



ACB RESOURCES BERHAD
Registration No. 197401003539 (20667-M)
(Incorporated in Malaysia)

ANNEXURE DATED 3 JUNE 2025
REFERRED TO IN THE SPECIAL RESOLUTION
IN RELATION TO THE
PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY
TABLED AS SPECIAL BUSINESS AT THE 49th ANNUAL GENERAL
MEETING OF THE COMPANY

THE COMPANIES ACT 2016

MALAYSIA

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

ACB RESOURCES BERHAD

Registration No. 197401003539 (20667-M)

COMPANY NAME

1. The name of the Company is ACB RESOURCES BERHAD.

REGISTERED OFFICE

2. The registered office of the Company will be situated in Malaysia.

MEMBERS' LIABILITIES

3. The liability of the Members is limited.

CAPACITY AND POWERS

4. Section 21 of the Companies Act 2016 shall apply to the Company and the Company shall be capable of exercising all the functions of a body corporate and have the full capacity to carry on or undertake any business or activity the Directors considered advantageous to the Company and that are not prohibited under any law for the time being in force in Malaysia.
5. The powers of the Company in addition to those conferred under Section 21 of the Companies Act 2016 shall include:
 - (a) To receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debenture, or debenture stock (perpetual or otherwise) and to secure repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any other person or company as the case may be.
 - (b) To lend and advance money or give credit to any person or company, to guarantee or give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or company or to secure or undertake in any way the repayment of moneys lent or advanced to or the liabilities incurred by any person or company in any manner and in particular by the issue of debentures (perpetual or otherwise), bonds, mortgages, charges, pledges, liens or any other securities charged, founded or based upon all or any of the property (both present and future) and rights of the company, including its uncalled capital, and otherwise to assist any such person or company.

INTERPRETATION

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

“Act”	means the Companies Act 2016 and any statutory modification, amendment or re-enactment thereof;
“Auditors”	means the auditors for the time being of the Company;
“Board”	means the Board of Directors of the Company;
“business day”	means any day between Mondays and Fridays, which is not public holiday;
“Central Depositories Act”	means the Securities Industry (Central Depositories) Act 1991 and any statutory modification, amendment or re-enactment thereof;
“clear days”	means in relation to a period of notice that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
“Company”	means ACB RESOURCES BERHAD or such other name as may be adopted from time to time;
“Constitution”	means Constitution of the Company as adopted or as altered from time to time by special resolution or as required by the Act;
“Director”	means a Director of the Company;
“Member”	means any person for the time being holding shares in the Company and whose name appears in the Register of Members;
“resolution”	in relation to a resolution of the Company, means an ordinary resolution;
“seal”	means the common seal of the Company; and
“Secretary”	means any person appointed to perform the duties of a secretary of the Company.

7. In this Constitution:

- (a) headings and underlinings are for convenience only and do not affect the interpretation of this Constitution;
- (b) words including the singular only shall include the plural and the masculine gender shall include the feminine and neuter genders and the word "person" shall include a corporation;
- (c) unless the contrary intention appears, an expression referring to writing includes printing, lithography, photography and other modes of representing, or reproducing words in a visible form, whether in a physical document or in an electronic communication or form or otherwise howsoever;
- (d) unless the contrary intention appears, words or expressions contained in the provisions of this Constitution must be interpreted in accordance with the provisions of the Interpretation Act 1967 as in force at the date at which this Constitution becomes binding on the Company; and
- (e) unless the contrary intention appears, an expression has, in any of the provisions of this Constitution that deals with a matter dealt with by any provision of the Act, the same meaning as in that provision of the Act.

SHARE CAPITAL

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| 8. | The shares in the Company may be divided into several classes and there may be attached thereto respectively any preferential, deferred, or other special rights, privileges, conditions, or restrictions as to dividends, capital, voting, or otherwise. | Share capital |
| 9. | Subject always to the respective rights, terms and conditions as stated herein, the Company shall have the power to increase or reduce capital, and to consolidate and divide its capital into shares of larger or lesser amount than its existing shares, and also to from time to time alter, modify, commute, abrogate, or deal with any such rights, privileges, terms or designations in accordance with the Constitution for the time being of the Company. | Alteration of share capital |
| 10. | <ul style="list-style-type: none">(a) No Member is entitled to a certificate in respect of his shareholding unless an application is made by the Member for a certificate relating to the Member's shares in the Company;(b) Where a share certificate has been issued, a transfer of shares to which it relates shall not be registered by the Company unless the form of transfer is accompanied with the share certificate relating to the share; and(c) Where shares to which a share certificate relates are to be transferred and the share certificate is sent to the Company to enable the registration of the transfer, the share certificate shall be cancelled and no further share certificate shall be issued except at the request of the transferee. | Share certificate |

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| 11. | (a) | The Company may exercise the power to pay commission conferred by Section 80 of the Act if: | Power of paying commission and brokerage |
| | (i) | the rate or the amount of the commission paid or agreed to be paid is disclosed in the manner required by the Act; and | |
| | (ii) | the commission does not exceed 10% of the price at which the shares in respect of which the commission is paid are issued. | |
| | (b) | The commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly by the payment of cash and partly by the allotment of fully or partly paid shares. | |
| | (c) | The Company may, on any issue of shares, also pay such brokerage as may be lawful. | |

NEW SHARES TO BE OFFERED TO MEMBERS

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| 12. | (a) | Subject to any direction to the contrary that may be given by the Company in meeting of Members, 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 meeting of Members in proportion as nearly as circumstances admit, to the amount of the existing shares or securities to which they are entitled. | Issue of new shares to Members |
| | (b) | The offer shall be made by notice specifying the number of shares or securities offered and limiting a time within which the offer, if not accepted, will be deemed to be declined. | |
| | (c) | The Directors may, after the expiration of the time referred to in Clause 12(b) or on receipt of an intimation from the Member to whom the offer is made that he declines to accept the shares or securities offered, dispose of those shares or securities, together with any shares that cannot, in the opinion of the Directors, be conveniently offered under this Clause by reason of the proportion that the shares or securities offered bear to shares or securities already held, in such manner as they think most beneficial to the Company. | |
| | (d) | The Company shall ensure that all new issue of securities are made by way of book entry in the Register of Members with such securities and the issuance of certificates if so requested by the Member. | |
| 13. | (a) | Notwithstanding Clause 12(a) and the existence of a resolution under Sections 75(1) and 76(1) of the Act approving the issuance of shares by the Company, the Company shall not issue any shares or convertible securities if the total number of those shares or convertible securities, when aggregated with the total number of any such shares or convertible securities issued during the preceding 12 months, exceeds 10% of the total number of issued shares of the Company, except where the shares or convertible securities are issued with the prior approval of the Members in meeting of Members of the precise terms and conditions of the issue. | |

- (b) In working out the number of shares or convertible securities that may be issued by the Company, if the security is a convertible security, each such security is counted as the maximum number of shares into which it can be converted or exercised.
14. No shares in the Company may be issued, where the issue of those shares has the effect of transferring a controlling interest in the Company, without the prior approval of Members by resolution passed in meeting of Members.
- Share issues having effect of transferring controlling interest

CLASSES OF SHARES

15. (a) Subject to the provisions of this Constitution, the rights attached to any class of shares (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
- (b) The provisions of this Constitution relating to meetings of Members apply so far as they are capable of application and with any necessary changes to every such separate meeting.
- (c) The rights conferred upon the holder of the shares of any class issued with preferred or other rights will not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to have been varied by the creation or issue of further shares ranking equally with the first-mentioned shares.
- (d) Subject to Section 130 of the Act, where any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a long period, the Company may pay interest on so much of such share capital as is for the time being paid up and charge the interest so paid to capital as part of the cost of construction or provision.
- Variation of rights
16. Subject to the Act and this Constitution, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.
- Preference shares
17. (a) Except as required by law, the Company must not recognise a person as holding a share upon any trust.
- (b) The Company is not bound by or compelled in any way to recognise (whether or not it has notice of the interest or rights concerned) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except as otherwise provided by the provision of this Constitution or by law) any other right in respect of a share except an absolute right to the entirety thereof in the registered holder.
- Trusts

LIEN

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| 18. | The Company's lien on shares and dividends from time to time declared in respect of such shares, shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid, and to such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of the Member or deceased Member. | Company's lien on shares and dividends |
| 19. | The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of 14 days from the notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy. | Power to enforce lien by sale |
| 20. | The proceeds of any such sale after payment of the amount of interests and costs relating to the sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue (if any) shall (subject to any like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale or his executors, administrators or assignees or as he directs. | Application of proceeds of sale |

CALLS ON SHARES

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| 21. | 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. | Differences in calls and payments |
| 22. | <p>(a) The Directors may make calls upon the Members in respect of any money unpaid on the shares of the Members and not by the terms of issue of those shares made payable at fixed times, provided that no call shall be payable at less than 30 days from the date fixed for the payment of the last preceding call.</p> <p>(b) Each Member must, upon receiving at least 14 days' notice specifying the date, time and place of payment, pay to the Company the amount called on his shares.</p> <p>(c) The Directors may revoke or postpone a call.</p> | Directors may make calls |
| 23. | A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and such resolution may authorise the call to be paid by instalments. | |
| 24. | If a sum called in respect of a share is not paid before or on the day appointed for payment of the sum, the person from whom the sum is due must pay interest on the sum from the day appointed for payment of the sum to the time of actual payment at a rate of 8% per annum or as the Directors determine, but the Directors may waive payment of that interest wholly or in part. | Interest on unpaid calls |

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| 25. | Any sum that, by the terms of issue of a share, becomes payable on allotment or at a fixed date, shall for the purposes of this Constitution be deemed to be a call duly made and payable on the date on which by the terms of issue the sum becomes payable, and, in the case of non-payment, all the relevant provisions of this Constitution as to payment of interest and expenses, forfeiture or otherwise apply as if the sum had become payable by virtue of a call duly made and notified. | Sums payable on fixed dates |
| 26. | <p>(a) The Directors may if they think fit receive from any Member willing to advance the payment of all or any part of the moneys uncalled and unpaid upon any share by him and upon all or any of the moneys so advanced may (until the same would, but for such advance, become payable) pay interest at such rate not exceeding 8% per annum as may be agreed upon between the Directors and the Member paying such sum in advance.</p> <p>(b) Moneys paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits.</p> | Advance of calls |

TRANSFER OF SECURITIES

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| 27. | The transfer of securities shall be by way of book entry in the Register of Members. | Transfer of securities |
| 28. | <p>(a) Any Member may transfer all or any of his shares by instrument in writing in any usual or common form or in any other form which the Directors may approve. The instrument shall be executed by or on behalf of the transferor and the transferor shall remain the holder of the shares transferred until the transfer is registered and the name of the transferee is entered in the Register of Members in respect thereof.</p> <p>(b) The instrument of transfer must be left for registration at the office of the share registrar of the Company together with such fee not exceeding RM20.00 as the Directors from time to time may require accompanied by the certificate of the shares to which it relates (if available) or 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 but any instrument of transfer which the Directors may decline to register shall be returned to the person depositing the same except in case of fraud.</p> | |

TRANSMISSION OF SECURITIES

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| 29. | In the case of the death of a Member, where the deceased was a sole holder, the legal personal representatives of the deceased, and where the deceased was a joint holder, the survivor, will be the only person recognised by the Company as having any title to his interest in the shares. | Transmission of securities |
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30. (a) Subject to the Act and to the provisions of this Constitution, a person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon such information being produced as is properly required by the Directors, elect either to be registered himself as holder of the share or to have some other person nominated by him registered as the transferee of the share.
- (b) If he elects to have another person registered, he must execute a transfer of the share to that other person, any subsequent transfer of the share may be carried out by that other person.
- (c) In either case under Clause 30(a) above all the limitations, restrictions and provisions of this Constitution relating to the right to transfer, and the registration of transfers of shares, are applicable to any such notice or transfer as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a notice or transfer signed by that Member.
31. (a) Where the registered holder of a share dies or becomes bankrupt, his personal representative or the trustee of his estate, as the case may be, is, upon the production of such information as is properly required by the Directors, entitled to the same dividend and other advantages, and to the same rights (whether in relation to meetings of the Company, or to voting or otherwise), as the registered holder would have been entitled to if he had not died or become bankrupt. Rights of personal representative or trustee
- (b) The Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within 90 days the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.

FORFEITURE OF SHARES

32. If a Member fails to pay the whole or any part of a call or instalment of a call on the day appointed for payment of the call or instalment, the Directors pursuant to Section 83 of the Act, may at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest that has accrued. Notice to pay calls
33. Where any share has been forfeited in accordance with this Constitution, notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by reason of the death or bankruptcy or the case maybe and an entry of such notice having been given, and of the forfeiture with the date thereof shall forthwith be made in the Register of Members opposite to the share. Notice of forfeiture to be given and entered in the Register of Members

CONVERSION OF SHARES INTO STOCK

34. The Company may, by resolution, convert all or any of its paid-up shares into stock and re-convert any stock into paid-up shares of any number. Conversion of shares into stock and reconversion

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| 35. | (a) | Subject to Clause 15(b), where shares have been converted into stock, the provisions of this Constitution relating to the transfer of shares apply, so far as they are capable of application, to the transfer of the stock or of any part of the stock. | Holder of stock may transfer their interest |
| | (b) | The Directors may fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum and direct that fractions of a Ringgit Malaysia or of any other sum shall not be dealt with, with power nevertheless, at their discretion to waive such stipulations in any particular case. | |
| 36. | (a) | 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. | Rights of stockholders |
| | (b) | Notwithstanding Clause 36(a), no privilege or advantage (except participation in the dividends and profits of the Company and in the assets of the Company on winding-up) shall be conferred by any such part of stock which would not, if existing shares have conferred that privilege or advantage. | |
| 37. | | The provisions of this Constitution that are applicable to paid-up shares apply to stock, and references in those provisions to share and Member must be read as including references to stock and stockholder, respectively. | Definition |

INCREASE OF CAPITAL

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| 38. | 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 of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to distribution, return of capital or otherwise as the Company may direct in the resolution authorising such increase. | Increase of share capital |
| 39. | Except so far as otherwise provided by the condition of issue, any capital raised by the creation of new shares shall be considered as part of the original share capital of the Company. All new shares shall be subject to the provisions herein contained with reference to allotments, the payment of calls and instalments, transmissions, forfeiture, lien or otherwise. | New capital to be considered as part of the current share capital of the Company |

ALTERATION OF CAPITAL

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| 40. | The Company may by special resolution: | Power to alter capital |
| | (a) | consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the shares from which the subdivided share is derived; or |
| | (b) | subdivide its shares or any of the shares, whether is in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived. |

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| 41. | The Company may, subject to the Act, convert any class of shares into any other class of shares. | |
| 42. | Subject to the Act, the Company may, by special resolution, reduce its share capital. | Power to reduce capital |
| 43. | Subject to any direction by the Company in the meeting of Members, if any consolidation and/or subdivision of shares results in Members entitled to any issued shares of the Company in fractions, the Board may deal with such fractions as it may determine including (without limitation), selling the shares to which Members are so entitled for such price the Board may determine and paying and distributing to the Members entitled to such shares in due proportions the net proceeds of such sales. | |

MEETINGS OF MEMBERS

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| 44. | The Company shall in each year hold an annual general meeting in addition to any other meetings in that year, within 6 months of the Company's financial year end and not more than 15 months after the last preceding annual general meeting. | Annual general meeting |
| 45. | The main venue of all meetings of Members and annual general meetings shall be within Malaysia at such time and place as the Board shall determine. The chairperson shall be present at that main venue of meeting. The Board may whenever it so decides by resolution convene a meeting of Members other than annual general meeting. | Meeting of Members |
| 46. | In addition, a meeting of Members other than an annual general meeting shall be convened on such requisition as referred to in Section 311 of the Act or if the Company makes default in convening a meeting in compliance with a requisition received pursuant to Section 311 of the Act, a meeting may be convened by the requisitionists themselves in the manner provided in Section 313 of the Act. Any meeting convened by requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Board. | Requisition of meetings |
| 47. | The meeting of Members may be held at more than 1 venue using any technology or method that enables the Members to participate and to exercise the Members' rights to speak and vote at the meeting. | Meetings of Members at 2 or more venues |

NOTICE OF MEETINGS

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| 48. | <p>(a) A meeting of Members must be convened by notice in writing of not less than 14 days; and in the case of a meeting for the passing of a special resolution or an annual general meeting, 21 days' notice shall be given.</p> <p>(b) The accidental omission to give notice to, or the non-receipt of a notice by any person entitled thereto shall not invalidate the proceedings at any meeting of Members.</p> <p>(c) At least 14 days' notice of such a meeting, or 21 days' notice in the case where any special resolution is proposed or where it is the annual general meeting (other than an adjourned general meeting) must be given by advertisement in at least 1 nationally circulated Bahasa Malaysia or English daily newspaper.</p> | Notice |
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- (d) In every notice calling a meeting there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not also be a Member.
49. A notice of a meeting of Members must specify the type of meeting, place, day and hour of meeting and must state the general nature of the business to be transacted at the meeting. Content of business
50. (a) Notice of every meeting of Members must be given in the manner authorised by Clause 125 and Clause 126 to:
- (i) every Member conferring the right to attend and vote at the meeting who, at the time of convening of the meeting shall have paid all calls or other sums presently payable by him in respect of shares in the Company;
 - (ii) the Auditors; and
 - (iii) the Directors.
- (b) No other person is entitled to receive notices of meetings of Members.
51. Routine business shall mean and include only the following business transactions: Routine business
- (a) Declaring dividends;
 - (b) Considering the financial statements, the reports of the Directors and Auditors;
 - (c) Fixing the remuneration of the Directors;
 - (d) Electing Directors in the place of those retiring; and
 - (e) Appointing Auditors and fixing remuneration of the Auditors or determining the manner in which such remuneration is to be fixed.

PROCEEDINGS AT MEETINGS

52. (a) The Members may participate in a meeting of Members at more than 1 venue by video conference, web-based communication, electronic or such other communication facilities or technologies available from time to time in the future which will permit all Members participating in the meeting to communicate with each other simultaneously and instantaneously and to vote at such meeting.
- (b) Participation by a Member in a meeting by any of the communication facilities referred to in Clause 52(a) of this Constitution shall be deemed as present at the said meeting and shall be counted towards the quorum notwithstanding the fact that he is not physically present at the main venue where the meeting is to be held.

- (c) Such meeting shall not be deemed to have proceeded for such period or periods where any of the communication facilities referred to in Clause 52(a) have been disconnected. The chairperson of such meeting shall have the discretion to postpone the meeting which had been disconnected and which cannot be reconnected within reasonable time, to another date and time to be agreed by the Members of the meeting.
53. No business may be transacted at any meeting of Members unless a quorum of Members is present at the time when the meeting proceeds to business. Subject to the provisions of this Constitution, 2 Members present in person or by proxy shall constitute a quorum at any meeting of Members. For the purpose of constituting a quorum:
- Quorum
- (a) 1 or more representatives appointed by a corporation shall be counted as 1 Member; or
- (b) 1 or more proxies appointed by a person shall be counted as 1 Member.
54. If a quorum is not present within 30 minutes from the time appointed for the meeting:
- Absence of quorum
- (a) where the meeting was convened upon the requisition of Members, the meeting must be dissolved; or
- (b) in any other case:
- (i) the meeting stands adjourned to such day, and at such time and place, as the Directors determine or, if no determination is made by the Directors, to the same day in the next week at the same time and place (or if that day be a public holiday, then to the immediate next business day); and
- (ii) if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present shall be a quorum.
55. (a) If the Directors have elected 1 of their number as Chairman of their meetings, he shall preside as Chairman at every meeting of Members. If no Chairman has been elected, the Managing Director shall preside as Chairman at the meetings of Members.
- (b) Where a meeting of Members is held and the Chairman or the Managing Director is not present within 20 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present may choose 1 of their number or if no Director be present or if all the Directors present decline to take the Chair, the Members present shall choose 1 of their number to be Chairman of the meeting.
56. (a) The Chairman may with the consent of any meeting at which a quorum is present and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business must be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- Adjournment of meeting

- (b) Except as provided by Section 318 of the Act, it is not necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting.
57. (a) At any meeting of Members a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (i) by the Chairman;
- (ii) by not less than 5 Members having the right to vote on the resolution;
- (iii) by a Member or Members representing not less than 10% of the total voting rights of all the members having the right to vote at the meeting; or
- (iv) by a Member or Members holding shares in the Company conferring a right to vote on the resolution being shares on which an aggregate sum has been paid-up equal to not less than 10% of the total sum paid-up on all the shares conferring that right.
- (b) Unless a poll is so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect is made in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (c) The demand for a poll may be withdrawn.
58. (a) In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded has a casting vote in addition to the vote which he may be entitled as a Member.
- (b) If at any meeting of Members any votes shall be construed which ought not to have been counted or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the Chairman of the meeting be of sufficient magnitude to vitiate the result of the voting.
59. (a) If a poll is duly demanded (and the demand be not withdrawn), it must be taken in such manner (including the use of ballot or voting papers or tickets or by way of electronic polling) as the Chairman of the meeting directs, and the result of the poll will be the resolution of the meeting at which the poll was demanded. Any vote cast by way of electronic polling shall be deemed to constitute a vote by the Members, or their proxies, for all purposes of the provisions of this Constitution.
- (b) The Chairman of the meeting may (and if so directed by the meeting shall) appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.

Voting

Chairman's
casting vote

Time for taking
a poll

- (c) A poll shall not be demanded on the election of a chairman.
 - (d) A poll demanded on a question of adjournment must be taken immediately.
 - (e) A poll demanded on any other question shall be taken either immediately or at such subsequent time (not being more than 30 days from the date of the meeting) and place as the Chairman of the meeting may direct.
60. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded. Continuanace of business after demand for poll
61. Subject to the Act and any rights or restrictions for the time being attached to any class or classes of shares: Voting rights of Members
- (a) a holder of ordinary shares upon which all calls due to the Company have been paid is entitled to be present and to vote at any meeting of Members of the Company;
 - (b) at meetings of Members or classes of Members each Member entitled to vote may vote in person or by proxy;
 - (c) on a resolution to be decided on a show of hands every holder of ordinary shares or preference shares who is present in person or by proxy has 1 vote, and on a poll every holder of ordinary shares or preference shares present in person or by proxy and entitled to vote has 1 vote for each share he holds; and
 - (d) a proxy appointed to attend and vote at a meeting of the Members shall have the same rights as the Member to speak at the meeting.
62. (a) If a Member is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health, his committee or trustee or such other person as properly has the management of his estate may exercise any rights of the Member in relation to a meeting of Members as if the committee, trustee or other person were the Member. No person claiming to vote pursuant to this Clause shall do so unless such evidence as the Directors may require of his authority shall have been deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting at which he intends to vote. Vote of Member of unsound mind
- (b) Any such committee or other person may vote by proxy or attorney.
63. (a) Any corporation which is a Member of the Company may by resolution of its Directors or other governing body authorise such person or persons as it thinks fit to act as its representative at any meeting of the Company or of any class of Members of the Company, and the person so authorised shall be entitled to exercise the same power on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company. Corporate representatives

- (b) Subject to the Act, the corporation may authorise or appoint more than 1 person as its representative to exercise the same power on behalf of the corporation provided that if the representatives purport to exercise the power in the same way, the power is treated as exercised in that way. If the representatives do not purport to exercise the power in the same way, the power is treated as not exercised.
64. A Member shall not be entitled to appoint more than 2 proxies to attend and vote at the same meeting of Members.
65. (a) If a Member appoints 2 proxies to attend at the same meeting, the instrument of proxy must specify the proportion of his shareholdings to be represented by each proxy. Appointment of more than 1 proxy
- (b) A Member may appoint any person to be his proxy to attend, participate, speak and vote instead of the Member at the meeting. A proxy need not be a Member of the Company.
- (c) Where a Member of the Company is an exempt authorised nominee governed under the Central Depositories Act, which holds ordinary shares in the Company for multiple beneficial owners in 1 securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
66. An instrument appointing a proxy must be in the following form or in a form that is as similar to the following form as the circumstances allow: Form of proxy
- ACB RESOURCES BERHAD**
- I/We, (name of Member) of (address), being a Member/Members of the Company, hereby appoint (name of proxy) of (address) or failing whom, (name of proxy) of (address) as my/our proxy to vote for me/us and on my/our behalf at the *Annual/Extraordinary General Meeting of the Company to be held at (place) on (date) at (time) and at any adjournment thereof.
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|-------------|-----|---------|
| Resolutions | For | Against |
|-------------|-----|---------|
- Please indicate with an "X" how you wish your vote to be cast. If no specific direction as to voting is given, the proxy will vote or abstain at his discretion.
- As witness my/our hand this day of
- No. of shares: Signed:
67. (a) An instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. Instrument of proxy
- (b) An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.

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| 68. | An instrument appointing a proxy will not be treated as valid unless the instrument and the power of attorney or other authority (if any) under which the instrument is signed or a notarially certified copy of that power or authority, is or are deposited, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, (in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll), at the registered office of the Company or at such other place as is specified for that purpose in the notice convening the meeting. | Deposit of instrument appointing proxies |
| 69. | <p>(a) An instrument appointing a proxy shall be deemed to confer authority generally to act at any meeting for the Member giving the proxy and shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates.</p> <p>(b) Any form of proxy issued by the Company shall be so worded that a Member may direct his proxy to vote either for or against any of the resolutions to be proposed.</p> <p>(c) The proxy shall be deemed to include the right to demand, or join in demanding, a poll and to speak at the meeting.</p> <p>(d) An instrument appointing a proxy will be deemed to confer authority to agree to a meeting being convened by shorter notice than is required by the Act or by the provisions of this Constitution and to a resolution being proposed and passed as a special resolution at a meeting of which less than 21 days' notice has been given.</p> | Extent of authority |
| 70. | A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid despite the previous death or unsoundness of mind of the principal, the revocation of the instrument (or of the authority under which the instrument was executed) or of the power, if no intimation in writing of such death, unsoundness of mind or revocation has been received by the Company at the registered office at least 1 hour 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 or the power is exercised. | Death, unsoundness of mind of principal |

DIRECTORS

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| 71. | <p>(a) Unless and until the Company shall by resolution otherwise resolve, there must be at least 2 but not more than 12 Directors.</p> <p>(b) The Company may from time to time by ordinary resolution of the Company, increase or reduce the number of Directors, and may also determine in what rotation such increased or reduced number is to go out of office.</p> | <p>Number of Directors</p> <p>Increase or reduction of number of Directors</p> |
| 72. | (a) Subject to the provisions of this Constitution, the Directors shall be paid such fee as is from time to time determined by ordinary resolution of the Company and that fee shall be divided among the Directors in such proportions and manner as the Directors may determine and, in default of such determination, equally, except that any Directors who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. | Remuneration of Directors |

- (b) That fee will accrue from day to day.
 - (c) The Directors may also be paid and/or reimbursed all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or meetings of Members of the Company or otherwise in connection with the business of the Company in the course of the performance of their duties as Directors. Expenses
 - (d) Subject to the provisions of this Constitution, if any Director being willing renders or is called upon to perform extra services or to make any special exertions in going or residing abroad or otherwise for any business or purposes of the Company, the Directors may arrange with that Director for a special remuneration by the payment of a stated sum of money and that special remuneration may be by way of salary, percentage of profits or otherwise as the Directors may determine but not a commission based on or percentage of turnover. Extra remuneration
 - (e) Fees payable to non-executive Directors must be a fixed sum and not by way of commission based on, or percentage of, profits or turnover.
 - (f) Salaries payable to Managing Director must not include a commission based on, or percentage of, turnover.
 - (g) Fees payable to Directors and any benefits payable to the Directors including any compensation for loss of employment of the Director shall be subject to Members' approval in a meeting of Members annually.
 - (h) The Directors shall have power to pay and agree to pay pensions or other retirement, superannuation, death or disability benefits to or to any person in respect of any Director or ex-Director who may hold or have held any executive office or any office or place of profit under the Company or any subsidiary company and for the purpose of providing any such pensions or other benefits to contribute to any scheme or fund or to pay premiums. Pension for Directors
73. A Director is not required to have any share qualifications but nevertheless shall be entitled to attend and speak at any meeting of Members and at any separate meeting of the holders of any class of shares in the Company. Share qualifications

**DIRECTOR MAY HOLD OTHER OFFICE
OR CONTRACT WITH COMPANY**

74. (a) A Director may hold any other office or place of profit (except that of Auditors) in the Company in conjunction with the office of Director and on such terms as to remuneration and otherwise as the Directors of the Company by resolution may determine.

- (b) A Director will not be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise nor will such a contract or any contract or arrangement entered into by or on behalf of the Company in which a Director is in any way, whether directly or indirectly, interested be avoided nor will a Director be liable, by reason of holding his office or of the fiduciary relations thereby established, to account to the Company for any profit arising from such a contract or from such contracts or arrangement provided always that Sections 221 and 228 of the Act and all other relevant provisions of the Act and this Constitution are complied with.
- (c) A Director may not vote in respect of any contract or arrangement or proposed contract or arrangement in which he is in any way, whether directly or indirectly, personally interested or in respect of any matter arising out of such a contract or arrangement or proposed contract or arrangement.

EXECUTIVE OFFICE

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| 75. | <ul style="list-style-type: none"> (a) The Directors may from time to time appoint 1 or more of their body to hold any executive office subject to the control of the Board and upon such terms and for such period as they may determine. (b) The Directors may subject to Clause 75(c) appoint 1 of their body to the office of Managing Director and may from time to time (subject to any contract between him and the Company) remove or dismiss him from office and appoint another in his place. The Managing Director, or a person performing the functions of a Managing Director, by whatever name called, shall be subject to the control of the Board. (c) The appointment of any Director to the office of Managing Director shall be subject to termination if he ceases from any cause to be a Director, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company. (d) The appointment of any Director to any other executive office, shall be subject to termination if he ceases from any cause to be a Director unless the contract or resolution under which he holds office shall state otherwise but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company. | Appointment to executive office |
| 76. | The Directors may entrust to and confer upon a Director holding any executive office any of the powers (other than the power to make calls on or to forfeit shares) exercisable by them as Directors upon such terms and conditions and with such restrictions as they may think fit and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any such powers or shall be subject to the control of the Board. | Powers of Managing Director |

PROCEEDINGS OF DIRECTORS

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| 77. | <ul style="list-style-type: none"> (a) The provisions set out in the Third Schedule of the Act shall not govern the proceedings of the Board. (b) The Directors may meet together for the despatch of business and adjourn and otherwise regulate their meetings as they think fit. (c) A Director may at any time, and a Secretary must on the requisition of a Director, convene a meeting of the Directors. (d) Without limiting the discretion of the Directors to regulate their meetings under Clause 77(b), the Directors may, if they think fit, confer by radio, telephone, closed circuit television or other electronic means of audio or audio-visual communication and a resolution passed by such a conference will, despite the fact that the Directors are not present together in 1 place at the time of the conference, be deemed to have been passed at a meeting of the Directors held on the day on which and at the time at which the conference was held. The provisions of this Constitution relating to proceedings of Directors apply so far as they are capable of application and with any necessary changes to such conferences. | |
| 78. | <ul style="list-style-type: none"> (a) Subject to the provisions of this Constitution, questions arising at a meeting of Directors must be determined by a majority of votes of Directors present and voting and any such decision will for all purposes be deemed a decision of the Directors. (b) Every Director present at the meeting has 1 vote. (c) Subject to Clause 78(d), in case of an equality of votes, the chairman of the meeting has a casting vote. (d) The chairman does not have a casting vote if there are only 2 Directors present at the meeting or if there are only 2 Directors present at the meeting who are competent to vote on the question in issue. | Voting of Directors |
| 79. | It shall not be necessary to give notice of a meeting of Directors to any Directors or Alternate Director for the time being absent from Malaysia. | Notice |
| 80. | <ul style="list-style-type: none"> (a) A Director who has not appointed an Alternate Director may authorise any other Director to vote for him at any meeting or meetings at which he is not present and in that event the Director so authorised shall have a vote for each Director by whom he is so authorised in addition to his own vote. (b) Every such consent and authority shall be communicated either in writing or by any electronic means directly to the Board or conveyed through the Secretary. | Authority for Director to vote for absent Director |
| 81. | <ul style="list-style-type: none"> (a) The number of Directors whose presence is necessary to constitute a quorum is 2, except as otherwise fixed by the Directors. (b) An Alternate Director shall count as representing the Director appointing him in ascertaining whether a quorum of Directors is formed. | Quorum |

82. In the event of a vacancy or vacancies in the office of a Director or offices of Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of Directors, they may, except in an emergency, act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum or of convening a meeting of Members of the Company. Directors may act if no quorum
83. (a) A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest in accordance with the provisions of Sections 219 and 221 of the Act. Declaration of interest
- (b) A general notice that a Director, Alternate Director or Managing Director is a member of or interested in any specified firm or corporation with whom any contract is proposed to be entered into in relation to the affairs of the Company and is to be regarded as interested in all transactions with such firm or corporation shall be a sufficient disclosure under this Clause as regards such Director and the said transaction and after such general notice it shall not be necessary for such Director to give any special notice relating to any particular transaction with such firm or corporation.
84. A Director may vote in respect of:
- (a) any arrangement for giving any Director any security or indemnity in respect of money lent by him to or obligation undertaken by him for the benefit of the Company;
- (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 has assumed responsibility in whole or in part under a guarantee or indemnity or by deposit of a security; and
- (c) any contract or arrangement with any corporation in which he is interested only as a Director of the Company and the Member not more than the number or value as is required to qualify him for appointment as a Director or having an interest not more than 5% of the issued share capital of the Company.
85. A Director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any such office or place of profit under the Company or whereat the terms of any such appointment are arranged and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof. Director appointed at a meeting to hold other office to be counted in the quorum
86. A Director may by himself or through his firm act in a professional capacity for the Company (except as Auditors of the Company), and the Director and his firm are entitled to remuneration for professional services as if the Director was not a Director.
87. (a) A Director of the Company may be or become a Director or other officer of or otherwise interested in any corporation promoted by the Company or in which the Company may be interested as a Member or otherwise and he will not be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of or from his interest in the other corporation.

- (b) The Directors may exercise the voting power conferred by the shares or other interest in any such other corporation held or owned by the Company, or exercisable by them as Directors of such other corporation in such manner and in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them as Directors or other officers of such corporation), and any Director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or is about to be, appointed a Director or other officer of such corporation and as such is or may become interested in the exercise of such voting rights in manner aforesaid.
88. (a) The Directors must elect 1 of their number as Chairman, and may elect 1 or more Vice-Chairman, and may determine the period for which such officers shall respectively hold office. Chairman and Vice-Chairman
- (b) Where such a meeting is held the Chairman or in the absence of the Chairman the Vice-Chairman (if any) or in the event that there are more than 1 Vice-Chairman the senior in appointment among them shall preside; and
- (i) if the Chairman or Vice-Chairman has not been elected as provided by Clause 88(a); or
- (ii) the Chairman or Vice-Chairman is not present within 20 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present must elect 1 of their number or his alternate as the case may be to be chairman of the meeting.
89. (a) If a majority of Directors have signed a document containing a statement that they are in favour of a resolution of the Directors in terms set out in the document, a resolution in those terms will be deemed to have been passed at a meeting of the Directors held on the day on which the document was signed and at the time at which the document was last signed by a Director, or, if the Directors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Director and, where a document is so signed, the document will be deemed to constitute a minute of that meeting.
- (b) For the purposes of Clause 89(a), 2 or more separate documents containing statements in identical terms each of which is signed by 1 or more Directors will together be deemed to constitute 1 document containing a statement in those terms signed by those Directors on the respective days in which they signed the separate documents, and may be sent to the Secretary via electronic means, or may be first approved via email or other electronic communication media, followed by the documents with original signature to be returned to the Secretary.
- (c) If a Director is not present in Malaysia, the document mentioned in Clause 89(a) may be signed by the person (if any) appointed to be an Alternate Director in his place.

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| 90. | (a) | The Directors may delegate any of their powers (other than the power to make calls on or to forfeit shares) to a committee or committees consisting of either such of their number or members of their management or a combination thereof as they think fit. | Power to appoint committee |
| | (b) | A committee to which any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Directors and a power so exercised will be deemed to have been exercised by the Directors. | |
| | (c) | The meetings and proceedings of any such committee consisting of 2 or more members shall be governed by the provision of this Constitution regulating the meetings and proceedings of the Directors so far as the same are applicable and are not superseded by any directions made by the Directors under Clause 90(b). | |
| 91. | | All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall as regards all persons dealing in good faith with the Company notwithstanding that it is later discovered that there was some defect in the appointment of a person to be a Director or a member of the committee, or to act as a Director, or that a person so appointed was disqualified, as valid as if the person had been duly appointed and was qualified to be a Director or to be a member of the committee. | Validation of Act |

POWERS AND DUTIES OF DIRECTORS

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| 92. | (a) | Subject to the Act and the provisions of this Constitution, the business of the Company will be managed by the Directors, who may pay all expenses incurred in promoting and forming the Company, and may exercise all such powers of the Company as are not, by the Act or by the provisions of this Constitution, required to be exercised by the Company in meeting of Members, subject nevertheless to the provisions of this Constitution, the provisions of the Act and the provisions of this Constitution not being inconsistent with the aforesaid clauses or provisions as may be prescribed by special resolution of the Company. | |
| | (b) | No clauses so made by the Company shall invalidate any prior act of the Directors which would have been valid if such clause had not been made. | |
| | (c) | 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 clauses. | |
| 93. | | Without limiting the generality of Clause 92 but subject to the Act, the Directors may: | Borrowing powers |
| | (a) | exercise all the powers of the Company to borrow money, to charge any property or business of the Company or all or any of the uncalled capital and to issue debentures or give any other security for a debt, liability or obligation of the Company; | |

- (b) exercise all the powers of the Company to guarantee payment of money payable under contracts or obligations of any subsidiary company or companies or any other person as is permissible with or without securities; and
 - (c) borrow money or mortgage or charge any property, business or undertaking of the Company or its subsidiaries, or all or any of the uncalled capital and issue debentures or give any other security for a debt, liability or obligation of any person as is permissible.
94. The Directors may establish any local boards or agencies for managing any of the affairs of the Company, either in Malaysia or elsewhere, and may appoint any persons to be members of such local boards, or any managers or agents, and may fix their remuneration and may delegate to any local board, manager or agent any of the powers, authorities and discretion vested in the Directors with power to sub-delegate and may authorise the members of any local boards or any of them to fill any vacancy therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed and annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.
- Power to establish local boards, etc.
95. (a) The Directors may, by power of attorney under the seal, appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes, with such powers, authorities and discretion (being powers, authorities and discretion vested in or exercisable by the Directors), for such period and subject to such conditions as they think fit.
- Power to appoint attorney
- (b) Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretion vested in him.
96. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension, provident or superannuation funds for the benefit for, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time in the employment or service of the Company or its predecessors in business or of any company which is a subsidiary or associate company of the Company or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and holding or who held any salaried employment or office in the Company or predecessors or other company and the wives, widows, families and dependants of any such persons, and may make payments for or towards the insurance of any such persons as aforesaid, and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- Power to maintain pension or fund

97. Subject to particulars with respect to the pension, provident or superannuation funds being disclosed to the Members and to the proposal being approved by the Company by ordinary resolution if the Act shall so require, a Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuities, pension, allowance or emoluments. A Director may be counted in the quorum present at a meeting upon the consideration of a motion in respect of any matter referred to in this Constitution and may vote as a Director upon any resolution in respect of any such matter notwithstanding that he is personally interested in such matter but only where such matter is intended to be for the benefit generally of all, or any class or classes, of such employees and servants or former employees or servants (including Directors or other officers) and/or their respective wives, widows, families and dependants.

98. All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such other manner as the Directors from time to time determine or as the committee so formed under Clause 90 shall in the same manner determine.

Signature of
cheques and bills

VACATION OF OFFICE OF DIRECTORS

99. The vacation of office of Directors shall be in accordance to the circumstances in which the office of a Director becomes vacant by virtue of the Act.

Disqualification
of Directors

ROTATION OF DIRECTORS

100. (a) At each annual general meeting of the Company, $\frac{1}{3}$ of the Directors or if their number is not 3 or a multiple of 3, then the number nearest $\frac{1}{3}$, shall retire from office.

Rotation of
Directors

(b) The Directors to retire at each annual general meeting must be those who have been longest in office since their last election and, as between persons who became Directors on the same day those to retire must (unless they otherwise agree among themselves) be determined by lot.

(c) An election of Directors shall take place each year. All Directors shall retire from office once at least in each 3 years, but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.

101. (a) The Directors may at any time 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 does not at any time exceed the number determined in accordance with the provisions of this Constitution.

(b) Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

- (c) The Company at the meeting at which a Director so retires may fill the vacated office by electing a person thereto, and in default, the retiring Director, shall if offering himself for re-election, be deemed to have been re-elected, unless at that meeting it is expressly resolved not to fill the vacated office or unless a resolution for the re-election of that Director is put to the meeting and lost.
102. (a) The Company may by resolution, of which special notice has been given to all Members entitled to receive notices, remove any Director before the expiration of his period of office notwithstanding anything in the provisions of this Constitution or any agreement between the Company and such Director. Removal of Directors
- (b) The removal under Clause 102(a) shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.
- (c) The Company may by resolution appoint another person in place of a Director removed from office under Clause 102(a) and without prejudice to the powers of the Directors under Clause 101(a) the Company in meeting of Members may appoint any person to be a Director, either to fill a casual vacancy or as an additional Director.
- (d) A person appointed in place of a Director so removed or to fill such a vacancy shall be subject to retirement 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.
103. At a meeting of Members at which more than 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 2 or more persons as Directors by a single resolution shall have first been agreed to by the meeting without any vote being given against it. No appointment of Directors by single resolution
104. (a) Subject to Clause 104(b), a person (other than a Director retiring in accordance with Clauses 100 and 101) is not eligible for election to the office of Director unless the Member intending to propose him has, at least 11 clear days before the meeting, left at the registered office of the Company a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such Member to propose him. Nomination of Director
- (b) In the case of a person recommended by the Directors for election, only 9 clear days' notice is necessary.
- (c) Notice of each candidature for election to the Board must be served on the Members at least 7 days before the meeting at which the election is to be considered.

ALTERNATE DIRECTORS

105. (a) A Director may, with the approval of a majority of the other Directors, appoint a person (who is not a Director or an Alternate Director of another Director) to be an Alternate Director in his place during such period as he thinks fit.
- (b) An Alternate Director is (subject to his giving to the Company an address within Malaysia at which notices may be served upon him) entitled to notice of meetings of the Directors and, if the appointor is not present at such a meeting, is entitled to attend and vote in his stead.
- (c) An Alternate Director may exercise any powers that the appointor may exercise and the exercise of any such power by the Alternate Director will be deemed to be the exercise of the power by the appointor.
- (d) An Alternate Director is not required to have any share qualifications.
- (e) An appointment or the termination of an appointment, of an Alternate Director must be effected by a notice in writing signed by the Director who makes or made the appointment and left with the Secretary.
- (f) An Alternate Director shall not be entitled to receive any remuneration from the Company for his services as an Alternate Director. Any fee paid to an Alternate Director shall be such as shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the nominating Director.
106. (a) The appointment of an Alternate Director may be terminated at any time by the appointor even if the period of the appointment of the Alternate Director has not expired, and terminates in any event if the appointor vacates office as a Director. Removal of Alternate Director
- (b) The appointment of an Alternate Director shall ipso facto be terminated:
- (i) on the happening of any event which if he were a Director would render him legally disqualified from acting as a Director;
- (ii) if his appointor ceases for any reason to be a Director, except retirement by rotation or immediate re-election; or
- (iii) if his appointor or the majority of the other Directors revokes his appointment by delivering a notice in writing to the registered office of the Company.

SECRETARY

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| 107. | The Secretary/Joint Secretaries shall in accordance with the Act be appointed by the Directors for such term, at such remuneration, and, upon such conditions as they may think fit, and any Secretary/Joint Secretaries so appointed may be removed by them. | Secretary/Joint Secretaries |
| 108. | <p>(a) The Directors may from time to time by resolution appoint a temporary substitute for the Secretary who shall be deemed to be the Secretary during the term of his appointment.</p> <p>(b) A provision of the Act or these presents requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by it being done by or to the same person acting in both capacities.</p> <p>(c) A provision of the Act or these presents requiring or authorising a thing to be done by or to the Secretary shall be satisfied by it being done by or to 1 or more of the Joint Secretaries, if any for the time being appointed by the Directors.</p> | <p>Temporary substitute secretary</p> <p>Same person may not act as Director and Secretary simultaneously</p> <p>Joint Secretaries</p> |

SEAL

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| 109. | The Directors may provide for a duplicate seal which shall be a facsimile of the seal of the Company with the addition on its face of the words "Securities Seal" and a certificate under such duplicate seal shall be deemed to be sealed with the seal for the purpose of the Act. | Formalities for affixing seal |
| 110. | The Directors shall provide for the safe custody of the seal and Securities Seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf. | |
| 111. | Every instrument to which the seal shall be affixed shall be autographically signed by a Director and either by a second Director or by the Secretary or by another person appointed by the Directors for the purposes, save and except that, in the case of a certificate or other document of title in respect of any share, stock, loan stock, debenture, as defined in the Act created or issued by the Company given under the seal or the Securities Seal, the Directors may by resolution determine that such signatures may be affixed by some mechanical means to be specified in such resolution. | |
| 112. | <p>(a) The Company may exercise the powers conferred by Sections 62(4) and 62(5) of the Act respecting an official seal for use outside Malaysia and conferred by Section 62 of the Act respecting a duplicate seal and such powers shall be vested in the Directors.</p> <p>(b) The Company may exercise the powers conferred by the Act with regard to keeping of a branch register, and the Directors may (subject to the provisions of the sections) make and vary such regulations as they may think fit in respect of keeping of any such register.</p> | <p>Duplicate seal</p> <p>Branch register</p> |

AUTHENTICATION OF DOCUMENTS

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| 113. | Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting this Constitution and any resolutions passed by the Company or the Directors and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are elsewhere than the office the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid. | Power to authenticate documents |
| 114. | 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 Clause 113 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. | Certified copies of resolutions of the Directors |

DIVIDENDS

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| 115. | The Company may make a distribution of dividends to the Members out of profits of the Company available if the Company is solvent, but no dividend shall exceed the amount as authorised by the Board. | Declaration of dividends out of profits |
| 116. | <p>(a) Subject to the rights of persons (if any) entitled to shares with special rights as to dividend, all dividends must be declared and paid according to the amounts paid or credited as paid on the shares in respect of which the dividend is paid.</p> <p>(b) All dividends must be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but, if any share is issued on terms providing that it will rank for dividend as from a particular date, that share ranks for dividend accordingly.</p> <p>(c) An amount paid or credited as paid on a share in advance of a call will not be taken for the purposes of this Constitution to be paid or credited as paid on the share.</p> | Payment of dividends |
| 117. | The Directors may deduct from any dividend payable to a Member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to shares in the Company. | |
| 118. | <p>(a) The Directors in authorising a distribution of dividends may direct payment of such dividend wholly or partly by the distribution of specific assets, in the Company or paid up shares in, or debentures of, any other corporation or in any 1 or more of those ways and the Directors must give effect to such a resolution.</p> <p>(b) Where a difficulty arises in regard to such a distribution, the Directors may settle the matter as they consider expedient and fix the value for distribution of the specific assets or any part of those assets and may determine that cash payments will be made to any Member on the basis of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as the Directors consider expedient.</p> | Dividend in species |

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| 119. | Any dividend, interest, or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the person whose name appears in the Register of Members of the Company or to such address as the holder may in writing direct or paid by way of electronic transfer of remittance to the bank account provided by the Member from time to time. Every such cheque or warrant or electronic transfer of remittance shall be made payable to the order of the person to whom it is sent or remitted, and the payment of any such cheque or warrant or electronic transfer of remittance shall operate as a good discharge to the Company in respect of the dividend, interest or other moneys payable in cash represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon, or the instruction for the electronic transfer of remittance, has been forged. Every such cheque or warrant or electronic transfer of remittance shall be sent or remitted at the risk of the person entitled to the money thereby represented and the Company shall have no responsibility for any sums lost or delayed in the course of delivery or remittance or where the Company has acted on any such instructions of the Member. | Manner of payment of dividends |
| 120. | The Directors may retain the dividends payable upon shares in respect of which any person is under the provisions as to the transmission of shares herein before contained entitled to become a Member, or which any person is under those provisions entitled to transfer, until such person shall become a Member in respect of such shares or shall transfer the same. | Retention of dividends |
| 121. | The payment of any unclaimed dividend, interest or other moneys payable on or 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 12 months 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 |

RESERVES

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| 122. | (a) The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as reserves, to be applied, at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied. |
| | (b) Pending any such application, the reserves may, at the discretion of the Directors, be used in the business of the Company or be invested in such investments as the Directors think fit. |
| 123. | (a) The Directors may divide the reserve into such special funds as they think fit and may consolidate into 1 fund any special funds or any parts of any such funds into which the reserve may have been divided provided that no revenue reserve fund shall be consolidated with any capital reserve fund. |
| | (b) The Directors may carry forward so much of the profits remaining as they consider ought not to be distributed as dividends without transferring those profits to a reserve. |

CAPITALISATION OF PROFITS

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

NOTICES

125. Notice of a meeting of Members or any other document shall be in writing and shall be given to the Members either:
- Service of notices and/or documents
- (a) in hard copy;
 - (b) in electronic form; or
 - (c) partly in hard copy and partly in electronic form.

126. A notice or any other document:

- (a) given in hard copy shall be sent to any Member either personally or by post to the last known address provided by the Member to the Company for such purpose; or
- (b) given in electronic form shall be transmitted to the electronic last known address provided by the Member to the Company for such purpose or by publishing on a website, subject to the Act.

The last known address of a Member will be the relevant contact details of the Member as provided to the Company.

Subject to Section 320 of the Act, the Company may send or supply a notice, document or information by means of a website if it separately and immediately notifies the Members or holders of other securities of the Company of the publication of such notice, document or information on the website and the designated website link or address where a copy of such notice, document or information may be downloaded.

127. (a) Any notice or other document if served by post shall be deemed to be served the following day on which a properly stamped letter containing the same is posted. In proving service by post, it shall be sufficient to prove that the letter containing the notice or document was properly addressed and stamped and put into a Government post office letter box.
- When service effected
- (b) If a notice, document or information is sent or supplied by the Company by means of a website it is treated as being received by the intended recipient when the material was first made available on the website or, if later, when the recipient received (or is treated as having received) notice of the fact that the material was available on the website. Any such notification, if by electronic mail, must have proof of electronic mail delivery.

128. A notice may be given by the Company to the person entitled to a share in consequence of death or bankruptcy of a Member by sending it through representatives of the deceased, or assignee of the bankrupt, or by any like description, at the address, if any, within Malaysia provided for the purpose by the person claiming to be so entitled, or (until such an address has been so provided) by giving the notice in any manner in which the same might have been if the death or bankruptcy had not occurred. Every person who, by operation of law, transfer, transmission or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which previously to his name and address being entered in the Register of Members as the registered holder of such share, shall have been duly given to the person from whom he derives the title to such share.
- Notice in case of death or bankruptcy

ANNUAL REPORTS

129. The Directors shall from time to time in accordance with Section 248 and 252 of the Act cause to be prepared and laid before the Company in meeting of Members such financial statements and directors' report as are referred to in the sections. The interval between the close of a financial year of the Company and the issue of annual audited financial statements relating to that financial year, the directors' and auditors' reports shall not exceed 6 months. A copy of each such documents shall, not less than 21 days before the date of the meeting, in the printed form or in such other form of electronic media, be sent to every Member and to every holder of debentures (if any) of the Company in accordance with the provisions of the Act or this Constitution provided that this Clause shall not require a copy of these documents to be sent to any person of whose address the Company is not aware but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the office of the share registrar of the Company. In the event annual report is sent in the form of electronic media, and a Member requires a printed form of such documents, the Company shall send such documents to the Member.
130. Save as may be necessary for complying with the provisions of the statutes, the Directors shall not be bound to publish any list or particulars of the securities or investments held by the Company or to give any information with reference to the same to any Member.
- Particulars of investments

INSPECTION OF RECORDS

131. The Directors must determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to the inspection of Members other than Directors, and a Member other than a Director does not have the right to inspect any document of the Company except as provided by the Act and law or authorised by the Directors or by the Company in meeting of Members.

AUDITORS

132. Auditors shall be appointed in accordance with Section 271 of the Act and their duties regulated in accordance with Section 266 of the Act.
- Auditors

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| 133. | Subject to the provisions of the Act, all acts done by any person acting as Auditors shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in their appointment or that they were at the time of their appointment not qualified for appointment. | Appointment of Auditors |
| 134. | The Auditors shall be entitled to attend any meeting of Members and to receive all notices of and other communications relating to any meeting of Members which any Member is entitled to receive, and to be heard at any meeting of Members on any part of the business of the meeting which concerns them as Auditors. | Auditors' right to receive notices of and attend and speak at meeting of Members |

WINDING-UP

135. (a) If the Company is wound up, the liquidator may, with the sanction of a special resolution, divide among the Members in kind the whole or any part of the assets of the Company and may for that purpose set such value as he considers fair upon any asset to be so divided and may determine how the division is to be carried out as between the Members or different classes of Members.
- (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 at the commencement of the winding-up, paid-up or which ought to have been paid-up on the shares held by them respectively. But this Clause is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.
- (c) The liquidator may, with the sanction of a special resolution, vest the whole or any part of any such asset in trustees upon such trusts for the benefit of the contributors as the liquidator thinks fit, but so that no Member is compelled to accept any shares or other securities in respect of which there is any liability.

INDEMNITY

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

SECRECY CLAUSE

137. Save as may be expressly 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 or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which, in the opinion of the Directors, it would be inexpedient in the interest of the Members of the Company to communicate to the public.

ALTERATION

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| 138. | Subject to the Act, the Company may by special resolution delete, alter or add to this Constitution. | Alteration of this Constitution |
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COMPLIANCE WITH STATUTES, REGULATIONS AND RULES

139. The Company shall comply with the provisions of the relevant governing statutes, regulations and rules as may be amended, modified or varied from time to time, or any other directive or requirement imposed by appropriate authorities to the extent required by law, notwithstanding any provisions in this Constitution to the contrary.