

THE COMPANIES ACT, 2016

MALAYSIA

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

PETRA ENERGY BHD.
(Company Registration No. 718388-H)

Incorporated on the 16th day of December 2005

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THE COMPANIES ACT, 2016
PUBLIC COMPANY LIMITED BY SHARES
CONSTITUTION

OF

PETRA ENERGY BHD.
(Company Registration No. 718388-H)

This Constitution was adopted pursuant to a Special Resolution duly passed on _____

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| 1. | The name of the Company is PETRA ENERGY BHD. | Name of
Company |
| 2. | The registered office of the Company will be situated in Malaysia. | Registered
office of
Company |
| 3. | The Company shall have full capacity to carry on or undertake any business or activity, do any act or enter into any transactions and for these purposes, full rights, powers and privileges as contained in Section 21 of the Companies Act, 2016. | Company with
unlimited
capacity |

INTERPRETATION

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| 4. | In this constitution, unless the subject matter or context dictates otherwise, the following words and phrases shall have the meaning assigned to them herein:- | Interpretation |
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“**Act**” means the Companies Act, 2016 and any statutory modification, amendment or re-enactment thereof and any and every other legislation for the time being in force made thereunder and any written law for the time being in force concerning companies and affecting the Company.

“**Auditors**” means an Auditor defined under the Act.

“**Board**” means the Board of Directors for the time being of the Company.

“**Company**” means PETRA ENERGY BHD, the Company incorporated with registration number 718388-H under the Act or the corresponding previous written laws by whatever name or expression so called.

“**Central Depositories Act**” means the Securities Industry (Central Depositories) Act, 1991 and any statutory modification, amendment or re-enactment thereof for the time being in force.

“**depositor**” means a holder of a securities account established by the Depository.

“**deposited security**” means a security standing to the credit of a securities account and includes a Security in a securities account that is in suspense; as contained in the Central Depositories Act and/or the Rules.

"Depository" means Bursa Malaysia Depository Sdn. Bhd. (Company No. 165570-W) or such other name as may be adopted from time to time or its successor-in-title.

"Director" means the Directors for the time being of the Company by whatever name called and includes a person in accordance with those directions or instructions the majority of directors of the Company are accustomed to act and an alternate director.

"electronic form" means any document or information sent, supplied, conveyed or transmitted initially and received at its destination by the intended recipient by means of electronic equipment in any form or modes for the processing (which expression includes digital compression) or storage of data received, conveyed or transmitted via wire, radio, optical, cloud, website means or any other electromagnetic means or equivalent and as permitted under the Listing Requirements or any combination thereof.

"Exchange" means Bursa Malaysia Securities Berhad (Company No. 635998-W) or such other name as may be adopted from time to time or its successor-in-title.

"Listing Requirements" means the Listing Requirements of the Exchange as it may be amended, modified or re-enacted from time to time.

"market day" means a day on which the stock market of the Exchange is open for trading in securities.

"Member" means any person for the time being holding securities in the Company including depositor who shall be treated as if he is a member pursuant to Section 35 of the Central Depositories Act but excludes the Depository in its capacity as bare trustee member.

"Office" means the registered office for the time being of the Company.

"Record of Depositors" means a record provided by the Depository to the Company or its share registrar(s) under Chapter 24.0 of the Rules.

"Rules" means the Rules of the Depository and any appendices thereto as they may be amended, modified or re-enacted from time to time.

"Seal" means the Common Seal of the Company.

"Secretary" means any person or persons appointed under Section 236 of the Act.

"securities account" means an account established by the Depository for a depositor for the recording of deposit of securities and for dealing in such securities by the depositor; as defined in the Central depository Act and/or the Rules.

"securities" means securities defined in Section 2(1) of the Central Depositories Act or any modification, amendment or re-enactment thereof for the time being in force.

"shares" means shares in the Company.

In this Constitution, unless there is something in the subject or context inconsistent with such construction or unless it is otherwise expressly provided:-

- (i) reference to "writing" shall , unless the contrary intentions appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;
- (ii) words, denoting the singular number only shall include the plural number and vice versa and words importing the masculine gender only shall include the feminine and neuter genders and the word "person" shall include a body of persons, corporate or unincorporated (including a trust);
- (iii) any reference to a statutory provision includes modification, consolidation or re-enactment thereof for the time being in force, and all statutory instruments or orders made pursuant thereto;
- (iv) any reference to any corporation includes its successors in title; and
- (v) save as aforesaid, words, expressions or phrases 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 or interpretation of these Articles.

Heading and marginal notes

The Company shall duly observe and comply with the provisions of the Constitution, Act and Listing Requirements (where and if applicable) which may be amended, modified or re-enacted from time to time.

- 5. The Company is a public company limited by shares where the liability of its member is limited to any amount unpaid on a share held by the member as contained in Section 192 of the Act.
- 6. The share capital of the Company is its issued share capital. The shares in the original or any increased capital or any alteration of capital may be divided into several classes and there may be attached thereto respectively any preferred, deferred, qualified or other special rights privileges, conditions or restrictions whether in regard to dividend, capital, voting or otherwise.

Type of Company and member's liability

Types of shares

SHARES

- 7. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares but subject to the Act, the Listing Requirements, and to the conditions, restrictions and limitations expressed in this Constitution, the Directors shall have the power to issue and allot shares, grant options over shares, grant rights to subscribe for shares or otherwise dispose of the unissued shares of the Company to such persons, at such time on such terms and conditions, with such preferred or deferred or other special rights, as they may deem proper, PROVIDED ALWAYS THAT:-

Power to issue and allot 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 or in a resolution of the Company expressing the same;
 - (c) every issue of shares or options to employees and/or Directors of the Company shall be approved by members in general meeting; no Director shall participate in such issues of shares or options unless the members in general meeting have approved of the specific allotment to be made to such Director
 - (d) a director not holding office in an executive capacity may so participate in an issue of shares pursuant to a public offer or a public issue;
8. Subject to the Act and this Constitution, any preference share may with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company are, to be redeemed PROVIDED THAT:-
- (a) preference shareholders shall have the right to vote at any meeting convened, in each of the following circumstances:-
 - (i) when the dividend or part of the dividend on preference shares 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 the rights attached to the preference shares;
 - (v) on a proposal to wind up the Company; and
 - (vi) during the winding up of the Company;
 - (b) preference shareholders shall have the same rights as the ordinary shareholders as regard to receiving notices, reports and audited accounts, and attending general meetings of the Company; and
 - (c) the Company shall have the power to issue further preference capital ranking equally with, or in priority to, preference shares already issued subject to the observation of the provisions in Clause 12 hereafter.
9. The repayment of preference share capital other than redeemable preference capital, or alteration of preference shareholders' rights may only be made pursuant to a special resolution of the preference shareholders concerned, provided always that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing obtained from the holders of the three-fourths of the preference capital concerned within two (2) months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting.

Issue of shares to employees and/or Directors

Issue of preference shares

Repayment of preference capital/modification of rights

VARIATION OF RIGHTS

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| 10. | If at any time the share capital of the Company is divided into different classes of shares, the rights and privileges attached to any class (unless otherwise provided by the terms of issue of the share of that class) may, whether or not the Company is being wound up, be varied or abrogated, with the sanction of a special resolution passed at a general meeting of the holders of that class of shares, provided always that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing of the holders of the three-fourths of such capital concerned within two (2) months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting. To every such separate general meeting, the provisions of this Constitution relating to general meeting shall <i>mutatis mutandis</i> apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of that class and that any holder of shares of that class present in person or by proxy may demand a poll. To every such resolution, the provisions of Section 292 of the Act shall, with such adaptations as are necessary apply. | Modification of class rights |
| 11. | The rights attached to any class of shares, issued with preferred or other rights shall unless otherwise expressly provided by the terms of issue thereof, be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or in all respects <i>pari passu</i> therewith. | Creation of further preference shares |

ALTERATION OF SHARE CAPITAL

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| 12. | The Company may with the sanction of ordinary resolution in general meeting:-

(a) increase the share capital by such cum to be divided into shares of such amount as the resolution shall prescribe;

(b) consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived;

(c) subdivide its shares or any of the shares, whatever is in the subdivision, the proportions 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 shares is derived; or

(d) cancel any shares which, at the date of the passing of the resolution, have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled; | Alteration of share capital |
| 13 | The Company may by special resolution reduce its share capital in any manner and with, and subject to, any authorisation, and consent required by law. | Reduction of share capital |

CONVERSION OF SHARES INTO STOCK

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| 14. | The Company may by ordinary resolution passed at a general meeting convert any paid-up shares into stock or re-convert any stock into paid-up shares of any denomination. | Conversion to be at general meeting |
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| 15. | The holders of the stock may transfer the same or any part thereof in the same manner and subject to the same Clauses as and subject to which the shares from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit; but the Directors may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum, but the minimum shall not exceed the nominal amount of the shares from which the stock arose. | Transfer of stock |
| 16. | The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such right, privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by any such aliquot part of stock which would not, if existing in shares have conferred that right, privilege or advantage. | Participation of stockholders |
| 17. | All such provisions of this Constitution as are applicable to paid-up shares shall apply to stock and In all such provisions, the words "share" shall include "stock" and the word "shareholder" and "member" shall include "stockholder". | Definition |

SHARE BUY-BACK

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| 18. | The Company may, subject to and in accordance with the provisions of the Act, the Rules, regulations and orders made pursuant to the Act, the conditions, restrictions and limitations expressed in this Constitution and the Listing Requirements and any other relevant authority, purchase its own shares and make payments in respect of the purchase of its own shares. Shares in the Company so purchased by the Company shall be dealt with as provided by the Act and the Listing Requirements and/or other relevant authority. | Share buy back |
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ISSUE OF NEW SECURITIES

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| 19. | The Company may from time to time, whether all the shares for the time being issued shall have been fully paid up or not, by ordinary resolution increase its share capital by the creation and issue of new shares, such new capital to be of such amount to be divided into shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company may direct in the resolution authorising such increase. | Increase of capital |
| 20. | Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of 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, shall be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares or security which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Clause. | Pre-emption |

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| 21. | Subject to the Listing Requirements, the Act, the Central Depositories Act and/or the Rules and notwithstanding the existence of a resolution pursuant to Section 75 of the Act, the Company must ensure that it shall not issue any shares or convertible securities if those shares or convertible securities when aggregated with any such shares or convertible securities issued during the preceding twelve (12) months exceeds 10% of the value of the issued and paid-up capital of the Company, except where the shares or convertible securities are issued with the prior approval of the shareholders in general meeting of the precise terms and conditions of the issue. | Issue of securities |
| 22. | Except so far as otherwise provided by the conditions of issue, any capital raised by the creation of new shares shall be considered as part of the original share capital of the Company, and shall be subject to the same provisions herein contained with reference to the payment of calls and instalments, lien, transfer, transaction, transmission, forfeiture 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 |
| 23. | All new issues of securities for which listing is sought shall be made by way of crediting the securities accounts of the allottees with such securities, save and except where it is specifically exempted from compliance with Section 38 of the Central Depositories Act, in which event it shall so similarly be exempted from compliance with this provision. For this purpose, the Company shall notify the Depository of the names of the allottees and all such particulars required by the Depository, to enable the Depository to make the appropriate entries in the securities accounts of such allottees. Notwithstanding these Clauses, the Company shall comply with the provisions of the Central Depositories Act and the Rules in all matters relating to the prescribed securities. | Crediting of all new securities in securities accounts |
| 24. | Subject to the Act, the Central Depositories Act and the Rules, the Company shall allot and/or issue securities, despatch notices of allotment to allottees and make an application for the quotation of such securities within such period as may be prescribed under the Listing Requirements. | Allotment of securities |
| 25. | In addition to all other powers of paying commission, the Company may exercise the powers as conferred by Section 80 of the Act to pay commissions to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally for any shares, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company, provided that the amount or rate of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act, the rate of commission shall not exceed ten percent (10%) of the price at which the shares are issued or an amount equal to 10% of such price (as the case may be). Such commission may be satisfied by cash payment or allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares, pay such brokerage as may be lawful. | Power to pay commission and brokerage |
| 26. | 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 and, subject to the conditions and restrictions mentioned in Section 130 of the Act, may charge the same to capital as part of the cost of the construction of the works, buildings or plant. | Interest on capital raised for the construction expenses |

27. Except as required by law and provided under the Rules, no person shall be recognised by the Company as holding any securities upon any trust, and the Company shall not be bound or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any securities, or any Interest in any fractional part of a security, or (except only as by this Constitution, the Rules or by law otherwise provided) any other rights in respect of any securities, except to the entirety thereof in the registered holder.
- Trusts not to be recognised

CERTIFICATES

28. (1) The Depository shall be entitled to receive jumbo certificates in denominations requested by the Depository for shares that are deposited security which shall be issued in accordance with the Central Depositories Act and the Rules. If the Depository shall require more than one (1) jumbo certificate in respect of the shares that are deposited security, it shall pay such fee (if any) as the Directors may from time to time determine and which the Company may be permitted to charge by law plus any stamp duty and other charges levied by the Government and other regulatory bodies from time to time.
- Jumbo certificates
- (2) Certificates, in relation to any securities (including shares) which are prescribed securities pursuant to Section 14 of the Central Depositories Act, shall only be issued, replaced or cancelled (in such manner as may be determined by the Directors in accordance with the applicable laws and requirements) by the Company for purposes of compliance with the Act, the Central Depositories Act, the Rules and other applicable laws and regulations. Subject to Act, the certificates in relation to all other shares not so prescribed shall be issued, replaced or cancelled in the manner provided in the Act to the extent that the same is not inconsistent with these Clauses.
- Certificates

INFORMATION OF SHAREHOLDING

29. (1) The Company may by notice in writing require any member of the Company within such reasonable time as is specified in the notice:-
- Company may require information
- (a) to inform the Company whether he holds any voting shares in the Company as beneficial owner or as trustee; and
- (b) if he holds them as trustee, to indicate so far as he can, the persons for whom he holds them by name and by other particulars sufficient to enable those persons to be identified and the nature of their interest.
- (2) Where the Company is informed in pursuance of a notice given to any person under subsection (1) hereof or under this subsection that any other person has an interest in any of the voting shares in the Company, the Company may by notice in writing require that other person within such reasonable time as is specified in the notice:-

- (a) to inform the Company whether he holds that interest as beneficial owner or as trustee; and
- (b) if he holds that interest as trustee, to indicate so far as he can, the persons for whom he holds that interest by name and by other particulars sufficient to enable those persons to be identified and the nature of their Interest.
- (3) The Company may by notice in writing require any member of the Company to inform it, within such reasonable time as is specified in the notice, whether any of the voting rights carried by any voting shares in the Company held by him are the subject of an agreement or arrangement under which another person is entitled to control his exercise of those rights and, if so, to give particulars of the agreement or arrangement and the parties thereto. Whether voting rights are controlled by another person
30. (1) Where by the exercise of reasonable diligence the Company is unable to discover the whereabouts of a member for a period of not less than ten (10) years, the Company may cause an advertisement to be published in a newspaper circulating in the place shown in the Register and/or the Record of Depositors as the address of the member stating that the Company, after expiration of one (1) month from the date of the advertisement, intends to transfer the shares to the Minister charged with responsibility for finance. Reasonable diligence
- (2) If after the expiration of one (1) month from the date of the advertisement the whereabouts of the member remains unknown, the Company may transfer the shares held by the member to the Minister charged with responsibility for finance and for that purpose may execute for and on behalf of such members a transfer of those shares to the Minister charged with responsibility for finance. Transfer of shares to minister charged with responsibility for finance

CALLS ON SHARES

31. The Directors may from time to time make calls upon the members in respect of any money unpaid on their shares and not by the conditions of allotment of shares made payable at a fixed date by the terms of issue of a share provided always that no call shall be payable at less than thirty (30) days from the date fixed for payment of the last preceding call and each member shall subject to receiving at least fourteen (14) days' notice specifying the date, time and place of payment, pay to the company the amount called on his/her shares. A call may be revoked or the time for its payment may be postponed as the Directors may determine. Directors may make calls
32. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and such resolution may authorise the call to be paid by instalments. When call deemed made
33. No member shall be entitled to receive any dividend or to exercise any privileges as a member until he has paid all calls for the lime being due and payable on every share held by him, together with interest and expenses, if any. Not entitled to dividend or to vote until calls paid
34. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time Interest on unpaid calls

of actual payment at the rate as prescribed in the notice making the call, such rate shall not be higher than the overdraft rate charged by the Company's principal bankers for the time being from the day appointed for payment thereof to the time of actual payment, but the Directors shall be at liberty to waive payment of such interest wholly or in part.

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| 35. | Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for all purposes of this Constitution be deemed to be a call duly made and payable on the date (on which by the terms of issue the same becomes payable) and in case of non-payment, all the relevant provisions of this Constitution as to payment of interest and expenses, forfeiture or otherwise, shall apply as if such sum had become payable by virtue of a call duly made and notified. | Automatic calls |
| 36. | <p>(1) The Directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment of such calls.</p> <p>(2) If, by the condition of allotment of any share, the whole or part of the amount or issue price thereof shall be payable on fixed dates every such amount shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the holder of the share.</p> | Difference in amounts and times of payment |
| 37. | The Directors may, if they think fit, receive from any member willing to advance all or any part of the amounts for the time being uncalled and unpaid on any of his shares, and upon all or any part of the money so advanced may (until the same would but for the advance, become payable) pay interest at such rate not exceeding (unless the Company in general meeting shall otherwise direct) eight percent (8%) per annum as may be agreed upon between the Directors and the member paying the sum in advance. Such capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. Except in liquidation, sums paid in advance of calls shall not, until the same have become payable, be treated as paid up in the shares in respect of which they have been paid. | Capital paid in advance of calls |

FORFEITURE AND SURRENDER OF SHARES

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| 38. | If a member fails to pay the whole or any part of any call or instalment of a call within stipulated time, the Directors may, serve a notice on him naming a further day requiring payment of so much of the call or instalment as is unpaid, together with any interest at such rate prescribed in the notice, the rate of which shall not be higher than the overdraft rate charged by the Company's principal bankers for the time being, and any expenses which may have accrued by reason of such non-payments. | Unpaid calls |
| 39. | 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 such due and payable calls, and all interest and expenses that have accrued by reason of such non-payment, are to be paid. It shall also state that In the event of non-payment in accordance therewith, the shares on which the call was made will be liable to be forfeited. | Forfeiture notice |

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| 40. | If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given, may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. A forfeiture of shares shall include all dividends declared in respect of the forfeited share and not actually paid before forfeiture. The Directors may accept a surrender of any share liable to be forfeited hereunder. A notice of forfeiture shall be sent to the member within fourteen (14) days of the forfeiture. | Forfeiture of shares |
| 41. | Notwithstanding any such forfeiture as aforesaid, the Directors may, at any time before the forfeited share has been otherwise disposed of, annul the forfeiture upon the terms that payment of all calls and interest due thereon and all expenses incurred in respect of the share shall be made and upon such further terms (if any) as they shall see fit. | Annulment of forfeiture |
| 42. | Every share so forfeited or surrendered shall become the property of the Company and may be 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 the Directors may, if necessary, authorise some person to transfer the same to such other person as aforesaid. 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. | Forfeited shares may be sold or re-allotted |
| 43. | The Company may receive the consideration, if any, given for a forfeited share on any sale or disposition thereof and may authorise some persons to execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and he shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, or disposal of the share. Subject to any lien for sums not presently payable, if any, or any residue of the proceeds of sale of shares which are forfeited and sold or disposed of, after the satisfaction of the unpaid calls or instalments payable at fixed times and immediately before the forfeiture thereof, or his executors, administrators or assignees or as he directs. | Sale of forfeited shares |
| 44. | A member whose shares have been forfeited or surrendered shall cease to be a member in respect of those forfeited or surrendered shares, but shall nonetheless be liable to pay to the Company all calls made and not paid on such shares at the time of forfeiture or surrender, and all interest and expenses that have accrued by reason of such non-payment, in the same manner in all respects as if the shares had not been forfeited, and to satisfy all (if any) claims and demands which the Company might have enforced in respect of the shares at the time of forfeiture, without any deduction or allowance for the value of the shares at the time of forfeiture or surrender. | Arrears to be paid notwithstanding forfeiture |
| 45. | The forfeiture of a share shall involve the extinction at the time of forfeiture of all Interest in and all claims and demands against the Company in respect of the share, and all other rights and liabilities incidental to the share as between the shareholder whose share is forfeited and the Company, except only such of those rights and liabilities as are by this Constitution expressly saved, or as are by the Act given or imposed in the case of past members. | Extinction of claims and demands against Company on forfeiture |

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| 46. | A statutory declaration in writing that the declarant is a Director of the Company, and that a share 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 stated therein as against all persons claiming to be entitled to the share. | Evidence of forfeiture and validity of sale |
| 47. | 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, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified. | Non-payment of sums due on issue of shares |

LIEN

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| 48. | The Company shall have a first and paramount lien on shares and dividends from time to time declared in respect of such shares, but this lien shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid, and to such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of the member or deceased member. | Company to have paramount lien |
| 49. | The Company may sell, in such manner as the Directors think fit, any share on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen (14) days after a notice in writing, stating and demanding payment of the sum presently payable, has been given to the registered holder of the share for the time being, or the person entitled thereto by reason of his death or bankruptcy. | Lien may be enforced by sale of shares |
| 50. | 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 against the Company. | Authority to transfer such shares to purchaser |
| 51. | The proceeds of sale of a share forfeited by the Company or of a share over which the Company had a lien, after payment of the accrued expenses on such sale, shall be applied towards satisfaction of the unpaid calls and accrued interest, and any residue shall be paid to the person entitled to the shares at the time of the sale, or to his executors, administrators or assignees or as he directs. | Application of proceeds |

TRANSFER OF SECURITIES

52. (1) Subject to this Constitution and the Act, any member may transfer all or any of his shares by way of a proper instrument of transfer in writing in any usual or common form or in any other form, which the Directors may approve. The instrument of transfer of any shares in 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 share until the transferee's name is entered in the Register as the holder of that share and/or the Record of Depositors, as the case may be.
- (2) The instrument of transfer must be left for registration at the Office together with such fee as the Directors from time to time may require accompanied by the certificate of the shares to which it relates and such other evidence as the Directors 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.
- (3) The Directors may decline to register the transfer of shares, which are due and remain unpaid shares and any shares on which the Company has a lien, to person of whom they do not approve. Subject to the Act, if the Directors refuse to register a transfer, a written notice of the refusal shall be sent to the transferee stating the reasons for declining, and the instrument of transfer concerned shall on demand be returned to the person depositing the same.
53. The instrument of transfer of any shares in the Company shall be executed by or on behalf of the transferor and the transferee provided that subject to compliance with the Central Depositories Act and the Rules, an instrument of transfer in respect of which the transferee is Depository shall be effective although not signed by or on behalf of the Depository if it has been certified by an authorised depository agent pursuant to Section 18 of the Central Depositories Act.
54. The transfer of any listed securities or class of listed securities of the Company, which have been deposited with the Depository, shall be by way of book entry by the Depository in accordance with the Rules and, notwithstanding Sections 105 and 106 of the Act, but subject to subsection 148 of the Act and any exemption that may be made from compliance with subsection 148 of the Act, the Company shall be precluded from registering and effecting any transfer of the listed securities.
55. All transfer of deposited securities shall be effected in accordance with the Act, the Central Depositories Act and the Rules.
56. Subject to this Constitution, there shall be no restriction on the transfer of fully paid up shares except where required by law. However, no securities shall, in any circumstances, be transferred to any infant, bankrupt or person of unsound mind.

Transfer of securities

Execution

Transfer

Restricted transfer

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| 57. | The Depository may, in its absolute discretion, refuse to register any transfers of deposited securities that do not comply with the Central Depositories Act and the Rules. | Depository's right to refuse transfer |
| 58. | Subject to this Constitution, the Act, the Central Depositories Act and the Rules (with respect to transfer of Deposited Security), the Directors may in their absolute discretion and without assigning any reason thereof, decline to register any transfer of shares which are not deposited with the Depository. | Directors may decline to register transfer |
| 59. | Subject to the Listing Requirements and the Rules, the registration of transfer of any securities may be suspended at such times and for such periods as the Directors may from time to time determine not exceeding in the whole thirty (30) days in any calendar year. | Suspension of registration |
| 60. | Subject to this Constitution, the Directors may recognise a renunciation of any shares by the allottee thereof in favour of some other persons. | Renunciation |
| 61. | Neither the Company nor the Directors nor any of its officers shall incur any liability for authorising or causing the 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 transferred, the transfer may, as between the transferor and the transferee, be liable to be set aside. And in every such case, the person registered as the transferee, his executors, administrators 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. | No liability of the Company |

TRANSMISSION OF SECURITIES

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| 62. | In case of the death of a member, the executors or administrators of the deceased shall be the only persons recognised by the Depository and/or the Company as having any title to the deceased member's interest in the securities, which may be quoted or otherwise, but nothing in this Clause shall release the estate of a deceased member from any liability in respect of any securities held by the deceased member. | Death of member |
| 63. | Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the Directors or the Depository and, subject as hereinafter provided, elect either to register himself as holder of the security or to have some person nominated by him registered as the transferee thereof, but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the security by that member before his death or bankruptcy. PROVIDED ALWAYS that where the security is a deposited security, subject to the Rules, a transfer or withdrawal of the security may be carried out by the person becoming so entitled. | Proof of entitlement to securities and notice of election |
| 64. | If the person so becoming entitled elects to register himself, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects provided that where the security is a deposited security and the | Person entitled may receive dividends, etc |

person becoming entitled elects to have the security transferred to him, the aforesaid notice must be served by him on the Depository. If he elects to have another person registered, he shall testify his election by executing to that person a transfer of the security. All the limitations, restrictions and provisions of this Constitution relating to the rights 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.

65. Where:-

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

Transmission of securities from Foreign Register

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

GENERAL MEETINGS

66. An annual general meeting of the Company shall be held in accordance with the provisions of the Act. All general meetings other than the annual general meetings shall be called extraordinary general meetings. All general meetings shall be held at such time and place as the Directors shall determine subject to Section 340 of the Act.

General meetings

67. All general meetings shall be held at such time, day and place as the Directors shall determine. Every notice of general meeting shall specify the meeting as such and every meeting convened for passing a special resolution shall state the intention to propose such resolution as a special resolution. A general meeting may be held at more than one (1) venue using any technology or method that enables the members of the Company to participate and to exercise the members' rights to speak and vote at the meeting.

Convening of general meetings

68. The Directors may, whenever they so decide by resolution, convene an extraordinary general meeting of the Company. In addition, an extraordinary general meeting shall be convened on such requisition as referred to in Section 312 of the Act, or if the Company makes default in convening a meeting in compliance with a requisition received pursuant to Section 312 of the Act, a meeting may be convened by the requisitionists themselves in the manner provided in Section 313 of the Act.

Extraordinary general meetings

69. Subject to the provisions of Section 302 of the Act, no business shall be transacted at a general meeting other than business of which notice has been given in writing convening the meeting, except for the business on receiving the profit and loss account, balance sheet and reports of Directors and Auditors and other documents

Notices for business to be transacted

required to accompany or be annexed to the balance sheet, declaring dividend, electing Directors in place of the those retiring, approving Directors' fees, and appointing and fixing or authorising the Directors to fix the remuneration of the Auditors at an annual general

NOTICES OF GENERAL MEETINGS

70. The notices convening meetings shall be given to all members (other than those who are not entitled to receive notices of general meetings of the Company under the provisions of this Constitution or the terms of issue of the shares held by them) and to the Directors and Auditors for the time being of the Company. Every notice convening general meeting shall specify the place, day and hour of the meeting and shall be given in writing at least:-

Notice of meetings

(a) fourteen (14) days before the meeting; or

(b) 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,

PROVIDED that a general meeting of the Company shall, notwithstanding that it is called by a notice shorter than is specified in this Clause, be deemed to have been duly called if it is so agreed:-

(i) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; or

(ii) in the case of an extraordinary general meeting, by the members having a right to attend and vote thereat, who is or are holding not less than 95% of the shares giving a right to attend and vote.

Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the general nature of that business and the effect of any proposed resolution in respect of such special business.

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 the proceedings held at any such general meeting.

NOTWITHSTANDING the foregoing, at least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any special resolution is proposed or where it is an annual general meeting, of every such general meeting shall also be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to the Exchange.

71. Subject always to the provisions of Section 302 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.

Business at extraordinary general meeting

72. In every notice calling a general meeting of the Company, there shall appear with reasonable prominence in every such notice, a statement as to the rights of the member to appoint proxies to attend and vote instead of the member, and that a

Rights to appoint proxies

proxy need not also be a member. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the members to speak at the meeting.

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| 73. | 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 28 days before the meeting at which it is moved, and the Company shall give its members notice of any such resolution at the same time and in the same manner as it gives notice of the meeting or, if that is not practicable, shall give them notice thereof, in any manner allowed by this Constitution not less than fourteen (14) days before the meeting, but if after notice of the meeting to move such a resolution has been given to the Company, a meeting is called for a date twenty-eight (28) days or less after the notice has been given, the notice, although not given to the Company within the time required by this Constitution shall be deemed to be properly given. | Resolution
requiring
special notice |
| 74. | Subject to Section 323 of the Act, members of a public company may require the Company to circulate statements to members of the Company entitled to receive notice of Company meeting of members. | Circulation of
statements |

RECORD OF DEPOSITORS

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| 75. | (1) The Company shall request the Depository in accordance with the Rules, to issue a Record of Depositors to who notices of general meetings shall be given by the Company.

(2) The Company shall also request the Depository in accordance with the Rules, to issue a Record of Depositors as at the latest date which is reasonably practicable which shall in any event be not less than three (3) market days before the general meeting (hereinafter referred to as " the General Meeting Record of Depositors ").

(3) Subject to the Securities industry (Central Depositories) (Foreign Ownership) Regulations, 1996 (where applicable) and notwithstanding any provision in the Act, a depositor shall not be regarded as a member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors. | General
meeting
Record of
Depositors |
| 76. | A depositor whose name appears in the Record of Depositors maintained by the Depository pursuant to Section 34 of the Central Depositories Act in respect of the securities of a company which have been deposited with the Depository shall be deemed to be a member of the Company and shall, subject to the provisions of the Central Depositories Act and any regulations made thereunder, be entitled to the number of securities stated in the Record of Depositors and all rights, benefits, powers and privileges and be subject to all liabilities, duties and obligations in respect of, or arising from, such securities (whether conferred or imposed by the Act or these Clauses). | Depositor
deemed to be
member |
| 77. | The Record of Depositors obtained by the Company shall be available for inspection by any member of the Company without any charge and by any other person, on payment of One Ringgit (RM1.00) or such sum as the Company may require, in respect of each inspection. | Inspection of
Record of
Depositors |

PROCEEDINGS AT GENERAL MEETINGS

78. All business that is transacted at:- Special business
- (a) any extraordinary general meeting; or
- (b) an annual general meeting with the exception of the business on receiving the profit and loss account, balance sheet and reports of Directors and Auditors and other documents required to accompany or be annexed to the balance sheet, declaring dividend, electing Directors in place of the those retiring, approving Directors' fees, and appointing and fixing or authorising the Directors to fix the remuneration of the Auditors;
- shall be deemed special.
79. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two (2) members present in person shall be a quorum. For the purposes of this Clause, "a member in person" includes a person attending as a proxy or representing a corporation which is a member. Quorum
80. For the purposes of constituting a quorum for a general meeting:- Counting of members to constitute quorum for meeting of members
- (a) one (1) or more representatives appointed by a corporation shall be counted as one (1) member; or
- (b) one (1) or more proxies appointed by a person shall be counted as one (1) member.
81. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week (or if that day is a public holiday, then to the next business day following such public holiday) at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if a quorum is not present within half an hour from the time appointed for holding the adjourned meeting, the members present at the adjourned meeting shall form a quorum. Insufficient quorum
82. The Chairman of the Board of Directors, if any, or in his absence, the Deputy Chairman of the Board of Directors, if any, shall preside as Chairman at every general meeting of the Company. If there is no such Chairman or Deputy Chairman, or if he is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act or shall decline to take the chair or shall retire from the chair, the Directors present shall choose one of their numbers to act as Chairman of such meeting, and if there is no Director chosen who shall be willing to act, the members present in person, or by proxy, attorney or a duly authorised representative and entitled to vote shall elect one of their number to be the Chairman of the meeting. Chairman
83. A Director shall, notwithstanding that he is not a member of the Company, be entitled to attend and speak at any meeting of members or classes of members. Directors' entitlement

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| 84. | The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. | Adjournment with consent of meeting |
| 85. | Other than the election of the chairperson of the meeting or the adjournment of the meeting, any resolution set out in the notice of any general meeting, or in any notice of resolution shall be voted by poll. | Vote by poll |
| 86. | The Company must appoint at least one (1) scrutineer to validate the votes cast at the general meeting. Such scrutineer must not be an officer of the Company or its related corporation, and must be independent of the person undertaking the polling process. If such scrutineer is interested in a resolution to be passed at the general meeting, the scrutineer must refrain from acting as the scrutineer for that resolution. For this purpose, "officer" and "related corporation" shall have the meaning assigned to them in Sections 4 and 6 of the Act respectively. | Scrutineer |
| 87. | Where a resolution is passed at an adjourned meeting of members, the resolution shall, for all purposes, be treated as having been passed on the date on which it was in fact passed and shall not to be deemed to have been passed on any earlier date. | Passing of resolution at adjourned meeting of members |
| 88. | A poll shall be taken in such manner as the Chairman directs, including the use of ballot or voting papers or tickets. | Chairman directs manner of poll |
| 89. | The Company shall appoint scrutineers for the purposes of a poll, and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll. | Scrutineers and the result |

VOTES OF MEMBERS

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| 90. | Subject to Clause 75 and any rights or restrictions as to voting attached to any class or classes of shares, at meetings of members or classes of members, each member of the Company entitled to be present and to vote, may vote in person or by proxy, attorney or any other duly authorised representative, on any questions at any general meeting, and every such member present in person or by proxy, attorney or any other duly authorised representative, on a show of hands, shall have one (1) vote and on a poll, shall have one (1) vote for every security held by him. | Rights to appoint proxy and voting rights |
| 91. | Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such a manner that a unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such right is exercisable. | Voting rights of shares of different monetary denominations |

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| 92. | Subject to Clause 75, no member shall be entitled to be present and to vote at any general meeting or at any separate meeting of the holders of any class of shares in Company, or to exercise any privilege as a member nor be counted as one of the quorum unless all calls or other sums presently due from him to the Company in respect of shares have been paid. | No vote or privileges nor being counted in quorum unless calls paid |
| 93. | A member who is 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, whether on a show of hands or on a poll, by his committee or by such other person who properly has the management of his estate, and any such committee or other person may vote by proxy or attorney provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office of the Company not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting as the case may be. | Member of unsound mine may vote by his committee |
| 94. | The legal representative of a deceased member or the person entitled under Clauses 62 and 63 to any security 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 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 security in consequence of the death or bankruptcy of any member unless the Directors shall have previously admitted his right to vote in respect thereof. | Legal representative of deceased members may vote |
| 95. | 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 by poll, shall be entitled to a second or casting vote. | Chairman has casting vote |
| 96. | No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. If any votes, which ought not to have been counted, or which could have been rejected, are counted, such error shall not vitiate the result of the voting unless it is 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 magnitude to vitiate the result of the voting. The decision of the Chairman shall be final and conclusive. | Objection to vote and Chairman shall direct |
| 97. | 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 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 the corporation could exercise if it were an individual member of the Company. | Corporate may be represented by authorised persons |
| 98. | On a poll, votes may be given either in person or by proxy, attorney or other duly authorised representative, and every member entitled to more than one (1) vote need not, if he votes, use all his votes or cast all the votes he uses in the same way. | Voting on poll |

99. (1) A proxy shall be entitled to vote on a show of hands or by poll on any question at any general meeting. Proxies
- (2) A proxy may but need not be a member of the Company. A proxy who is not a member of the Company, need not be an advocate, an approved company auditor or a person approved by the Registrar.
- (3) A member may appoint not more than two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- (4) Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
100. The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised. The Directors may, but shall not be bound to require evidence of the authority of any such attorney or officer. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. Execution of instrument appointing proxy
101. The instrument appointing a proxy shall be in the following form with such variations as circumstances may require or the statutes permit or in such other form as the Exchange may approve:- Form of Proxy

PETRA ENERGY BHD. (718388-H)

No. of Shares	CDS Account No.

I/We, [full name and NRIC/passport/company no.] of [address in full] being a member of the above-named Company, hereby appoint [full name and NRIC/passport no.] of [address in full] or failing him, [full name and NRIC/passport no.] of [address in full] as my/our proxy to vote for me/us on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the Company to be held at [venue] on [day, date] at [time], and at any adjournment thereof.

My/Our proxy/proxies is/are to vote as indicated below:-

No.	Resolution	For	Against

Please mark in the spaces provided above on how you wish to direct your proxy to vote. In the absence of specific directions, your proxy will vote or abstain as he thinks fit. If you appoint two (2) proxies and wish them to vote differently, please specify.

Signed this....day of, 20....

.....
Signature of member

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| 102. | The completed instrument appointing a proxy/ies and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, shall be deposited at the Office of the Company, 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 the holding of the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default, the instrument of proxy shall not be treated as valid and will not preclude the member from attending, speaking and voting in person at the general meeting should the member subsequently wish to do so. | Instrument appointing proxy to be deposited |
| 103. | A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid, notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument of proxy was executed, or the transfer of the share in respect of which the instrument of proxy is given, if no intimation in writing of such death, unsoundness of mind, revocation or transfer as aforesaid shall have been received by the Company at the Office (or at such other place as may be specified for the deposit of instruments appointing proxies) before the commencement of the meeting or adjourned meeting (or in the case of a poll, before the time appointed for the taking of the poll) at which the instrument is used. | Revocation of authority |
| 104. | A member of the Company is permitted to give the Company notice of termination of a person's authority to act as proxy not less than twenty-four (24) hours before the time appointed for holding the meeting. The notice of termination must be in writing and be deposited at the Office or at such other place within Malaysia. | Notice of termination of appointment of proxy |

MEMBERS' CIRCULAR RESOLUTION

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| 105. | Subject to the provisions of the Act, a resolution (whether ordinary or special resolution) in writing signed by all the members of the Company or their agents authorised in writing shall (except where a meeting is prescribed by the Act) for the time being entitled to receive notice of, and to attend and vote at general meetings of the Company shall be valid and effective as if the same has been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form, each signed by one or more members. Any such document may be accepted as sufficiently signed by one or more members if transmitted to the Company by any technology purporting to include a signature and/or electronic or digital signature of the member or members. | Members' resolution in writing |
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DIRECTORS

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| 106. | All the Directors shall be natural persons. | Natural persons and Directors |
| 107. | There shall be no shareholding qualification for Directors. All Directors shall be entitled to receive notice and to attend and speak at all general meetings of the Company. | Directors need not hold shares |
| 108. | The number of directors shall not be less than two (2) not more than twenty (20). The Company may by ordinary resolution from time to time increase or reduce the maximum number of Directors. | Number of Directors |
| 109. | The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with Clause 108. Any Director so appointed shall hold office only until the next annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting. | Casual vacancy or additional appointment |
| 110. | <p>(1) At the first annual general meeting of the Company, all the Directors shall retire from office, and at the annual general meeting in every subsequent year, one-third (1/3) of the Directors for the time being, or if their number is not three (3) or a multiple of three (3), then the number nearest one-third (1/3), shall retire from office.</p> <p>(2) An election of Directors shall take place each year. Each Director shall retire from office once at least in every three (3) years.</p> <p>(3) A retiring Director shall be eligible for re-election.</p> <p>(4) A retiring Director shall retain office until the close of the meeting at which he retires.</p> | Retirement of Directors |
| 111. | The Directors to retire by rotation in every year shall be those who have been longest in office since their last election, but as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. | Selection of Directors to retire |
| 112. | <p>The Company at the meeting at which a Director so retires may fill the vacated office by electing a person thereto. In default, the retiring Director shall be deemed to have been re-elected unless:-</p> <p>(a) it is expressly resolved not to fill the vacated office at that meeting, or</p> <p>(b) a resolution for the re-election of that Director is put to the meeting and lost at that meeting, or</p> <p>(c) such Director has given notice in writing to the Company that he is unwilling to be re-elected, or</p> <p>(d) such Director is disqualified under the Act from holding office as a Director.</p> | Filling of vacancy on retirement |

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| 113. (1) | No person, not being a retiring Director, shall be eligible for election to the office of Director at any general meeting unless a member intending to propose him for election has, at least eleven (11) clear days before the meeting, left at the Office 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. | Election of Director at general meeting |
| | (3) The expenses on serving the notice as required in Clause 113(1) on the registered holder of shares and the Depositors where the nomination is made by members shall be borne by the members making the nomination. | |
| 114. | 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. | Separate of single motion for appointment of Directors |
| 115. | The office of a Director shall, ipso facto, be vacated : | Vacation of office of Director |
| | (a) if he resigns his office by notice in writing to the Company; | |
| | (b) if he ceases to be a director by virtue of the Act; | |
| | (c) if he is absent from more than fifty percent (50%) of the total Board of Directors' meetings held during a financial year, unless approval is sought and obtained from the Exchange;. | |
| | (d) if he is removed from his office of Director by resolution of Company in general meeting of which special notice has been given and in the case of an alternate or substitute Director by a resolution of the Directors; | |
| | (e) if he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder during his term of office; | |
| | (f) if he becomes bankrupt or makes any arrangement or composition with its creditors generally during his term of office; | |
| | (g) becomes prohibited or disqualified from being a Director by reason of any order made under the Act or Listing Requirements or contravenes Section 198 of the Act; | |
| | (h) if he dies; or | |
| | (i) otherwise vacates his office in accordance with the Constitution of the Company. | |

116. 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 an ordinary resolution appoint another person in place of the Director so removed and the 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 any such appointment, the vacancy so arising, may be filled by the Directors as a casual vacancy.
- Removal of Directors

DIRECTORS' REMUNERATION

117. The fees of the Directors shall from time to time be determined by an ordinary resolution of the Company in general meeting, and shall (unless such resolution otherwise provides) 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 to rank in such division for a proportion of the fees related to the period during which the Director has held office provided always that:-
- (a) Fees payable to non-executive Directors shall be by a fixed sum, and not by a commission on or a percentage of profits or turnover.
- (b) Fees payable to Directors shall not be increased except pursuant to an ordinary resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting.
- (c) 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.
- Fees of Directors
118. Notwithstanding any provisions of this Constitution, salaries payable to Directors who hold executive office in the Company may not include a commission on or percentage of turnover.
- Salaries to Executive Directors
119. The Directors may also be paid and/or reimbursed all traveling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or 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.
- Expenses by Directors
120. 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 Company may remunerate the Director so doing either by a fixed sum or otherwise (other than by a sum to include a commission on or percentage of turnover) as may be determined by the Company in general meeting and such remuneration may be either in addition to or in substitution for his or their share in the remuneration from time to time provided for the Directors. Extra remuneration payable to non-
- Extra remuneration

executive Director(s) shall not include a commission or percentage of turnover or profits.

POWER AND DUTIES OF DIRECTORS

121. The business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by this Constitution required to be exercised by the Company in general meeting, subject, nevertheless, to this Constitution, to the provisions of the Act, and to such regulations, not being inconsistent with this Constitution, as may be prescribed by the Company in general meeting, or the provisions of the Act, but no regulation so made by the Company shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this Clause shall not be limited or restricted by any special authority or power given to the Directors by any other Clause.
122. The Directors shall not without the prior approval of the Company In general meeting:-
- (a) carry into effect any proposal or execute any transaction for the acquisition of any undertaking or property of a substantial value, or the disposals of a substantial portion of or a controlling interest In the Company's main undertaking or property;
 - (b) exercise any power of the Company to issue shares unless otherwise permitted under the Act;
 - (c) subject to Section 228 of the Act, enter into any arrangement or transaction with a Director of the Company or its holding company or with a person connected with such a Director to acquire from or dispose to such Director or person, any non-cash assets of the requisite value; and
 - (d) issue warrants on such terms and subject to such conditions as may be determined by the Directors, which confers a right to registered warrant holders to subscribe equity shares of the Company.
123. (1) Subject to the provision of the Act and the Listing Requirements, the Directors may exercise all the powers of the Company to borrow money, or to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any related third party.
- (2) The Directors shall not borrow any money, or mortgage or charge any of the Company's or its subsidiaries' undertaking, property or any uncalled capital, or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.

General power
of the
Company
vested in
Directors

Power of
Director to
borrow and
issue
debentures

- (3) The Directors shall cause a proper register to be kept in accordance with Section 60 of the Act of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the Act in regard to the registration of mortgages and charges therein specified and otherwise.
124. The Directors may exercise all the powers of the Company to guarantee payment of money payable under contracts or obligations of any subsidiary company or companies with or without securities. Guarantee
125. The Directors may exercise the powers of the Company, to cause the keeping of a branch register or registers of members and subject to the provisions of the Act, the Directors may make or vary such regulations as they may think fit in respect of the keeping of any such register. Branch register
126. 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 who shall have been at any time in the employment or service of the Company or any subsidiary or associated company or to any persons who are or who have been a Director or other officer of and holds or have held salaried employment in the Company or any subsidiary or associated company, or the spouses, widows, widowers, families or dependants of any such persons. The Directors may also procure the establishment of subsidy or subscription and support to any institutions, association, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid, and subscriptions or guarantees 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. Power to establish pension fund etc for employees
127. 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 (not exceeding those vested in or exercisable by the Directors under these Clauses) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him. Directors may appoint attorneys
128. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall determine by resolution from time to time. Power to execute cheques and receipts
129. 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 the Directors may determine. No Director may hold other office of profit

Director or intending Director shall be disqualified by his office from contracting with the Company, nor shall any contract or arrangement entered into by or on behalf of 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.

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| 130. | A Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director provided that nothing herein contained shall authorise a Director or his firm to act as auditor of the Company. | Director may act in a professional capacity |
| 131. | A Director shall at all times act honestly and use reasonable diligence in the discharge of the duties of his office and shall not make use of any information acquired by virtue of his position to gain directly or indirectly an improper advantage for himself or for any other person or to cause detriment to the Company. | Directors to act honestly |
| 132. | 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. | Directors to give notice |

COMMITTEE OF DIRECTORS

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| 133. | The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any rules, regulations and conditions that may be imposed on it by the Directors. The Directors may fix the remuneration of the committee members, remove committee members and may annul or vary any such delegation but no persons dealing in good faith without notice of any such annulment or variation shall be affected thereby or place of profit under any other company whereat the terms of such appointment as hereinafter mentioned are considered or where any decision is taken upon any contract or arrangement which he is in any way interested provided always that he has complied with Section 221 and all other relevant provisions of the Act and this Constitution. | Committees |
| 134. | The meetings and proceedings of any committee consisting of two (2) or more members shall be governed by the provisions of this Constitution regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by a regulation made by the Directors under the last preceding Clause. | Committees governed by regulations governing Directors |
| 135. | A committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any such meeting, the Chairman is not present within thirty (30) minutes after the time appointed for holding the meeting, or is unwilling to act, the committee members present may choose one (1) of their number to be the Chairman of the meeting. | Chairman of Committees |

EXECUTIVE DIRECTORS AND MANAGING DIRECTORS

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| 136. | The Directors may from time to time appoint one or more of their body to the office of Executive Director and/or Managing Director of the Company for such period and on such terms as they think fit and may from time to time (subject to the provisions of any contract between him and the Company) remove or dismiss him from office and appoint another in his place. | Power to appoint Managing Director |
| 137. | The remuneration of Executive Director and Managing Director shall (subject to the provisions of any contract between him or them and the Company) from time to time be fixed by the Directors, and may be by way of fixed salary, or commission or participation in profits of the Company or by any or all of these mode or otherwise as the Directors may determine. | Remuneration of Executive Director and Managing Director |
| 138. | The Directors may entrust to and confer upon the Managing Director any of the powers exercisable by the Directors upon such terms and conditions and with such restrictions as the Directors may think fit and either collaterally with or to the exclusion of the Directors' own powers and may from time to time revoke, withdraw, alter or vary all or any of these powers. | Powers of Managing Director |
| 139. | Executive Directors and Managing Director shall be subject to the same provisions as the resignation and removal as the other Directors of the Company and if he ceases to hold the office of Director shall ipso facto and immediately cease to be a Managing Director. | Resignation and removal of Executive Director and Managing Director |

ALTERNATE DIRECTORS

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| 140. | Any Director may at any time appoint any person, first approved by the majority of his co-Directors, to act as his alternate Director, and may at any time terminate such appointment. Any appointment or termination of alternate Directors shall be under the hand of the Director making or terminating such appointment, left at the Office of the Company. | Appointment and termination of alternate Director |
| 141. | The appointment of an alternate Director shall ipso facto be terminated:-

(a) on the happening of any event which if he were a Director would render him legally disqualified from acting as a Director; or

(b) if he becomes bankrupt; or

(c) if he becomes of unsound mind; or

(d) if his appointor ceases to be a Director for any reason, except on retirement by rotation and immediate re-election. | Ipso facto termination |
| 142. | An alternate Director shall (subject to his giving to the Company an address within Malaysia at which notices may be served upon him) be entitled to receive notices of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally in the absence of his appointor to perform all the functions of his appointor as a Director. | Entitlement to notices, attend and vote at Directors' meetings |
| 143. | An alternate Director may be repaid by the Company such expenses as might properly be repaid to him if he were a Director and he shall be entitled to receive from the Company such proportion (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but save as aforesaid he shall not in respect of such appointment be entitled to receive any remuneration from the Company. | Payments to alternate Director |
| 144. | Every person acting as a substitute for a Director shall be an officer of the Company and shall be responsible to the Company for his own acts and defaults and shall not be deemed to be the agent of or for the Director appointing him. | Responsibility of substitute |

PROCEEDINGS OF THE BOARD

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| 145. | The provisions set out in the Third Schedule of the Act shall not govern the proceedings of the Board. | Third Schedule excluded |
| 146. | The Directors may meet together for the despatch of business, and adjourn and otherwise regulate their meetings or proceedings as they think fit. A Director may at any time, and the Secretary on the request of a Director shall convene a meeting of the Directors by giving them not less than seven (7) days written notice thereof unless, such requirement is waived by them. | Meeting of Directors and power to convene meeting |
| 147. | A meeting of the Board or any Board committee may be held either:-

(a) by a number of the directors who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or | Methods of holding meeting |

(b) by means of audio, or audio and visual, communication by which all Directors participating and constituting a quorum can simultaneously hear each other throughout the meeting. However, this form of attendance shall remain the exception rather than norm and shall be subject to appropriate safeguards to preserve the confidentiality of deliberations.

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| 148. | The quorum necessary for the transaction of the business of the Directors shall be two (2). No business may be transacted at a meeting of the Board if a quorum is not present. A person, who holds office only as an alternate Director shall, if his appointor is not present, be counted in the quorum. | Quorum |
| 149. | The Directors may from time to time elect one (1) of their numbers as Chairman of the Board, 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 is elected, or if at any such meetings, the Chairman or Deputy Chairman is not present within fifteen (15) minutes after the time appointed for holding the same, the Directors present shall choose one of their numbers to act as Chairman of such meetings. | Chairman |
| 150. | All or any of the members of the Board of Directors or any committee of the Board may participate in a meeting of the Board or that committee by means of a telephone conference, video conference or any communication technology, which allows all Directors participating in the meeting to communicate simultaneously with each other. A Director so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, the meeting shall be deemed held at the Office of the Company. | Participation in meetings by conferencing |
| 151. | Questions arising at any meeting shall be determined by a majority of votes of the Directors present, each Director having one (1) vote. In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote, provided that where two (2) Directors form a quorum, the Chairman of the meeting at which only such a quorum is present, or at which only two (2) Directors are competent to vote on the question at issue, shall not have a casting vote, and the resolution in question shall not be carried. | Decision by majority, and Chairman has second vote |
| 152. | The remaining Directors may continue to act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the minimum number fixed by or pursuant to this Constitution as the necessary quorum of Directors, the remaining Directors or Director may, except in an emergency, act for the purpose of increasing the number of Directors to such minimum number, or to summon a general meeting of the Company, but for no other purpose. | Proceedings in case where number of Directors is below the minimum |

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| 153. | Every Director shall comply with the provisions of Sections 221 and 219 of the Act in connection with the disclosure of his interest in any contract or proposed contract with the Company and in connection with the disclosure of the fact and the nature, character and extent of any office or possession of any property and in connection with the disclosure of his interest in the shareholdings and other securities of the Company, whereby whether directly or indirectly, the duties or interests might be in conflict with his duties or interests as Director of the Company. A Director shall not participate in the deliberations and voting in respect of any contract or proposed contract or arrangement in which he is directly or indirectly interested (and if he shall do so his vote shall not be counted). | Declaration of interest, and restriction of voting |
| 154. | 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 a deposit of a security. | Power to vote in some instances |
| 155. | A Director notwithstanding his interest may, provided that none of the other Directors present disagree, be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold office or place of profit under the Company or whereat the Directors resolve to exercise <i>any</i> 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 such appointment as hereinafter mentioned are considered or where any decision is taken upon any contract or arrangement which he is in any way interested provided always that he has complied with Section 221 and all other relevant provisions of the Act and this Constitution. | Director may be counted in quorum, notwithstanding his interest |
| 156. | All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote. | Defects in appointment of any Director shall not nullify meeting |

DIRECTORS' CIRCULAR RESOLUTION

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| 157. | A resolution in writing signed by the majority of the Directors who are entitled to vote on the resolution shall be as valid and effective as a resolution passed at a meeting of the Directors duly convened and held, provided that the resolutions circulated to all the Directors then in Malaysia not being less than the quorum required and at the usual address or contact in Malaysia to all other Directors. All such resolutions shall be described as "Directors' Circular Resolution". Any such resolution may consist of several documents in the like form, each signed by one or more Directors, and delivered to the Secretary without delay. Any such document may be accepted as sufficiently signed by a Director if transmitted to the | Directors' Resolution in writing |
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Company by any technology purporting to carry a signature and/or electronic or digital signature of the Director. The Secretary shall record all such resolutions in the Company's Minute Book.

SECRETARY

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| 158. | The Secretary shall, in accordance with the Act, be appointed by the Directors for such terms and conditions, at such remuneration, as the Directors may think fit, and any Secretary so appointed may be removed by them but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company. | Secretary |
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SEAL

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| 159. | The Directors shall provide for the safe custody of the Seal(s), which shall only be used pursuant to a resolution of the Directors, or a committee of the Directors authorised by the Directors in that behalf. Every instrument to which the Seal shall be affixed, shall be autographically signed by a Director and countersigned either by a second Director or by the Secretary or by another person appointed by the Directors for the purpose. | Custody and affixing of Seal |
| 160. | The Company may have an official seal, which shall be a facsimile of the common seal of the Company with the addition on its face of the words "Securities" pursuant to Section 63 of the Act. The official seal may be used for sealing certificates or other documents-of-title in respect of any shares, stocks, loan stock, debentures as defined in the Act, or other marketable securities created or issued by the Company, and the Directors may by resolution determine that such official seal shall be affixed under some mechanical mode of the signatures of a Director and either a second Director or the Secretary or another person appointed by the Directors for the purpose. | Official seal for share certificates, etc |
| 161. | The Company may, as and when necessary, have for use abroad, an official seal in each country in which the Company transact business and such seal shall be a facsimile of the common seal of the Company with the addition on its face of the name of the place where it is to be used, and the person or persons as authorised by the Directors, who affixes any such official seal shall in writing under his hand, certify on the instrument to which it is affixed, the date on which and the place at which it is affixed. | Official seal for use abroad |

AUDIT

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| 162. | The Auditors of the Company shall be appointed in accordance with Section 271 of the Act for each financial year of the Company and their duties regulated in accordance with Section 266 of the Act. | Appointment of auditors |
| 163. | Subject to the provisions of the Act, all acts done by any person acting as an Auditors, shall as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defects in his appointment or that he was at the time of his appointment not qualified for appointment. | Validity of acts of auditors in spite of some formal defect |
| 164. | The Auditors shall be entitled to 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 any question relevant to the audit of the financial statements and any general meeting. The Auditor shall | Entitlement to receive the same documents |

be entitled to receive all notices and other communications relating to any general meeting, which any member is entitled to receive, and to be heard at any general meeting on any part of the business of the meeting, which concerns the Auditors.

received by
members

MINUTES AND REGISTERS

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

Minutes to be
made and kept

- (a) of all appointments of officers made by the Directors;
- (b) of the names of the Directors present at each meeting of the Company, of the Directors and of any committee of Directors;
- (c) of all resolutions and proceedings at all meetings of the Company and of the 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 in which case the minutes shall be confirmed as correct by a Director or Directors present at the succeeding meeting who was or were also present at the preceding meeting. Such minutes shall be conclusive evidence without further proof of the facts thereon stated; and
- (d) of all orders made by the Directors and any committee of Directors.

166. The Company shall in accordance with the provisions of the Act, keep at the Office, a register containing such particulars with respect to the substantial shareholders, directors' shareholdings, directors, managers and secretaries of the Company as are required by the Act and shall from time to time notify the Registrar of any change in such register and of the date of such change in the manner prescribed by the Act. The books containing the minutes of proceedings of any general meeting shall be kept by the Company at the Office of the Company, and shall be open to the inspection of any member without charge.

Registers

167. The Company shall also keep at the Office of the Company, registers 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 registered under the Act, and in particular:-

- (a) a register of substantial shareholders and of information received in pursuance of the requirements under Section 137 to 139 of the Act; and
- (b) a register of the particulars of each of the Directors' shareholdings and Interests as required under Section 59 of the Act.

FINANCIAL STATEMENTS

168. 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

Directors to
keep proper
financial
statements

member (not being a Director) shall have any right of inspecting any account or book or paper of the Company except:-

- (a) if conferred by the Act or other applicable law; or
- (b) if ordered by a court of competent jurisdiction; or
- (c) if authorised by the Chairman (if any) or the Directors.

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| 169. | Subject always to Section 47 of the Act, the books of account and records of operations shall be kept at the Office or at such other place or places in Malaysia as the Directors think fit, provided that the accounting and other records of operations outside Malaysia may be kept by the Company at a place or places outside Malaysia and there shall be sent and kept at a place in Malaysia, such statements and returns with respect to the business dealt with in the records so kept as will enable to be prepared true and fair profit and loss accounts and balance sheets and any documents required to be attached thereto. The books of account and records of operations of the Company shall at all times be opened to the inspection of the Directors and any other officers of the Company authorised by the Directors. | Inspection of accounts and regulations for inspection |
| 170. | The Directors shall from time to time in accordance with Section 248 of the Act, and the Listing Requirements (if applicable) cause to be prepared and laid before the Company in general meeting such financial statements and reports as are referred to in the section of the Act and/or the Listing Requirements (if applicable). | Preparation of financial statements |
| 171. | The Company shall issue the annual audited financial statements and the reports of the Directors and auditors of the Company to the Exchange for public release within a period not exceeding four (4) months from the close of a financial year of the Company. | Annual Financial Statements to the Exchange for public release |
| 172. | A copy of the annual audited financial statements and reports of the Directors and auditors shall be sent not later than six (6) months after the close of the financial year of the Company and at least twenty-one (21) days before the general meeting at which they are laid to every member and holders of debentures of the Company and all other persons entitled to receive notices of general meetings under the Act or this Constitution, provided that this Clause shall not require a copy each of these documents to be sent to any person whose address the Company is not aware of, but any entitled person to whom a copy each of these documents has not been sent, shall be entitled to receive a copy each free of charge on application at the Office of the Company. | Annual Financial Statements to members and others |

ANNUAL REPORTS

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| 173. | In accordance with the Listing Requirements, the Company shall prepare an annual report and issue the same to the members of the Company and give the requisite number of copies as may be required by the Exchange within a period not exceeding four (4) months from the close of the financial year of the Company. | Issuance of annual report |
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| 174. | Subject to the compliance with the requirements of the Exchange and any other relevant authorities, if any, the Company may issue its annual report in electronic format or in any other 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 howsoever. | Annual report in electronic format |
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AUTHENTICATION OF DOCUMENTS

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| 175. | 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 custody thereof shall be deemed to be a person appointed by the Directors as aforesaid. | Authentication of documents |
| 176. | A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of Clause 175 shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors. | Certification of resolution conclusive evidence |

SIGNATURES

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| 177. | For the purpose of this Constitution, any document or instrument transmitted by any technology purporting to include a signature and/or electronic or digital signature of any of the following persons:- | Signatures and electronic/digital signatures |
| | <ul style="list-style-type: none"> (a) a holder of any security; (b) a director; (c) an alternate director; (d) in the case of a corporation, which is a holder of security in the Company, its director or secretary or a duly appointed attorney or duly authorised representative; | |

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

NOTICES

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| 178. | A notice or other document may be given by the Company to any member or Director either personally or by sending it by post to him in a prepaid letter addressed to him at his registered address or service address as appearing in the Register or the Record of Depositors or the register of Directors, as the case may be in Malaysia or to the address, if any, within Malaysian supplied by him to the Company for the giving of notices to him. A notice or other document may also be served by the Company on any member or Director by telefax, electronic mails or other means of communications to the address or contact provided by the member or Director to the Company as the address to which notices or documents may | How notices to be served |
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be sent by such means. A notice by telefax, electronic mail or other means of communications shall be deemed given when the telefax, electronic mail or other means of communications is sent.

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| 179. | Any notice or other document sent by post shall be deemed to have been served by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post. | When notice by post deemed to be served |
| 180. | A notice may be given by the Company to the person entitled to a share in of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to him by name, or by the title of representatives of the deceased, or assignee of the bankrupt, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred. | Notices to persons entitled by transmission |
| 181. | (1) Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

(a) every member;
(b) every person entitled to a share in consequence the death or bankruptcy of a member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting;

(c) the auditor for the time being of the Company; and

(d) the Exchange

(2) Save as otherwise provided in the Act or in this Constitution, no other person shall be entitled to receive notices of general meetings. | Persons entitled to notices |

LANGUAGE

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| 182. | Where any accounts, minute books or other records required to be kept by the Act are not kept in Bahasa Malaysia or the English language, the Directors shall cause a true translation of such accounts, minute books or 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. | Translation |
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DIVIDENDS AND RESERVES

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| 183. | Subject to Section 132 of the Act, the Company may only make a distribution to the members out of profits of the Company available if the Company is solvent, and no dividend shall be paid in excess of the amount recommended by the Directors. | Distribution out of profit if the Company is solvent |
| 184. | The profits of the Company available for dividend and determined to be distributed shall be applied in the payment of dividends to the members in accordance with their respective rights and priorities. The Company in general meeting may declare dividends accordingly. | Profits available may be determined for dividend payment |

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| 185. | The Directors may 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 shares in the capital of the Company which confer on the holders thereof deferred or non-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 shares 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 dividend |
| 186. | Subject to the rights of holders of shares with special rights as to dividend (if any), all dividends shall be declared and paid according to the amounts paid up on the shares in respect whereof the dividends are paid, but no amount paid up on a share in advance of calls shall be treated for the purposes of this Clause as paid up on the share. All dividends shall be apportioned and paid pro-rata according to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid except that if any share is issued on terms providing that it shall rank for dividend as if paid up (in whole or in part) as from a particular date, such share shall rank for dividend accordingly. | Dividends pro-rated on amounts paid up on share |
| 187. | The Company may declare dividend or bonus, upon the recommendation of the Directors, by ordinary resolution, direct payment of such dividend or bonus either in whole or in part by the distribution of specific assets and in particular of paid-up shares, debentures, debenture stocks of any other company or in any one or more of such ways, and the Directors shall give effect to such resolution. Where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and in particular, may issue fractional certificates, and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members based upon the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors. | Dividend in specie |
| 188. | No dividends or other moneys payable in respect of a share shall bear interest against the Company unless otherwise provided by the rights attached to the share. | No interest on dividends |
| 189. | (1) The Directors may deduct from any dividend payable to any member, all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company held by him. | Deduction of dividends to settle debts owed |
| | (2) The Directors may retain any dividend or other moneys payable in respect of a share other than fully paid shares on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists. | Retention of dividends on shares subject to lien |

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| 190. | The Directors may retain the dividends payable on shares in respect of which any person is under the provision as to the transmission of shares hereinbefore contained entitled to become a member, or to which any person under this Constitution is entitled to transfer, until such person shall become a member in respect of such shares. | Retention of dividends on shares pending transmission |
| 191. | 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 and 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 shares or other 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. | Certain profits/losses may be changed to revenue account |
| 192. | All dividends unclaimed for one (1) year after having been declared may be disposed of in accordance with the provisions of the Unclaimed Moneys Act 1965. The payment by the Directors of any unclaimed dividend or other moneys payable in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof and any dividend unclaimed after a period of six (6) years from the date of declaration of such dividend shall be dealt with in accordance with the provisions of the Unclaimed Moneys Act, 1965. | Unclaimed dividends may be disposed of under Unclaimed Moneys Act |
| 193. | A transfer of shares shall not pass the right to any dividend declared on such shares before the registration of the transfer, provided that any dividend declared on deposited securities shall accrue to the Depositors whose names appear on the Record of Depositors issued to the Company or its share registrar pursuant to the Rules. | Right to dividend after registration of transfer |
| 194. | Any dividend, interest or other money payable in cash in respect of shares may be paid by direct debit, bank transfer or such other electronic transfer or remittance methods as may be introduced from time to time (hereinafter referred to as “ Electronic Payment ”), or banker’s draft, money order, cheque or warrant sent through the post to the registered address of the member or that one (1) of the joint holders who is first named in the register of members or to such person and to such address as the holder or joint holders may in writing direct. Every such Electronic Payment, draft, money order, cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder may direct and payment of the same if purporting to be endorsed shall be a good discharge to the Company. Every such Electronic Payment, draft, money order, cheque or warrant shall be sent at the risk of the persons entitled to the money represented thereby. Any one (1) of two (2) or more joint holders may give effectual receipts for any dividends, bonuses, or other money payable in respect of the shares held by them as joint holders. | Payment by electronic means or by cheque, etc. |

RESERVES

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| 195. | 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 | Directors set aside profits for reserve fund |
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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 be lawfully applied) as the Directors shall in their absolute discretion think conducive to the interest of the Company, and may invest the several sums so set aside upon such investments as they think fit (subject to the provision of these Articles) and from time to time vary or realise such investments and dispose of all or any part thereof for the benefit of the Company, and may divide any reserve fund into such special funds as they think fit, with all power to employ the assets constituting the reserve fund in the business of the Company, and that without being bound to employ the assets constituting the reserve fund in the business of the Company, and that without being bound to keep the same separate from the other assets. The Directors may also, without placing the same to reserve, carry forward any profits, which they think prudent not to divide.

CAPITALISATION OF PROFITS AND RESERVES

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| 196. | The Company may, upon the recommendation of the Directors, by ordinary resolution resolve that it is desirable to capitalise any sum for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for the 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 amount for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed, credited as fully paid up to and amongst such members in the proportion aforesaid or partly in the one way and partly in the other, and the Directors shall give effect to such resolution. | Power to capitalise |
| 197. | Whenever such a resolution as aforesaid in Clause 196 shall have been passed, the Directors shall make all appropriation 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 provisions by the issue of fractional certificates or by payment in cash or otherwise as they think fit in the case of shares or debentures becoming distributable in fractions, and 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 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. | Effect of resolution to capitalise |

WINDING UP

198. 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 shares or other securities whereon there is any liability. If the Company is wound up voluntarily, any fee or commission payable to the liquidator shall be subject to the approval of the shareholders in general meeting. Notice of the percentage of such commission or the amount of such fee shall be given to the shareholders at least seven (7) days before such general meeting is held. *Power of liquidator*
200. Save that this Article shall be without prejudice to the rights of holders of shares issued upon special terms and conditions, the following provisions shall apply:- *Distribution of assets in specie*
- (a) If the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding up, on the shares held by them respectively; and
- (b) If in 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 shares held by them respectively.
201. On the voluntary liquidation of the Company, no commission or fee shall be paid to a liquidator unless It shall have been approved by the shareholders in general meeting. The amount of such payment shall be notified to all members at least seven (7) days prior to the meeting at which the commission or fee is to be considered. *Liquidators' commission or fee*

EFFECT OF LISTING REQUIREMENTS

202. (a) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done. *Effect of Listing Requirements*
- (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 they do 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 they contain such a provision, this Constitution are 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.
- (g) Notwithstanding anything contained in this Constitution, nothing herein contained shall prevent the Directors from applying to the Exchange for a waiver from compliance or observance of any of the Listing Requirements. In the event the compliance or observance of such Listing Requirements are waived by the Exchange, the Company shall not be required to comply with any of the Clauses relating to those Listing Requirements in respect of which compliance or observance has been waived by the Exchange.

THE ACT, CENTRAL DEPOSITORIES AND THE RULES

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| 203. | Notwithstanding this Constitution, the Company shall comply the Act, Central Depositories Act, the Listing Requirements and the Rules in respect of all matters relating to Securities or otherwise where applicable. | Compliance of the law |
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INDEMNITY AND INSURANCE FOR OFFICERS AND AUDITORS

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| 204. | Every Director, Secretary, other officers and Auditors of the Company for the time being of the Company shall be indemnified in accordance with Sections 288 and 289 of the Act. | Indemnity and insurance for officers and auditors |
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SECRECY CLAUSE

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| 205. | 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 clause |
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