convening of extraordinary general meetings
76. The Company may hold a meeting of members at more than one venue using any technology or method that enables the members to participate and to exercise the members' rights to speak and vote at the meeting. The main venue of the meeting shall be in Malaysia and the chairman shall be present at the main venue of the meeting. Venues and technology for meetings of members

77. (a) All general meetings shall be held at such time, day and place as the Directors shall determine. Subject to the provisions of the Act relating to the convening of meetings to pass special resolutions and agreements for shorter notice, the notices convening meeting shall specify the place, day and time of the meeting, and shall be given to all shareholders (other than those who under the provisions of these Clauses of the terms of issue if the shares held by them are not entitled to receive notices of general meetings of the Company) and to the auditors for the time being of the Company at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. The notice shall be exclusive of the day on which it is served or deemed to be served and of the meeting day for which it is given. Notice of meetings
- (b) Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business.
- (c) At least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any special resolution is to be proposed or where it is an annual general meeting, of every such meeting shall also be given by advertisement in at least one (1) nationally circulated daily newspaper in Malaysia in the national language or in English and in writing to the Exchange and each stock exchange on which the Company is listed.
- (d) Every notice of a meeting convened for passing a special resolution shall state the intention to propose such resolution as a special resolution.
78. (a) 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. Record of Depositors
- (b) 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. ("General Meeting Record of Depositors"). The General Meeting Record of Depositors shall be the final record of all Depositors who shall be deemed to be the registered holders of securities of the Company eligible to be present, speak and vote at such meetings.
79. Subject always to the provisions of Section 323 of the Act, no business shall be transacted at an extraordinary general meeting except business of which notice has been given in the notice convening the meeting and no business shall be transacted at annual general meeting other than business of which notice has been given as aforesaid, with the exception of declaring a dividend, the consideration of the financial statements and the report of the Directors and auditors, the election and fees and benefits of Directors and the appointing and fixing of the remuneration of the auditors. Business at extraordinary general meetings
80. (a) A member entitled to attend and vote at a general meeting of the Company, or at a general meeting of any class of members of the Company, shall be entitled to appoint more than one (1) proxy to attend, participate, speak and vote instead of the member at a general meeting. Appointment of proxy
- (b) Where a member appoints more than one (1) proxy in relation to a general meeting, he shall specify the proportion of his shareholdings to be represented by each proxy, failing which the appointment shall be invalid.
- (c) A proxy need not be a member of the Company and a member may appoint any person to be his proxy without limitation save that the proxy must be of full age. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to attend, participate, speak and vote at the meeting and upon appointment a proxy shall be deemed to confer authority to demand or join in demanding a poll.

- (d) A member is not precluded from attending the meeting in person after lodging the instrument of appointing the proxy; however, such attendance shall automatically revoke the authority granted to that member's proxy.
81. Where a member of the Company is an Exempt Authorised Nominee (as defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act) which holds Deposited Securities in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds. Appointment of multiple proxies by an Exempt Authorised Nominee
82. Subject to the Act, the instrument appointing a proxy shall be in writing under the hand of the member or of his attorney duly authorised in writing or, if the member is a corporation, shall either be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised. The Directors may but shall not be bound to require evidence of the authority of any such attorney or officer. The instrument appointing a proxy authorises the proxy(ies) to demand or join in demanding a poll. Instrument appointing proxy to be in writing
83. The instrument appointing a proxy shall be in such form as the Board may from time to time prescribe or approve subject to such variations or circumstances as the Act or Listing Requirements may require. Form of proxy
- Unless the contrary is stated thereon an instrument appointing a proxy, whether in the usual common form or not, shall be valid for any adjournment of the meeting as for the meeting to which it relates.
84. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power or authority, shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting, as the case may be, 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 appointing proxy to be deposited at Company's Office
85. A vote given in accordance with the terms of the instrument of proxy shall be valid notwithstanding the previous death or unsoundness of mind of the member or revocation of the proxy or power of attorney under which it is made or transfer of the share in respect of which the vote is given provided that no intimation in writing of the death, unsoundness of mind, revocation or transfer shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the instrument is issued. Validity of vote given under proxy
86. The accidental omission to give notice of any meeting to or the non-receipt of the notice of a meeting by any person entitled to receive notice shall not invalidate any resolution passed or proceedings held at any such meeting. Omission to give notice
87. A meeting shall, notwithstanding that is called by notice shorter than is required by Clause 77, be deemed to be duly called if it is so agreed:- Call of meetings by shorter notice
- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; or
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote thereat, being a majority which together holds not less than ninety-five per cent (95%) in the total number of the shares giving a right to attend and vote.

88. Where by the Act special notice is required of a resolution, the resolution shall not be effective unless notice of the intention to move it has been given to the Company not less than twenty-eight (28) days before the meeting at which it is moved and the Company shall give members notice of any such resolution at the same time and in the same manner as it gives notice of the meeting or, if that is not practicable, shall give them notice thereof before the meeting, in any manner allowed by this Constitution, not less than fourteen (14) days' notice or twenty-one (21) days' notice in the case where any special resolution is to be proposed or where it is an annual general meeting, but if after notice of the intention to move such a resolution has been given to the Company, a meeting is called for a date twenty-eight (28) days or less after the notice has been given the notice although not given to the Company within the time required by this Clause shall be deemed to be properly given.

Resolution
requiring special
notice

PROCEEDINGS AT GENERAL MEETINGS

89. All business that is transacted at any extraordinary general meeting and also all business that is transacted at an annual general meeting shall be deemed special, with the exception of the laying of audited financial statements of the Company and the reports of the Directors and auditors and other documents required to be annexed to the financial statements, the declaration of dividends, the election of Directors and other officers in the place of those retiring, the appointment and the fixing of the fees and benefits payable to the Directors and the appointment of, and the fixing of the remuneration of the auditors.
90. No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. For all purposes, two (2) members present in person or by proxy, or in the case of corporations which are members, present by their representatives appointed pursuant to the provision of this Constitution and entitled to vote shall be a quorum.
91. If within half an hour after the time appointed for the meeting a quorum is not present, the meeting, if convened by or upon the requisition of members, shall be dissolved. If otherwise convened, it shall stand adjourned to the same day in the next week (or if that day be a public holiday, then to the next business day following such public holiday), at the same time and place or to such other day and at such other time and place as the Directors may determine, but if a quorum is not present within fifteen (15) minutes from the time appointed for holding the adjourned meeting, the member or members present at an adjourned meeting shall form a quorum.
92. The Chairman of the Board, if any, or in his absence the Deputy Chairman of the Board, if any, shall preside as Chairman at every general meeting, but if there be no such Chairman or Deputy Chairman, or if neither of them be present within fifteen (15) minutes after the time appointed for holding the meeting, or both of them shall decline to take or shall retire from the chair, the Directors present shall choose one (1) of their number to act as Chairman of such meeting, and if there be no Director chosen who shall be willing to act the members present in person or by proxy and entitled to vote shall choose one (1) of their own number to act as Chairman at such meeting.
93. The Chairman may, with the consent of the meeting at which a quorum is present and if directed by the meeting shall, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Special
business

Quorum

Proceeding of
quorum not
present

Chairman of the
general meeting

Chairman may
adjourn meeting
and notice of
adjournment

94. (a) At any general meeting a resolution put to the vote of the meeting shall be determined by a show of hands of the members present in person or by proxy, unless a poll is demanded (before or upon the declaration of the result of a show of hands):-
- Voting on resolutions
- (i) by the Chairman of the meeting;
- (ii) by at least five (5) members present in person or by proxy;
- (iii) by any member or members present in person or by proxy representing not less than one-tenth (1/10) of the total voting rights of all the members having the right to vote at the meeting, excluding any voting rights attached to any shares in the Company held as treasury shares; or
- (iv) by a member or members holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth (1/10) of the total sum paid up on all the shares conferring that right, excluding any voting rights attached to any shares in the Company conferring a right to vote on the resolution which are held as treasury shares.
- Provided that no poll shall be demanded on the election of a chairman of a meeting or on any question of adjournment.
- (b) Unless a poll is duly demanded in accordance with the foregoing provisions, a declaration by the Chairman that a resolution has been carried or lost or has not been carried by any particular majority, and an entry to that effect in the minutes of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number, proportion or validity of the votes, recorded in favour of or against such resolution.
95. The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to demand, or join in demanding a poll and for the purposes of the last preceding Clause, a demand by a person as proxy for a member shall be the same as a demand by the member.
- Proxies' right to demand a poll
96. If any votes shall have been counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting or at any adjournment thereof and unless in the opinion of the Chairman at the meeting or any adjournment thereof as the case may be, it shall be of sufficient importance to vitiate the result of the voting.
- Counting of votes
97. If a poll is duly demanded it shall be taken in such manner as the Chairman may direct (including the use of a ballot or voting papers or tickets or by electronic means) and the result of a poll shall be deemed the resolution of the meeting at which the poll was demanded. The Chairman may (and if so directed by the meeting shall) appoint scrutineers for the purposes of a poll, and may adjourn the meeting to some place, date and time fixed by him for the purpose of declaring the results of the poll. In case of any disputes as to the admission or rejection of a vote, the Chairman shall determine the same, and such determination made in good faith shall be final and conclusive.
- Taking a poll
98. Subject to Clause 94 a poll demanded on any question shall be taken either at once or at such time and place as the Chairman directs not being more than thirty (30) days from the date of the meeting or adjourned meeting at which the poll was demanded.
- Time of taking of poll
99. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the business on which a poll has been demanded.
- Continuance of meeting of other business
100. The demand for a poll may be withdrawn, and notice must be given of a poll not taken immediately.
- Withdrawal of poll

VOTES OF MEMBERS

101. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, as the case may be, shall have a second or casting vote. Chairman's casting vote
102. (a) Subject to Clause 78 hereof, a member shall be entitled to be present and to vote on any question, either personally or by proxy or by attorney, at any general meeting or upon a poll or to be reckoned in a quorum and any general meeting in respect of any fully paid share or of any shares upon which all calls due and payable to the Company shall have been paid. Entitlement to vote
- (b) Subject to any special rights or restrictions as to voting attached to any class or classes of shares by or in accordance with this Constitution, on a show of hands every person present who is a member or a member's representative or proxy or attorney shall have one (1) vote and in the case of a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote for every share held by him. A person entitled to more than one vote need not use all his votes or cast all the votes he uses on a poll in the same way. Number of votes
103. Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative either at a particular meeting of the Company, or at all meetings of the Company or any class of members and the person so authorised shall act in accordance with his authority and until his authority is revoked by the corporation be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company. Votes of corporation
104. Any member being of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote by his committee, receiver curator bonis, or other legal guardian or such other person as properly has the management of his estate. Any one of such person may vote either personally or by proxy or by attorney Provided such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than forty eight (48) hours before the time appointed for holding the meeting. Votes of members of unsound mind
105. The legal personal representative of a deceased member or the person entitled under the Clauses 58 to 60 to any share in consequence of the death or bankruptcy of any member may vote at any general meeting in respect thereof in the same manner as if he was the registered holder of such shares provided that forty eight (48) hours at least before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote he shall satisfy the Directors of his right to any share in consequence of the death or bankruptcy of any member unless the Directors shall have previously admitted his right to vote in respect thereof. Votes of legal personal representatives of members
106. No objection shall be raised in respect of the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the Chairman at the meeting, whose decision shall be final and conclusive. Time for objection of any voter's qualification

DIRECTORS

107. Until otherwise determined by the Company in general meeting the number of Directors shall not be less than two (2) nor more than ten (10) but in the event of any casual vacancy occurring and reducing the number of Directors below the aforesaid minimum the continuing Directors or Director may act for the purpose of filling up such vacancy or vacancies or of summoning a general meeting of the Company. Number of Directors

108. All Directors shall be entitled to receive notice of and to attend and speak at all general meetings of the Company. Directors entitled to notice
109. (a) At the first annual general meeting of the Company all the Directors shall retire from office, and at the annual general meeting in every subsequent year one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office. PROVIDED ALWAYS that all Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires. Rotation and retirement of Directors
- (b) An election of Directors shall take place each year. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
110. A retiring Director shall be eligible for re-election but save as aforesaid no person, not being a retiring director, shall be eligible for election to the office of director at any general meeting unless a member intending to propose him for election has at least eleven (11) clear days before the meeting, left at the registered office of the Company a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such member to propose him 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 registered holders of shares at least seven (7) days prior to the meeting at which the election is to take place. Notice of nomination of Director
111. The Company at the meeting at which a Director retires may fill the vacated office by electing a person thereto. Unless at that meeting it is expressly resolved not to fill the vacated office or a resolution for re-election of the Director retiring at that meeting is put to the meeting and lost or some other person is elected a Director in place of the retiring Director, the retiring Director shall, if offering himself for re-election and not being disqualified under the Act from holding office as a Director, be deemed to have been re-elected. A retiring Director shall be deemed to have offered himself for re-election unless he has given notice in writing to the Company that he is unwilling to be re-elected. When the retiring Director deemed re-elected
112. At a general meeting at which more than one (1) Director is to be elected, each candidate shall be the subject of a separate motion and vote unless a motion for the appointment of two (2) or more persons as Directors by a single resolution shall have first been agreed to by the meeting without any vote being given against it. No appointment of Directors by single resolution
113. The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office. Number may be increased or decreased
114. (a) A Director may appoint a person approved by a majority of his co-Directors to act as his alternate Provided That such person is not a Director of a Company and he does not act as an alternate for more than one (1) Director. Any fee paid by the Company to the alternate shall be deducted from that Director's remuneration. The alternate Director shall be entitled to notices of all meetings and to attend, speak and vote at any such meeting at which his appointor is not present provided that such attendance shall not be regarded for the purpose only for Clause 115. Any appointment so made may be revoked at any time by the appointor or by a majority of the Directors (excluding the director who appointed the alternate), and any appointment or revocation under this Clause shall be effected by notice in writing to be delivered to the Secretary of the Company. An alternate Director shall ipso facto cease to be an alternate Director if his appointor for any reason ceases to be a Director. Alternate Directors

- (b) If any Director retires by rotation and is re-elected by the meeting or is, pursuant to this Constitution, deemed to be re-elected at the meeting at which such retirement took effect, any appointment made by him of an alternate Director which was in force immediately prior to the appointor's retirement shall continue to operate after such re-election as if the appointor had not so retired.
115. The Company may by ordinary resolution of which special notice has been given, remove any Director before the expiration of his period of office, notwithstanding any provisions of this Constitution or of any agreement between the Company and such Director but without prejudice to any claim he may have for damages for breach of any such agreement. The Company may by ordinary resolution appoint another person in place of a Director so removed from office and any person so appointed shall be subject to retirement by rotation at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In default of such appointment the vacancy so arising may be filled by the Directors as a casual vacancy. Removal of Directors
116. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but the total number of Directors shall not at any time exceed the maximum number fixed in accordance with this Constitution. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting. Appointment by the Board of Directors
117. The fees of the Directors and benefits payable to the Directors including any compensation for loss of employment of a Director shall from time to time be determined by an ordinary resolution of the Company and shall (unless such resolution otherwise provided) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such fees are payable shall be entitled only to rank in such division for a proportion of the fees related to the period during which he has held office provided always that:- Remuneration of Directors
- (a) fees payable to non-executive Directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover;
- (b) salaries and other emoluments including benefits payable to Directors who hold an executive office in the Company need not be determined by the Company in general meeting but such salaries and emoluments may not include a commission on or percentage of turnover;
- (c) fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting; and
- (d) any fee paid to an alternate Director shall be agreed upon between himself and the Director nominating him and shall be paid out of the remuneration of the latter.
118. (a) The Directors shall be entitled to be reimbursed for all travelling or such reasonable expenses as may be incurred in attending and returning from meetings of the Directors or of any committee of the Directors or general meetings or otherwise howsoever in or about the business of the Company in the course of the performance of their duties as Directors. Reimbursement and special remuneration
- (b) If by arrangement with the Director, any Director shall perform or render any special duties or services outside his ordinary duties as a Director in particular without limiting to the generality of the foregoing if any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business

or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of Directors, the Directors may pay him special remuneration, in addition to his Director's fees, and such special remuneration may be by way of a fixed sum, or otherwise as may be arranged provided always that the extra remuneration payable to:

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

119. The office of Director shall, ipso facto, be vacated if the person holding that office:-
- Vacation of office of Directors
- (a) becomes bankrupt and a receiving order in bankruptcy is made against him during his term of office or he makes any arrangement or composition with his creditors;
 - (b) resigns his office by giving a written notice to the Company at the Office;
 - (c) has retired in accordance with the provision of the Act or this Constitution but is not re-elected;
 - (d) is removed from office in accordance with the Act or this Constitution;
 - (e) becomes disqualified from being a director under the Act or the Listing Requirements;
 - (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Mental Health Act 2001;
 - (g) dies;
 - (h) is absent from more than 50% of the total Board meetings held during a financial year unless otherwise exempted by the Exchange on application by the Company; or
 - (i) ceases to be or is prohibited from being a Director by virtue of the Act or the Applicable Laws.

POWERS AND DUTIES OF DIRECTORS

120. 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 the Constitution of the Company and as are not by the Applicable Laws or by this Constitution required to be exercised or done by the Company in general meeting, but the exercise of all such powers shall be subject to and in accordance with the provisions of the Applicable Laws and of this Constitution and shall also be subject to and in accordance with any regulations or provisions made by the Company in general meeting provided that no regulation so passed shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.
- Powers and duties of Directors
121. The Directors shall not without the prior approval of the Company in general meeting:-
- Approval of the Company required
- (a) carry into effect any proposal or execute any transaction for the acquisition of any undertaking or property of a substantial value, or the disposal of a substantial portion of the main undertaking or property of the Company; or
 - (b) exercise any power of the Company to issue shares unless otherwise permitted under the Act; or

- (c) enter into any arrangement or transaction with a Director or a director of the holding company of the Company, or with a person connected with such a Director to acquire from or dispose to such a Director or person any non-cash assets of a requisite value.
122. (a) The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertakings, property and uncalled capital, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or related company or of any related third party provided always that nothing contained in this Constitution shall authorise the Directors to borrow any money or mortgage or charge any of the Company's undertaking, property or any uncalled capital or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party. Directors' borrowing power
- (b) The Directors shall cause a proper register to be kept in accordance with Section 362 of the Act of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of Section 352 of the Act in regard to the registration of mortgages and charges therein and otherwise. Duty to keep register of charges
- (c) If the Directors or any of them, or any other person, shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.
123. The Directors may procure the establishment and maintenance of any non-contributory or contributory pension or superannuation fund or life assurance scheme for the benefit of, and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to, any persons who are or shall have been at any time in the employment or service of the Company or any associated company or to any persons who are or have been a Director or other officer of and holds or have held salaried employment in the Company or any associated company, or the wives, widows, families or dependents of any such persons. The Directors may also procure the establishment and subsidy of or subscription and support to any institutions, association, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or of its members and payment for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibitions or for any public, general or useful object. Provided that any Director holding such salaried employment shall be entitled to retain any benefit received by him hereunder subject only where the Act requires, to proper disclosure to the members of the Company in general meeting. In this Clause the expression "the associated company" shall include any company which is the holding company of the Company or a subsidiary of the Company or of any such holding company or which in the opinion of the Directors can properly be regarded as being connected with the Company or with any such company as aforesaid. Establishment and maintenance of any pension, superannuation fund or life assurance schemes for the benefits of the employees of the Company
124. The Directors may from time to time, and at any time, by power of attorney, appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (including power to sub-delegate but not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as the Directors may from time to time think fit and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with any such attorney as the Directors think fit and may also authorize any such attorney to delegate all or any of the powers vested in him. Director's power to appoint attorney of the Company

125. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipt for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors may from time to time determine. Cheques, bills etc
126. A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. No Director or intending Director shall be disqualified by his office from contracting with the Company with regard to his tenure of any such office or place of profit in any other respect nor shall any such contract, or any contract or arrangement entered into by or on behalf of any company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established provided always that Sections 221 and 228 and all other relevant provisions of the Act and this Constitution are complied with. Rights to hold other office under the Company
127. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as auditor of the Company. Right to payment for professional services
128. A Director shall at all times exercise his powers in accordance with the Act, for a proper purpose, in good faith and in the best interest of the Company and act honestly and use reasonable diligence in the discharge of the duties of his office and shall not make use of any information acquired by virtue of his position to gain directly or indirectly an improper advantage for himself or for any other person or to cause detriment to the Company. Discharge of duties
129. Every Director shall give notice to the Company of such events and matters relating to himself as may be necessary or expedient to enable the Company and its officers to comply with the requirements of the Act. General duty to make disclosure

MINUTES AND REGISTERS

130. The Directors shall cause minutes to be duly entered in books provided for the purpose:- Minutes
- (a) of all appointments of officers;
 - (b) of the names of all the Directors present at each meeting of the Directors and of any Committee of Directors and of the Company in general meeting;
 - (c) of all resolutions and proceedings of general meetings and of meetings of the Directors and Committees of Directors; and
 - (d) of all orders made by the Directors and any Committee of Directors.
- Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the facts thereon stated.
131. The Company shall in accordance with the provisions of Section 57 of the Act, keep at the Office a register containing such particulars with respect to the Directors, managers and secretaries of the Company as are required by and shall from time to time notify the Registrar of Companies of any change in such Register and of the date of such change in manner prescribed by that section. Register of Directors, Managers and Secretaries
132. The books containing the minutes of proceedings of any general meeting shall be kept by the Company at the Office or such other place provided notice has been given to the Registrar of Companies, and shall be open to the inspection of any member without charge. Minute books in registered office

133. The Company shall also keep at the Office or such other place provided notice has been given to the Registrar of Companies, a register which shall be open to the inspection of any member without charge and to any other person on payment for each inspection of a prescribed fee, all such matters required to be so registered under the Act, and in particular:-
- Register of shareholders and particulars of Directors' shareholding
- (a) a register of substantial shareholders and of information received in pursuance of the requirements under Section 144 of the Act;
- (b) a register of the particulars of each of the Directors' shareholdings and interests as required under Section 59 of the Act.

PROCEEDINGS OF DIRECTORS

134. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit. Meeting of the Directors may be held in or outside Malaysia.
- Directors' meeting
135. (a) Unless otherwise determined by the Directors from time to time, at least seven (7) days' notice of all Directors' meetings shall be given by hand, post, facsimile, Electronic Form or other form of Electronic Communications to all Directors and their alternate Directors who have a registered address in Malaysia, except in the case of an emergency, where reasonable notice of every Directors' meeting shall be given in writing. It shall not be necessary to give any Director or alternate Director, who does not have an address in Malaysia, registered with the Company, notice of a meeting of the Directors by hand or by post.
- Notice of Directors' meeting
- (b) Any Director may waive notice of any meeting either prospectively or retrospectively.
- (c) The notice of each Directors' meeting shall be deemed to be served on a Director upon delivery if delivered by hand, or immediately if sent by facsimile, electronic form or other form of electronic communications or if sent by post, on the day on which a properly stamped letter containing the notice is posted.
136. (a) A person may participate in a meeting of the 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 of Directors by means of conference telephone, electronic or any communication facilities
- (b) 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.
137. The quorum necessary for the transaction of the business of the Directors shall be two (2).
- Quorum
138. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under this Constitution vested in or exercisable by the Directors generally. Subject to these Constitution, questions arising at any meeting of the Directors shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote except where only two (2) Directors form quorum or where only two (2) Directors are competent to vote on the question at issue.
- Proceeding of meeting

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| 139. | The continuing Directors or sole continuing Director may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of Directors, the continuing Director or Directors may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company. | Number reduced below quorum |
| 140. | A Director may at any time and the Secretary shall on the requisition of a Director summon a meeting of the Directors. | Power to convene meetings |
| 141. | The Directors may from time to time elect and remove a Chairman and Deputy Chairman of the Board of Directors and determine the period for which they are respectively to hold office. The Chairman so elected, or in his absence the Deputy Chairman, shall preside at all meetings of the Directors but if no such Chairman or Deputy Chairman be elected, or if at any meeting the Chairman or Deputy Chairman be not present within fifteen (15) minutes after the time appointed for holding the same, the Directors present shall choose one (1) of their number to act as Chairman of such meeting. | Chairman and Deputy Chairman |
| 142. | An alternate Director shall be entitled to vote on behalf of the Director whom he is representing. | Alternate Director entitled to vote |
| 143. | Every Director shall comply with the provisions of Sections 221 and 219 of the Act in connection with the disclosure of the fact and the nature, character and extent of any office or possession of any property whereby, whether directly or indirectly, duties or interests might be created in conflict with his duty or interest as a Director of the Company. | Disclosure of interest in contracts, property, offices etc. |
| 144. | Subject to the Act, a Director shall not participate in any discussion or vote in respect of any contract or proposed contract or arrangement in which he has directly or indirectly an interest (and if he shall do so his vote shall not be counted) nor shall his vote be counted for the purpose of any resolution regarding the same. | Director to refrain from voting in interested transactions |
| 145. | A Director, notwithstanding his interest may, provided that none of the other Directors present disagree, be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company, (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or whereat the terms of any such appointment as hereinafter mentioned are considered or where any decision is taken upon any contract or arrangement in which he is in any way interested provided always that he has complied with Section 221 and all other relevant provisions of the Act and of this Constitution. | Director appointed at a meeting to hold other office to be counted in the quorum |
| 146. | A Director may vote in respect of:-
(a) any arrangement for giving the Director himself or any other Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; or
(b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself or any other Director has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security. | Director may vote on the giving of security or indemnity where he is interested |

147. A Director may be or become Director or other officer of or otherwise interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise, or any corporation, which is directly or indirectly interested in the Company as shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of, or from his interest in, such corporation, unless the Company otherwise directs at the time of his appointment. The Director may exercise the voting power conferred by the shares or other interest in any such other corporation held or owned by the Company, or exercisable by them as Directors of such other corporation in such manner and in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them Directors or other officers of such corporation) and any Director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or is about to be appointed a Director or other officer of such corporation and as such is or may become interested in the exercise of such voting rights in manner aforesaid provided always that he has complied with Section 221 and all other relevant provisions of the Act and of this Constitution.
- Director may become directors or other officers of any corporation promoted by the Company

COMMITTEES OF DIRECTORS

148. The Directors may establish any committees, local boards or agencies, comprising of one (1) or more persons, for managing any of the affairs of the Company, either in Malaysia or elsewhere, and may lay down, vary or annul such rules and regulations as they may think fit for the conduct of the business thereof, and may appoint any persons to be members of any such committee or local board, or any managers or agents, and may fix their remuneration, and may delegate to any such committee, local board, manager or agent any of these powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the members of any such committee or local board, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no persons dealing in good faith without notice of any such annulment or variation shall be affected thereby.
- Directors may establish committees etc.
149. The meetings and proceedings of any such committee consisting of two (2) or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by a regulation made by the Directors under the last preceding Clause.
- Meetings and proceedings

VALIDATION OF ACTS OF DIRECTORS

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

DIRECTORS' RESOLUTIONS IN WRITING

151. A resolution in writing signed or approved in writing by a majority of the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted. All such resolutions shall be described as "Directors' Resolution In Writing" or "Directors' Written Resolution" and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's minute book. Any such resolution may consist of several documents or counterparts in like form, each signed by one (1) or more Director or their alternates and may be accepted as sufficiently signed by a Director if transmitted to the Company by facsimile or other forms of Electronic Communications purporting to include a signature or the written approval of the Director.
- Directors' resolution in writing

CHIEF EXECUTIVE OFFICER OR MANAGING DIRECTOR

152. (a) The Directors may from time to time appoint any one or more of their body to be-
- (i) Chief Executive Officer; or
- (ii) Managing Director.
- and may revoke any such appointment.
- (b) Any such appointment may be on such terms as the Directors think fit, subject to this Constitution, and may vest in such Chief Executive Officer or Managing Director as may be appointed by them such of the powers hereby vested in the Directors generally as they may think fit.
- (c) The Chief Executive Officer or Managing Director shall be subject to the control of the Board of Directors.
- Directors may appoint Chief Executive Officer or Managing Director
153. The remuneration of the Chief Executive Officer or Managing Director may subject to the terms of any agreement entered into any particular case, be by way of salary or commission or participation in profits or otherwise or by any or all of these modes but such remuneration shall not include a commission on or percentage of turnover but it may be a term of their appointment that they shall receive pension, gratuity or other benefits upon their retirement
- Remuneration
154. The Chief Executive Officer or Managing Director shall, while they continue to hold such offices be subject to retirement by rotation, and they shall be reckoned as Directors for the purpose of determining the rotation or retirement of Directors or in fixing the number of Directors to retire, and they shall, subject to provisions of any contract between them and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company and if they cease to hold the office of Director from any cause shall ipso facto and immediately cease to be Chief Executive Officer or Managing Director, as the case may be.
- Chief Executive Officer or Managing Director shall be reckoned as Directors for purposes of rotation and retirement

ASSOCIATE DIRECTORS

155. The Directors may from time to time appoint any person or persons to be an associate Director or associate Directors and may from time to time cancel any such appointments. The Directors may fix, determine and vary the powers, duties and remuneration of any person or persons so appointed and the number of associate Directors that the Company may have from time to time and at any time. Any person or persons so appointed shall not be required to hold any shares to qualify for appointment nor have any right to attend or vote at any meeting of Directors except by the invitation and with the consent of the Directors.
- Directors may appoint associate directors

THE SECRETARY

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

SEAL

157. The Directors shall provide for the safe custody of the Seal which shall only be used pursuant to a resolution of the Directors, or a committee of the Directors authorised to use the Seal. The Directors may from time to time make such regulations as they think fit determining the persons and the number of such persons in whose presence the Seal shall be affixed and, until otherwise so determined, every instrument to which the Seal shall be affixed shall be signed by a Director and by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose Provided Always that no person dealing with the Company shall be concerned to see or enquire as to whether any regulations so made have been complied with.
- The custody and the affixing of the Seal
158. The Company may also have a Share Seal pursuant to Section 63 of the Act. The Share Seal is a duplicate or facsimile of the Seal with the addition on its face of the words "Share Seal" which is specifically affixed onto certificates that may be issued by the Company for any share, stock, loan stock, debentures as defined in the Act, or other marketable security created or issued by the Company.
- The Share Seal

SEAL FOR USE ABROAD

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

RESERVES

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

DIVIDEND

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| 161. | The Company may in general meeting declare a dividend to the members out of profits of the Company available if the Company is solvent, but no dividend shall exceed the amount as recommended by the Directors. | Distribution of dividends out of profit |
| 162. | Without prejudice to the powers of the Company to pay interest on share capital as hereinbefore provided, no dividend or moneys payable on or in respect of any security shall bear interest against the Company. | No interest payable |
| 163. | The Directors may recommend or authorise a distribution at such time and in such amount as the Directors consider appropriate, if they are satisfied that the Company will be solvent immediately after the distribution is made. The Company is regarded as solvent if the Company is able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made. | Distribution only if Company if solvent |
| 164. | Subject to the rights of persons (if any) entitled to securities with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid up on the securities in respect whereof the dividends is paid, but no amount paid up on a security in advance of calls shall be treated for the purposes of this Clause as paid up on the security. All dividends shall be apportioned and paid pro-rata according to the amounts paid up on the securities during any portion or portions of the period in respect of which the dividend is paid except that if any security is issued on terms providing that it shall rank for dividend as if paid up (in whole or in part) as from a particular date, such security shall rank for dividend accordingly. | Dividends in proportion to amounts paid up |
| 165. | The Directors may if they think fit from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company. If at any time the share capital of the Company is divided into different classes the Directors may pay such interim dividends in respect of those securities in the capital of the Company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those securities which confer on the holders thereof preferential rights with regard to dividend and provided that the Directors act bona fide they shall not incur any responsibility to the holder of shares conferring any preferential rights for any damage that they may suffer by reason of the payment of an interim dividend on any securities having deferred or non-preferential rights. The Directors may also pay half-yearly or at other suitable intervals to be settled by them any dividend which may be payable at a fixed rate if they are of the opinion that the profits justify the payment. | Interim dividends |
| 166. | (a) The Directors may deduct from any dividend payable to any member all sums of money (if any) immediately payable by him to the Company on account of calls or otherwise in relation to the securities of the Company held by him. | Debts may be deducted from dividends |
| | (b) The Directors may retain any dividend or other moneys payable on or in respect of a security other than fully paid securities on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists. | Power to retain dividends on which the Company has a lien |
| 167. | Subject to the provisions of the Act where any asset, business or property is bought by the Company as from a past date upon the terms that the Company shall as from that date take the profits or bear the losses thereof, such profits or losses as the case may be, shall, at the discretion of the Directors, be credited or debited wholly or in part to revenue account, and in that case the amount so credited or debited shall, for the purpose of ascertaining the fund available for dividend, be treated as a profit or loss arising from the business of the Company and available for dividend accordingly. Subject as aforesaid, if any securities are purchased cum dividend or interest such dividend or interest when paid may at the discretion of the Directors be treated as revenue and it shall not be obligatory to capitalise the same or any part thereof. | Asset, business or property bought by the Company be credited or debited to the revenue account of the Company |

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| 168. | The Directors may retain the dividends payable upon securities in respect of which any person is under the provisions as to the transmission of securities hereinbefore contained entitled to become a member, or which any person is under those provisions entitled to transfer, until such person shall become a member in respect of such securities or shall transfer the same. | Power to retain dividends in respect of transmission of shares |
| 169. | All dividends unclaimed for one (1) year after having been declared may, subject to the Unclaimed Moneys Act 1965, be invested or otherwise made use of by the Directors for the benefit of the Company, until claimed or paid pursuant to the Unclaimed Moneys Act 1965. | Unclaimed dividends |
| 170. | A transfer of shares shall not pass the right to any dividend declared on such shares before the transfer is effected pursuant to this Constitution and the Rules. | Dividend on transferred shares |
| 171. | Any dividend, interest or other money payable in cash in respect of securities may be paid by cheque or warrant and sent through the post directed to the registered address of the holder named in the Record of Depositors or by way of telegraphic transfer or electronic transfer or remittance to such account as designated by such holder or the person entitled to such payment. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be made payable to the order of the person to whom it is sent or to such person as the holder entitled to the security in consequence of the death or bankruptcy of the holder may direct and the payment of any such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall operate as a good and full discharge to the Company in respect of the payment represented thereby notwithstanding that in the case of payment by cheque or warrant, it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be sent at the risk of the person entitled to the money thereby represented. | Mode of payment of dividend |
| 172. | Any general meeting declaring a dividend or bonus may upon the recommendation of the Directors, direct payment of such dividend or bonus wholly or in part by the distribution of specific assets, and in particular of paid-up shares or debenture or debenture stock of the Company or any other company, or in any one or more of such ways, and the Directors shall give effect to such resolution, and where any difficulty arises in regard to the distribution the Directors may settle the same as they think expedient, and in particular may issue fractional certificates and may fix the value for distribution of such specific assets or any part thereof and may determine that cash payment shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustee upon such trusts for the persons entitled to the dividend as may seem expedient to the Directors. | Power to distribute dividend in specie |

CAPITALISATION OF PROFITS

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| 173. | The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the revenue account or otherwise available for distribution provided that such sum be not required for paying the dividends on any securities carrying a fixed cumulative preferential dividend and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same 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 securities held by such members respectively or paying up in full unissued securities or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution. | Capitalisation of profits |
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174. Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

Directors' duties and powers in capitalisation

ACCOUNTS

175. The Directors shall cause proper accounting and other records to be kept and shall distribute copies of financial statements and other documents as required by the Act and shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting. Subject always to Section 245(5) and (6) of the Act, the books of account or records of operations shall be kept at the Office or at such other place as the Directors think fit and shall always be open to inspection by the Directors.
176. The Board shall cause to be prepared, sent to every member and laid before the Company in its annual general meeting the audited financial statements and directors' report 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 shall not exceed four (4) months.
177. A copy of each of the audited financial statements, the Directors' and Auditors' reports in printed form or in CD-ROM or other electronic form permitted under the Listing Requirements or any combination thereof shall, not less than twenty-one (21) days before the date of the annual general meeting be sent to every member of and to every holder of debentures of the Company and to every other person who is entitled to receive notice of general meetings from the Company under the provisions of the Act or of this Constitution, in accordance with the provisions of the Act or of this Constitution, provided that this Clause shall not require a copy of these documents to be sent to any person of whose address the Company is not aware but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.
178. Save as may be necessary for complying with the provisions of the Act or as the Company may by special resolution otherwise resolve, the Directors shall not be bound to publish any list or particulars of the securities or investments held by the Company or to give any information with reference to the same to any member.

Directors to keep proper accounts

Issuance of audited financial statements and directors' report

Circulation of copies of audited financial statements and directors' report

List or particulars of securities or investments

AUDIT

179. Auditors shall be appointed in accordance with the provisions of the Act and their duties regulated in accordance with the Act. Subject to the provisions of the Act, all acts done by any person acting as an auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment. Appointment of auditors
180. The Auditors shall attend every annual general meeting where the financial statements of the Company are to be laid, so as to respond according to his knowledge and ability to any question relevant to the audit of the financial statements in accordance with Section 285 of the Act. Auditors to attend general meeting

LANGUAGE

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

AUTHENTICATION OF DOCUMENTS

182. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolution passed by the Company or the Directors, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are kept elsewhere other 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. Appointed persons

NOTICES

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

184. Any notice or document shall be deemed to be served by the Company to a member:
- When service effected
- (a) where the notice or document is sent in hard copy if by post, on the day the prepaid letter, envelope or wrapper containing such notice or documents is posted. In providing service by post, a letter from the Secretary certifying that the letter, envelope or wrapper containing the notice or document was so addressed and posted to the member shall be sufficient to prove that the letter, envelope or wrapper was so addressed and posted; or
 - (b) where the notice or document is sent by electronic means:
 - (i) via electronic mail, at the time of transmission to a member's electronic mail address pursuant to Clause 183(b)(i), provided that the Company has record of the electronic mail being sent and that no written notification of delivery failure is received by the Company;
 - (ii) via publication on the Company's website, on the date the notice or document is first made available on the Company's website, provided that the notification on the publication of notice or document on the website has been given pursuant to Clause 183(b)(ii); or
 - (iii) via electronic platform maintained by the Company or third parties, on the date the notice or document is first made available thereon provided the notification on the publication or making available of the notice or document on the relevant electronic platform has been given pursuant to Clause 183(b)(iii).

In the event that service of a notice or document pursuant to this Clause is unsuccessful, the Company must, within two (2) Market Days from discovery of delivery failure, make alternative arrangements for service by serving the notice or document in hard copy in accordance with Clause 183(a) hereof.

185. Subject to compliance with the Act, the requirement of the Exchange and any other relevant authorities, if any, the Company may send notice of a general meeting, its annual report or any document required to be sent to its securities holders via electronic means by:-
- Issuance of notice of a general meeting, annual report or any document required to be sent to the Company's members by the Company via electronic means
- (a) publishing on a designated weblink, provided it notifies its securities holders separately in writing, which includes e-mailing in accordance with this Constitution, about the publication and designated weblink to download the notice of general meeting, annual report or document; or
 - (b) e-mailing its securities holders.

The e-mail address of a securities holder as maintained by the Depository or as provided to the Company for the purpose of sending notice of a general meeting, annual report or any document required to be sent to its securities holders, if any, shall be deemed as the e-mail address for purposes of the aforesaid communication with the securities holder. In the event of a notification of e-mail delivery failure or in any other event at the Directors' discretion, the notice of a general meeting, annual report or any document required to be sent to the Company's securities holders may also be sent in electronic format such as CD-ROM, USB drive or any other portable electronic format whatsoever (whether available now or in the future) through which images, data, information or other material may be viewed whether electronically or digitally or however others and served in accordance with Clause 183.

Notwithstanding the aforesaid electronic means of communication, the Company shall :-

- (a) send a printed hard copy of the notice of general meeting, annual report or document sent to the securities holder requesting the same free of charge within four (4) Market Days from the date of receipt of the request, whether verbal or written;
- (b) designate a person to attend to securities holders' requests as stated in subparagraph (a) above;
- (c) designate person(s) to answer queries from securities holders relating to the use of the said electronic means; and
- (d) notify securities holders via the same electronic means of their rights to be given printed hard copies as stated in subparagraph (a) above and how securities holders may make such a request.

If a notice of general meeting, annual report or any document (other than a share certificate) is sent by the Company to its securities holders by electronic means, it is treated as being received by the intended recipient at the time it was sent. It can be proved conclusively that a notice of general meeting, annual report or any document was received by electronic means, by showing that the notice of general meeting, annual report or document was properly addressed. Subject to the Act, if a notice of general meeting, annual report or any document is sent or supplied by the Company by means of publishing on a designated weblink, it is treated as being received by the intended recipient when the notice of general meeting, annual report or document is first made available on the designated weblink or, when the recipient received (or is treated as having received) notice of the fact that the notice of general meeting, annual report or document is available on the website, whichever the later.

186. A member's address, electronic mail address and any other contact details, provided to the Depository shall be deemed as the last known address or electronic mail address or contact details provided by the member to the Company for purposes of communication including but not limited to service of notices and/or documents to the member. Last known address for service
187. A notice and/or document required to be sent to members may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through representatives of the deceased or assignee of the bankrupt, or by any like description, at his last known address in any manner in which the same might have been if the death or bankruptcy had not occurred. Every person who, by operation of law, transfer transmission or other means whatsoever, shall become entitled to any share, shall be bound by every notice and/or document in respect of such share, which prior to his name and address being entered in the Register of members or Record of Depositors as the registered holder of such share, shall have been duly given to the person from whom he derives the title to such share. Notice in case of death or bankruptcy
188. (a) Notice of every meeting of members shall be given in any manner hereinbefore mentioned to: Who may receive notice
 - (i) every member at his last known address;
 - (ii) every person entitled to a share in consequence of the death or bankruptcy of a member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting;
 - (iii) the Auditors of the Company;
 - (iv) the Directors of the Company; and
 - (v) every Exchange in which the Company is listed.

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

WINDING UP

189. If the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company, divide amongst the members in specie or in kind the whole or any part of the assets of the Company (whether they consist of property of the same kind or not) and may for that purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of any such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, thinks fit, but so that no member shall be compelled to accept any securities whereon there is any liability. Distribution in specie
190. Save that this Clause shall be without prejudice to the rights of holders of shares issued upon special terms and conditions the following provisions shall apply:- Distribution of assets
- (a) If the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital such assets shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding-up, on the securities held by them respectively.
- (b) If in a winding-up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding-up, the excess shall be distributed among the members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding up, on the securities held by them respectively.
191. On a voluntary winding up or liquidation of the Company, no commission or fee shall be paid to a liquidator unless it shall have been approved by shareholders in general meeting. The amount of such commission or fee shall be notified to all shareholders at least seven (7) days before the meeting at which the commission or fee is to be considered. Commission or fee to liquidators

SECRECY CLAUSE

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

INDEMNITY

193. (a) Subject to the provisions of the Act, every Director, Chief Executive Officer, Managing Director, agent, auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust applicable to his duties to the Company, and the Company may effect insurance for such persons against such liability. Indemnity to the Directors, Managing Director, Secretary etc
- (b) No Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for and on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy or insolvency of any person with whom any moneys, securities or effects shall be deposited, or for any loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happen through his own negligence, default, breach of duty, breach of trust or dishonesty of which he may be guilty in relation to the Company.

RECONSTRUCTION

194. On the sale of the undertaking of the Company, the Directors or the liquidators on a winding up may, if authorised by a special resolution accept fully paid or partly paid-up shares, debentures or securities of any other company, either then existing or to be formed for the purchase in whole or in part of the property of the Company, and the Directors (if the profits of the Company permit), or the liquidators (on a winding up), may distribute such shares or securities, or any property of the Company amongst the members without realisation, or vest the same in trust for them and any special resolution may provide for the distribution or appropriation of the cash, shares or other securities, benefits or property, otherwise than in accordance with the strict legal rights of the members or contributories of the Company, and for valuation of any such securities or property at such price and in such manner as the meeting may approve, and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised, and waive all rights in relation thereto, save only in the case of the Company which is proposed to be or is in the course of being wound up, such statutory rights (if any) under Section 457 of the Act as are incapable of being varied or excluded by this Constitution. Reconstruction

COMPLIANCE WITH STATUTES, REGULATIONS AND RULES

195. The Company shall comply with the provisions of all Applicable Laws, notwithstanding any provisions in this Constitution to the contrary. Compliance with statutes, regulations and rules
196. Subject to the Applicable Laws and the provisions of this Constitution, the Company may seek its shareholders' mandate which is renewable on an annual basis to enter into, deal with, act in or handle all related party transactions involving recurrent transactions of a revenue or trading nature which are necessary for the day to day operations of the Company. General mandate

ALTERATION

197. Subject to the Act and this Constitution, no amendment whether by way of rescission, alteration or addition shall be made to this Constitution unless the same has been passed by a Special Resolution.
- Alteration of Constitution

OVERRIDING EFFECT OF LISTING REQUIREMENTS

198. (a) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done.
- (b) Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done.
- (c) 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).
- (d) If the Listing Requirements require this Constitution to contain a provision and it does not contain such a provision, this Constitution is deemed to contain that provision.
- (e) If the Listing Requirements require this Constitution not to contain a provision and it contains such a provision, this Constitution is deemed not to contain that provision.
- (f) 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.
- Overriding effect of Listing Requirements