

THIS STATEMENT/CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

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INFORMATION ON ANNUAL GENERAL MEETING

AND

PART A

STATEMENT TO SHAREHOLDERS

IN RELATION TO

PROPOSED RENEWAL OF SHARE BUY BACK AUTHORITY ("PROPOSED SHARE BUY BACK")

PART B

PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY

The Notice of the Thirty-Eighth (38th) Annual General Meeting (“AGM”) of the Company together with the Form of Proxy are enclosed herein. Shareholders are advised to refer to the Notice of the AGM and the accompanying Form of Proxy which are enclosed. The Form of Proxy should be completed and lodged at the Registered Office of the Company at 55A, Medan Ipoh 1A, Medan Ipoh Bistari, 31400 Ipoh, Perak not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof. Faxed or emailed copies are not acceptable. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the Meeting should you subsequently wish to do so.

Date and time for the AGM : Thursday, 29 August 2019 at 12.00 noon

Last date and time for lodging the Form of Proxy : Tuesday, 27 August 2019 at 12.00 noon

Venue of the AGM : Terrace, Level 2, Sunway Hotel Seberang Jaya, 11, Lebuhraya Tenggiri Dua, Pusat Bandar Seberang Jaya, 13700 Prai, Penang

This Statement/Circular is dated 31 July 2019

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CIRCULAR TO SHAREHOLDERS

- PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY

Note to Shareholders:

The 2019 Annual Report is enclosed in CD-ROM format. Should a printed copy of the Annual Report be required, please fill up the attached "2019 Annual Report Request Form", and forward the same to the Share Registrar. A printed copy of the Annual Report will be forwarded to you within four (4) market days from the date of receipt of your request. Shareholders who require assistance with the viewing of the CD-ROM, kindly contact Mr Siva Raman A/L S. Ramasamy Pattar at Tel No. : +604-3972324.



Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Thirty-Eighth (38th) Annual General Meeting (“38th AGM” and/or “AGM”) of the Company will be held at Terrace, Level 2, Sunway Hotel Seberang Jaya, 11, Lebuhraya Tenggiri Dua, Pusat Bandar Seberang Jaya, 13700 Prai, Penang on Thursday, 29 August 2019 at 12.00 noon.

A G E N D A

ORDINARY RESOLUTION

AS ORDINARY BUSINESS:

- | | | |
|----|--|--------------------------|
| 1. | To receive the Audited Financial Statements for the year ended 31 March 2019, together with the Directors’ and Auditors’ Reports thereon. | (Please refer to Note 2) |
| 2. | To approve the payment of increased Directors’ fees of RM72,000 in respect of the financial year ended 31 March 2019. | 1 |
| 3. | To approve the payment of Directors’ benefits to Non-Executive Directors up to an amount of RM29,000 from 30 August 2019 until the next AGM of the Company. | 2 |
| 4. | To re-elect the following Directors retiring in accordance with the Company’s Articles of Association: | |
| | 4.1 Dato’ Dennis Chuah | 3 |
| | 4.2 Mr. Sudesh A/L K.V. Sankaran | 4 |
| 5. | To re-appoint Messrs Grant Thornton as Auditors of the Company for the financial year ending 31 March 2020 and to authorise the Directors to fix their remuneration. | 5 |

AS SPECIAL BUSINESS:

- | | | |
|----|--|---|
| 6. | To consider and, if thought fit, pass the following Resolutions: | |
| | 6.1 RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR
- Mr. Sudesh A/L K.V. Sankaran | |
| | “That, subject to his re-appointment as a Director of the Company under Ordinary Resolution 4, Mr. Sudesh A/L K.V. Sankaran, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years be retained, to continue to act as an Independent Non-Executive Director of the Company”. | 6 |
| | 6.2 AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTION 75 OF THE COMPANIES ACT 2016 | 7 |
| | “That, subject to the Companies Act 2016 and the Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad (“Bursa Securities”) and other relevant governmental or regulatory authorities, the Directors be and are hereby empowered pursuant to Section 75 of the Companies Act 2016 to allot and issue shares in the capital of the Company from time to time upon such terms and conditions and for such purposes as the Directors may in their discretion deemed fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.” | |
| | “And that the Directors of the Company be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities and FURTHER THAT such authority shall continue to be in force until the conclusion of the Annual General Meeting of the Company held next after the approval was given or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is the earlier.” | |

6.3 PROPOSED RENEWAL OF SHARE BUY BACK AUTHORITY

“That, subject to the Companies Act 2016, the provisions of the Company’s Memorandum and Articles of Association, the Main Market Listing Requirements (“Main LR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interests of the Company (“the Proposed Share Buy Back”) provided that:

- (i) the aggregate number of shares purchased does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase;
- (ii) the maximum amount of funds to be allocated by the Company pursuant to the Proposed Share Buy Back shall not exceed the sum of the Retained Profits of the Company based on its latest audited financial statements available up to the date of a transaction pursuant to the Proposed Share Buy Back. The Retained Profits of the Company based on its audited financial statements as at 31 March 2019 is RM9,852,971.
- (iii) the shares purchased by the Company pursuant to the Proposed Share Buy Back may be dealt with in all or any of the following manner (as selected by the Company):
 - (a) the shares so purchased may be cancelled; and/or
 - (b) the shares so purchased may be retained in treasury for distribution as dividend to the shareholders and/or resold on the market of Bursa Securities and/or subsequently cancelled; and/or
 - (c) part of the shares so purchased may be retained as treasury shares with the remainder being cancelled; and/or
 - (d) in any other manner as may be prescribed by applicable law and/or the regulations and guidelines applied from time to time by Bursa Securities and/or any other relevant authority for the time being in force.

And that any authority conferred by this resolution may only continue to be in force until:

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company following the general meeting at which such resolution was passed at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders in general meeting, whichever occurs first.

And that authority be and is hereby given unconditionally and generally to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act, 1991, and the entering into of all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and with the fullest power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the purchased shares) in accordance with the Companies Act 2016, the provisions of the Memorandum and Articles of Association of the Company and the Main LR and/or guidelines of Bursa Securities and all other relevant governmental and/or regulatory authorities.”

6. To consider and, if thought fit, pass the following Resolutions: (Cont'd)

6.4 PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY

**SPECIAL
RESOLUTION**

“That approval be and is hereby given to the Company to revoke the existing Memorandum and Articles of Association with immediate effect and in place thereof, the proposed new Constitution as set out in the Circular to Shareholders dated 31 July 2019 be and is hereby adopted as the Constitution of the Company AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing.”

7. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016.

FURTHER NOTICE IS HEREBY GIVEN THAT only members whose names appear on the Record of Depositors as at 21 August 2019 shall be entitled to attend the AGM or appoint proxies in his/her stead or in the case of a corporation, a duly authorised representative to attend and to vote in his/her stead.

By Order of the Board

CHAN YOKE YIN (MAICSA 7043743)
CHAN EOI LENG (MAICSA 7030866)

Chartered Secretaries

Ipoh, Perak Darul Ridzuan, Malaysia

31 July 2019

NOTES:

1. PROXY

A member entitled to attend and vote at the Meeting is entitled to appoint one (1) or two (2) proxies to attend and vote instead of him. A proxy must be 18 years and above and need not be a member of the Company.

Where a member appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportions of his/ her holdings to be represented by each proxy.

Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company in an 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 but the proportion of holdings to be represented by each proxy must be specified.

The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or if the appointer is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. If under the hand of attorney/authorised officer, the Power of Attorney or Letter of Authorisation must be attached.

The instrument appointing a proxy must be deposited at the Registered Office of the Company, 55A, Medan Ipoh 1A, Medan Ipoh Bistari, 31400 Ipoh, Perak Darul Ridzuan, Malaysia by Tuesday, 27 August 2019 at 12.00 noon (not less than 48 hours before the time appointed for holding the Meeting). Faxed or emailed copies are not acceptable.

For verification purposes, members and proxies are required to produce their original identity card at the registration counter. No person will be allowed to register on behalf of another person even with the original identity card of that other person.

Personal Data Privacy – By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company hereby agree and consent that any of your personal data in our possession shall be processed by us in accordance with the Personal Data Protection Act, 2010. Further, you hereby warrant that relevant consent has been obtained by you for us to process any third party's personal data in accordance with the said Act.

2. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2019

Agenda 1 is meant for discussion only as Section 340(1) of the Companies Act 2016 only requires the Audited Financial Statements to be laid before the Company at the AGM and not shareholders' approval. Hence, Agenda 1 will not be put forward for voting.

NOTES: (Cont'd)

3. DIRECTORS' FEES AND BENEFITS

Section 230(1) of the Companies Act 2016 provides amongst others, that "fees" of the directors and "any benefits" payable to directors of a listed company and its subsidiaries shall be approved at a general meeting. Pursuant thereto, shareholders' approval is sought for these payments in two (2) separate resolutions as follows:

Resolution 1: Payment of increased Directors' fees in respect of the financial year ended 31 March 2019

Resolution 2: Payment of Directors' benefits from 30 August 2019 until the next AGM

As part of its periodical review to ensure the Group remains competitive against its peer and with the heightened responsibilities and accountabilities required for Directors per current requirements under the Companies Act 2016, the Capital Markets & Services Act 2007 and the Malaysian Code on Corporate Governance, the Board at its Meeting held on 29 May 2019 approved the Remuneration Committee's recommendation that the Directors' fees per annum (p.a.) be revised as follows:

Directors' Fees	2015 – 2018 (RM)	2019 (RM)
Non-Executive Directors	12,000 p.a.(per Director)	18,000 p.a.(per Director)

The Directors' benefits payable to the Non-Executive Directors for the period from 30 August 2019 until the next AGM of the Company are calculated based on the current composition of the Board and Board Committees and the number of meetings scheduled for the Board and Board Committees.

4. RE-ELECTION OF DIRECTORS – ORDINARY RESOLUTIONS 3 AND 4

Dato' Dennis Chuah and Mr. Sudesh A/L K.V. Sankaran are standing for re-election as Directors of the Company and being eligible have offered themselves for re-election at this 38th AGM.

The Board has via the Nominating Committee conducted an assessment on the effectiveness and contributions of the said retiring Directors including their skills, experience, competency and commitment, and has recommended for them to be re-elected to the Board. The profile of the retiring Directors is set out in the Profile of Directors on page 11} to page 13} of the Annual Report 2019.

5. RE-APPOINTMENT OF AUDITORS

The Audit Committee ("AC") has carried out an assessment of the suitability and independence of the external auditors, Grant Thornton and was satisfied with the suitability of Grant Thornton based on the quality of audit, performance, competency and sufficiency of resources the external audit team provided to the Group. The AC in its assessment also found Grant Thornton to be sufficiently objective and independent.

The Board therefore approved the AC's recommendation that the re-appointment of Grant Thornton as external auditors of the Company be put forward for the shareholders' approval at the 38th AGM.

6. RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Ordinary Resolution 6 proposed under item 6.1, if passed, will allow Mr. Sudesh A/L K.V. Sankaran to continue to hold office as an Independent Non-Executive Director of the Company.

In line with the Malaysian Code on Corporate Governance, the Board on the recommendation of the Nominating Committee who has carried out an assessment of the Director has recommended that Mr. Sudesh A/L K.V. Sankaran who has served as Director of the Company for a cumulative term of more than twelve (12) years, be retained as Independent Non-Executive Director of the Company based on the following justifications:

- (i) He has fulfilled the criteria under the definition of Independent Director pursuant to paragraph 1.01 of the Main LR of Bursa Securities as he is independent from management and free from any business or other relationship which could interfere with his independent judgment or ability to act objectively;
- (ii) He remains independent and actively participate in board discussions and decision making of the Board and Board Committees. He remains objective and independent in expressing his views and voice on the Board;
- (iii) He possesses insight and in depth knowledge of the Company's business operations and he is committed to devote sufficient time and attention to the Company;
- (iv) He understands the Group and its businesses, the industry and challenges and therefore are able to contribute to the development of the Group;

NOTES: (Cont'd)

6. RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR (Cont'd)

- (v) He is able to devote time and commitment to attend to the functions and duties as Independent Director, including attendance and informed participation at Board and Board Committee meetings; and
- (vi) He acts in the best interest of all shareholders and will provide the check and balance to the Board.

In line with Practice 4.2 of the Malaysian Code on Corporate Governance ("MCCG"), the Company would seek shareholders' approval through a two-tier voting process as described in the Guidance to Practice 4.2 of the said MCCG to retain Mr. Sudesh A/L K.V. Sankaran, who has served as an Independent Non-Executive Director for more than twelve (12) years.

7. AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTION 75 OF THE COMPANIES ACT 2016

The Ordinary Resolution 7 proposed under item 6.2, if passed, will empower the Directors of the Company, from the date of the above AGM until the next AGM to allot and issue shares in the Company up to and not exceeding in total ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company ("Share Mandate") for the time being for such purposes as the Directors consider would be in the interests of the Company.

This Share Mandate will expire at the conclusion of the next AGM of the Company, unless revoked or varied at a general meeting. With this Share Mandate, the Company will be able to raise capital from the equity market in a shorter period of time compared to a situation without the Share Mandate. The Share Mandate will provide flexibility to the Company to undertake any shares issuance during the financial year without having to convene a general meeting. The rationale for this proposed Share Mandate is to allow for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment projects, working capital and/or acquisitions, or strategic opportunities involving equity deals, which may require the allotment and issuance of new shares. In any event, the exercise of the mandate is only to be undertaken if the Board of Directors considers it to be in the best interest of the Company.

In addition, any delay arising from and thereby reducing the administrative time and costs associated with the convening of an Extraordinary General Meeting ("EGM") to approve such issuance of shares should be eliminated. However, the Company will have to seek shareholders' approval at an EGM to be convened in the event that the proposed issuance of shares exceeds the ten per centum (10%) threshold contained in the Share Mandate.

This Share Mandate is a renewal of the mandate obtained from the shareholders of the Company at the AGM held on 28 August 2018. The Company did not utilise the mandate obtained at the last AGM and thus no proceeds were raised from the previous mandate.

8. PROPOSED RENEWAL OF SHARE BUY BACK AUTHORITY

The Ordinary Resolution 8 proposed under item 6.3, if passed, will empower Directors to buy back the Company's own shares. This authority will expire at the next AGM of the Company unless earlier revoked or varied by ordinary resolution of the Company at a general meeting.

Further information on the above Ordinary Resolution is set out in the Statement to Shareholders of the Company, which is sent out together with the Company's 2019 Annual Report.

9. SPECIAL RESOLUTION – PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY

The proposed amendments to the existing Memorandum and Articles of Association of the Company by replacement with a new Constitution of the Company will conduce mainly to the following purposes:

- (a) To ensure compliance with the amended Main LR of Bursa Securities;
- (b) To provide clarity and consistency with the amendments arising from the enforcement of the Companies Act 2016 and other relevant regulatory provisions; and
- (c) To enhance administrative efficiency.

The proposed new Constitution is set out in the Circular to Shareholders dated 31 July 2019.

The Special Resolution proposed under item 6.4, shall take effect once it has been passed by a majority of not less than seventy-five percent (75%) of such members who are entitled to vote and do vote in person or by proxy at the forthcoming 38th AGM.

NOTES: (Cont'd)

10. POLL VOTING

Pursuant to Paragraph 8.29A(1) of the Main LR of Bursa Securities, all the resolutions set out in this Notice will be put to vote by poll except for Agenda 1.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main LR of Bursa Securities)

The details of Directors standing for re-election are set out in the Profile of Directors and the details of their interest in the securities of the Company are disclosed in this Annual Report.

PROXY FORM

No. of shares held	
CDS A/C No.	
Telephone No.	



I/We _____ (FULL NAME IN BLOCK CAPITALS)

NRIC No. /Company No. _____ of _____

_____ (FULL ADDRESS)

being a member of ATTA GLOBAL GROUP BERHAD hereby appoint the following person(s):

Name of Proxy & NRIC No.	No. of Shares	%
1. _____	_____	_____
2. _____	_____	_____

or failing him/her

1. _____	_____	_____
2. _____	_____	_____

or failing him/her, the Chairman of the Meeting as my/our proxy, to vote for me/us and on my/our behalf at the Thirty-Eighth (38th) Annual General Meeting of the Company to be held on 29 August 2019 and at any adjournment thereof in the manner indicated below in respect of the following Resolutions:

Ordinary Resolution No.	Ordinary Business	For	Against
1	The payment of increased Directors' Fees		
2	The payment of Non-Executive Directors' benefits		
	The re-election of Directors:		
3	Dato' Dennis Chuah		
4	Mr. Sudesh A/L K.V. Sankaran		
5	The re-appointment of Messrs Grant Thornton as Auditors and authority to Directors to fix their remuneration		
	Special Business		
6	Retention of Independent Non-Executive Director		
7	Authority to allot and issue shares in general pursuant to Section 75 of the Companies Act 2016		
8	Proposed Renewal of Share Buy Back Authority		
Special Resolution	Proposed Adoption of New Constitution of the Company		

Please indicate with (√) or (X) how you wish your vote to be cast. If you do not indicate how you wish your proxy to vote on any resolution, the proxy shall vote as he thinks fit, or at his discretion, abstain from voting.

Date:

Signature of Shareholder

NOTES:

- Only members whose names appear on the Record of Depositors as at only members whose names appear on the Record of Depositors as at 21 August 2019 shall be entitled to attend the AGM or appoint proxies in his/her stead or in the case of a corporation, a duly authorised representative to attend and to vote in his/her stead.
- A member entitled to attend and vote at the Meeting is entitled to appoint one (1) or two (2) proxies to attend and vote instead of him. A proxy must be 18 years and above and need not be a member of the Company.
- Where a member appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company in an 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 but the proportion of holdings to be represented by each proxy must be specified.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or if the appointer is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. If under the hand of attorney/authorised officer, the Power of Attorney or Letter of Authorisation must be attached.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company, 55A, Medan Ipoh 1A, Medan Ipoh Bistari, 31400 Ipoh, Perak Darul Ridzuan, Malaysia by Tuesday, 27 August 2019 at 12.00 noon (not less than 48 hours before the time appointed for holding the Meeting). Faxed or emailed copies are not acceptable.
- For verification purposes, members and proxies are required to produce their original identity card at the registration counter. No person will be allowed to register on behalf of another person even with the original identity card of that other person.
- Personal Data Privacy – By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company hereby agree and consent that any of your personal data in our possession shall be processed by us in accordance with the Personal Data Protection Act, 2010. Further, you hereby warrant that relevant consent has been obtained by you for us to process any third party's personal data in accordance with the said Act.

Please fold across the line and close

80 SEN
STAMP
(Within
Malaysia)

The Company Secretary
ATTA GLOBAL GROUP BERHAD
55A Medan Ipoh 1A
Medan Ipoh Bistari
31400 Ipoh, Perak

Please fold across the line and close



安達環球集團有限公司

ATTA GLOBAL GROUP BERHAD

(Incorporated in Malaysia under the Companies Act, 1965) (79082-V)

REQUEST FORM

To : The Share Registrar
Boardroom Share Registrars Sdn. Bhd.
(formerly known as Symphony Share Registrars Sdn. Bhd.)
ATTA GLOBAL GROUP BERHAD
Level 6, Symphony House
Pusat Dagangan Dana 1
Jalan PJU 1A/46
47301 Petaling Jaya
Selangor Darul Ehsan

Tel. No. : 603-78490777

Fax No. : 603-78418008

Please send me/us a printed copy of the 2019 Annual Report.

Name of Shareholder	
NRIC No./Passport No.	
CDS Account No.	
Correspondence Address	
Tel. No.	

Date :

Signature :

Then fold here

80 SEN
STAMP
(Within
Malaysia)

The Share Registrar
Boardroom Share Registrars Sdn. Bhd. (378993-D)
(formerly known as Symphony Share Registrars Sdn. Bhd.)
ATTA GLOBAL GROUP BERHAD
Level 6, Symphony House, Pusat Dagangan Dana 1
Jalan PJU 1A/46, 47301 Petaling Jaya
Selangor Darul Ehsan

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DEFINITIONS

In this Statement/Circular, unless otherwise stated, the following abbreviations shall have the following meanings:

- “AGM” - Annual General Meeting
- “ATTA” or “the Company” - ATTA GLOBAL GROUP BERHAD (79082-V)
- “ATTA Group” or “Group” - ATTA and its subsidiary companies as defined in Section 4 of the Companies Act 2016 which are not dormant companies
- “ATTA Share(s)” or “Share(s)” - Ordinary share(s) in ATTA
- “Bursa Securities” - Bursa Malaysia Securities Berhad (635998-W)
- “Director(s)” - A Director shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding six months of the date on which the terms of the transaction were agreed upon, a Director of ATTA or any other company which is its subsidiary or holding company or a Chief Executive Officer of ATTA, its subsidiary or holding company
- “EPS” - Earnings per share
- “ICULS” - Zero coupon 10-year irredeemable convertible unsecured loan stock of nominal value of RM0.10 each
- “Listing Requirements” - Main Market Listing Requirements of Bursa Securities including any amendments to the Main Market Listing Requirements that may be made from time to time
- “Major Shareholder” - Any person who has an interest or interests in one or more voting shares in the Company and the number or the aggregate number of those shares, is
- (a) equal to or more than ten percent (10%) of the aggregate number of all the voting shares in the Company; or
- (b) equal to or more than five percent (5%) of the aggregate number of all the voting shares in the Company where such person is the largest shareholder of the Company
- For the purpose of this definition, “interest in shares” shall have the meaning given in Section 8 of the Companies Act 2016
- “NA” - Net Assets
- “Ordinary Resolution” - The Ordinary Resolution set out in the Notice of AGM pertaining to the Proposed Share Buy Back

DEFINITIONS (*cont'd*)

- “Person(s) Connected” - In relation to a Director or a Major Shareholder, mean such person(s) who fall(s) under one of the following categories:
- i. a family member of the Director or Major Shareholder’s family which shall have the meaning given in Section 197 of the Companies Act 2016;
 - ii. a trustee of a trust (other than a trustee for share scheme for employees or pension scheme) under which the Director, Major Shareholder or a member of the Director’s or Major Shareholder’s family is the sole beneficiary;
 - iii. a partner of the Director, Major Shareholder or a partner of a person connected with that Director or Major Shareholder;
 - iv. a person who is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder;
 - v. a person in accordance with whose directions, instructions or wishes the Director or Major Shareholder is accustomed or is under an obligation, whether formal or informal, to act;
 - vi. a body corporate or its Directors which/who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions, or wishes of the Director or Major Shareholder;
 - vii. a body corporate or its Directors whose directions, instructions or wishes the Director or Major Shareholder is accustomed or under an obligation, whether formal or informal to act;
 - viii. a body corporate in which the Director, Major Shareholder and/or persons connected with him are entitled to exercise or control the exercise of, not less than twenty percent (20%) of the votes attached to voting shares in the body corporate; or
 - ix. a body corporate which is a related corporation
- “Proposed Adoption” - Proposed adoption of new Constitution of the Company
- “Proposed Share Buy Back” - Proposed purchase by the Company of its own Shares up to ten percent (10%) of its total number of issued shares
- “Subsidiary(ies)” - A subsidiary company of ATTA as defined in Section 4 of the Companies Act 2016
- “Substantial Shareholder” - A person who has an interest or interests in one or more voting shares in the Company and the number, or the aggregate number of those shares, is not less than five percent (5%) of the aggregate of the total number of all the voting shares of the Company. For the purpose of this definition, “interest in shares” shall have the meaning given in Section 8 of the Companies Act 2016
- “Treasury Shares” - ATTA Shares which have been bought back by the Company in accordance with the Companies Act 2016 as authorised by the Articles and retained in treasury

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PART A

STATEMENT TO SHAREHOLDERS

in relation to

**PROPOSED RENEWAL OF SHARE BUY BACK AUTHORITY
("PROPOSED SHARE BUY BACK")**



安達環球集團有限公司
ATTA GLOBAL GROUP BERHAD
(Incorporated in Malaysia under the Companies Act, 1965) (79082-V)

STATEMENT IN RELATION TO PROPOSED RENEWAL OF SHARE BUY BACK AUTHORITY (“PROPOSED SHARE BUY BACK”)

1. INTRODUCTION

At the Thirty-Seventh (37th) Annual General Meeting held on 28 August 2018, the Shareholders of the Company approved, inter-alia, the renewal of the authorisation for the Company to buy back or hold its own shares up to a limit of not exceeding ten percent (10%) of its total number of issued shares. The said authorisation shall, in accordance with the Listing Requirements of Bursa Securities, expire at the conclusion of the forthcoming AGM which will be held on 29 August 2019.

On 12 July 2019, your Directors announced the proposal to seek a renewal of the Share Buy Back Authority.

The purpose of this statement is to provide you with details of the Proposed Share Buy Back and to seek your approval for the Ordinary Resolution to be tabled at the forthcoming AGM.

2. DETAILS OF THE PROPOSED SHARE BUY BACK

Your Directors propose that the shareholders give authority for the Company to purchase such amounts of its own Shares as may be determined by the Directors from time to time through Bursa Securities so that the net amount of Shares bought back or held as Treasury Shares do not exceed ten per centum (10%) of the Company's total number of its issued shares at any one time subject to compliance with the provisions of the Companies Act 2016, the Listing Requirements of Bursa Securities and/or any other relevant authorities.

The actual number of Shares to be purchased, the total amount of funds to be utilized as well as the timing of the Proposed Share Buy Back will be dependent on the market conditions, sentiments at Bursa Securities, the availability of the retained profits as well as the financial resources available to ATTA.

The authority for the Proposed Share Buy Back shall commence upon passing of the Ordinary Resolution at the AGM and shall expire at the conclusion of the next AGM of the Company unless renewed by Ordinary Resolution passed at that Meeting or earlier revoked or varied by Ordinary Resolution of the shareholders of the Company in a general meeting or the expiration of the period within which the next AGM after that date is required by law to be held, whichever occurs first.

3. PURCHASE PRICE

The Company may only purchase its own Shares at a price which is not more than fifteen percent (15%) above its weighted average market price on Bursa Securities for the past five (5) market days immediately preceding the date of the purchase(s).

4. FUNDING

The maximum amount of funds to be allocated for the Proposed Share Buy Back will be subject to the Retained Profits of the Company. The Proposed Share Buy Back will be funded from internally generated funds.

The Proposed Share Buy Back is likely to reduce the working capital and cash flow of the Company, the quantum of which depends on the purchase price and the actual number of Shares purchased. However, it is not expected to have a material effect on the working capital and cash flow of its subsidiaries.

The Retained Profits of the Company based on its audited financial statements as at 31 March 2019 is RM9,852,971.

5. IMPLICATIONS OF THE CODE

Under the Malaysian Code on Take-Over and Mergers, 2010 (“Code”), a Director and any person acting in concert with him/her or a relevant shareholder will be required to make a mandatory general offer if his/her stake in the Company is increased to beyond thirty-three percent (33%) or if his/her existing shareholdings is between thirty-three and fifty percent (33% and 50%) and it increases by another two percent (2%) in any six (6) months’ period.

In the event that the Proposed Share Buy Back results in the shareholdings of any of the above parties being affected, the affected person will be obliged to make a mandatory offer for the remaining ATTA Shares not held by him/her.

However, under Practice Note 9.24.1 of the Code, the affected party may apply for an exemption from making a mandatory offer arising from the circumstances mentioned above.

Based on the Company’s total number of issued shares and the shareholdings of the Directors and the Substantial Shareholders as at 28 June 2019, none of the Directors and Substantial Shareholders of the Company will be required to make a mandatory general offer under the above-mentioned requirements of the Code if the Proposed Share Buy Back is carried out in full.

6. TREATMENT OF SHARES BOUGHT BACK

The Directors may resolve to cancel the Shares so purchased and/or retain them to be held as Treasury Shares and/or resell them. The rationale for the decision to retain and/or resell the Treasury Shares will be based on the performance of the Shares on the stock market. Should the price of the Shares reach a level which will result in a gain to the Company, a decision to sell and/or distribute the Shares as share dividends will be considered. A decision to cancel any of the Treasury Shares would be taken if circumstance requires that the share capital of the Company should be reduced.

6. TREATMENT OF SHARES BOUGHT BACK (Cont'd)

An announcement will be made to Bursa Securities in respect of the intention of the Directors on the proposed treatment of Shares bought back and the rationale of the alternatives chosen and if available, information as to the percentage or number of Shares purchased which are to be retained and/or cancelled.

Where the Directors resolve to cancel the Shares so purchased, the Company's total number of issued shares shall be diminished by the Shares so cancelled. We wish to highlight that the cancellation of Shares made pursuant to Section 127 of the Companies Act 2016, shall not be deemed to be a reduction of share capital.

Where the Directors resolve to retain the Shares so purchased as Treasury Shares, the Directors may:

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

In the case of a re-sale or transfer of Treasury Shares, if any, the Company may only resell or transfer Treasury Shares on Bursa Securities at:

- (a) a price which is not less than the weighted average market price for the Shares for the five (5) market days immediately prior to the re-sale; or
- (b) a discounted price of not more than five percent (5%) to the weighted average market price for the shares for the five (5) market days immediately prior to the re-sale provided that:
 - (i) the re-sale or transfer takes place no earlier than thirty (30) days from the date of purchase; and
 - (ii) the re-sale or transfer price is not less than the cost of purchase of the shares being resold or transferred.

7. PUBLIC SHAREHOLDINGS SPREAD

As at 28 June 2019, the public shareholding spread of the Company was 44.30% based on the total number of issued shares of 213,318,162 Shares which excluding the Treasury Shares amounting to 774 Shares. Assuming the Proposed Share Buy Back is fully implemented, the public shareholding spread of the Company would reduce to approximately 38.11%.

8. RATIONALE FOR THE PROPOSED SHARE BUY BACK

The Proposed Share Buy Back will enable the Company to utilize its financial resources, which are not immediately required, to purchase its Shares which may lead to stability in the performance of the Shares on the stock market.

9. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUY BACK

Potential advantages of the Proposed Share Buy Back are as follows:

- (a) The Company may be able to stabilise the supply and demand of its Shares in the open market and thereby support its fundamental value.

The stability of the Share prices is important in order to maintain investors' confidence to facilitate the Company's future funds raising exercises via issues of equity Shares or other instruments, should there be any such exercise in future.

- (b) If the Shares bought back are kept as Treasury Shares, it will give the Directors an option to re-sell the Shares so purchased at a higher price when market conditions improve and therefore make an exceptional gain for the Company. Alternatively, the Shares so purchased can be distributed as share dividends to shareholders.

The Proposed Share Buy Back, if executed, will however temporarily reduce the financial resources of ATTA Group and should there be any good investment opportunity arising in the future, the Company may have to re-sell the Shares for cash in the market not at an opportune time.

In any event, the Directors will be mindful of the interests of the ATTA Group and the shareholders in implementing the Proposed Share Buy Back.

10. FINANCIAL EFFECTS OF THE PROPOSED SHARE BUY BACK

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

- (i) Share Capital

In the event that the Company acquires the full ten per centum (10%) of ATTA Shares of the total number of issued shares of the Company authorised under the Proposed Share Buy Back and all the ATTA Shares so acquired are cancelled, the total number of issued shares of the Company will be as follows:

	<u>No. of Ordinary Shares</u>
Total Issued Shares as at 28 June 2019 #	213,318,936
Less: No. of shares to be cancelled pursuant to the Proposed Share Buy Back	21,331,893
Total Issued Shares upon completion of the Proposed Share Buy Back	<u>191,987,043</u>

Total Issued Shares as at 28 June 2019, which includes 774 Treasury Shares

10. FINANCIAL EFFECTS OF THE PROPOSED SHARE BUY BACK (Cont'd)

In the event that the Shares purchased pursuant to the Proposed Share Buy Back are retained as Treasury Shares, the total issued capital of the Company will not be reduced but the rights attaching to the Treasury Shares as to voting, dividends and participation in other distribution or otherwise will be suspended. While these Shares remain as Treasury Shares, the Companies Act 2016 prohibits the taking into account of such Shares in calculating the number or percentage of Shares in the Company for any purpose whatsoever including, without limiting the generality of this provision, the provisions of any law or requirement of the Articles of Association of the Company or Listing Requirements of Bursa Securities, substantial shareholdings, takeovers, notices, requisitioning of meetings, quorum for meetings and the result of votes on resolutions.

If the Shares so purchased pursuant to the Proposed Share Buy Back are resold in the open market, the Proposed Share Buy Back will have no effect on the Share Capital.

(ii) NA per share and EPS

The effect on the NA per Share of ATTA Group will depend on the purchase price of the Shares and the number of Shares purchased. However, the Proposed Share Buy Back, if exercised, is not expected to materially affect the NA per Share of ATTA Group for the financial year ending 31 March 2020 whether the Shares so purchased are retained as Treasury Shares or are cancelled or are resold in the open market.

The effect on the EPS of ATTA Group will depend on the purchase prices of the Shares, the opportunity cost and the number of Shares purchased. However, the Proposed Share Buy Back, if exercised, is not expected to materially affect the EPS of ATTA Group for the financial year ending 31 March 2020 whether the Shares so purchased are retained as Treasury Shares or are cancelled or are resold.

(iii) Working Capital

The working capital of ATTA Group will be reduced to the extent of the amount of funds utilized for the purchases of the Shares but is not expected to have a material adverse effect on the working capital of ATTA Group.

(iv) Cash Flow

The Proposed Share Buy Back is not expected to adversely affect the cash requirements of the Company as the cash outflow is not substantial.

(v) Dividends

The Proposed Share Buy Back is not expected to adversely affect the payment of dividends as the amount required for the Proposed Share Buy Back is not substantial and can be generated from internal funds.

The amount of dividends paid will be reduced, as there will be less Shares qualifying for dividends whether the Shares so purchased are retained as Treasury Shares or are cancelled.

However, if the Shares so purchased are retained as Treasury Shares, they can be used for subsequent payment of dividends in the form of share dividends.

10. FINANCIAL EFFECTS OF THE PROPOSED SHARE BUY BACK (Cont'd)

(vi) Convertible Securities

As at 28 June 2019, the Company has the following Outstanding Convertible Securities:

- (i) RM12,348,986.90 nominal value of ICULS with a conversion price of RM0.87;
- (ii) 1,171,961,720 ICPS with a conversion price of RM0.80;
- (iii) 24,619,674 Warrants B with an exercise price of RM0.87 per Warrant B;
- (iv) 4,837,053 Warrants C with an exercise price of RM0.87 per Warrant C; and
- (v) 2,845,539 ESOS Options.

Save for the above, the Company does not have any other convertible securities.

11. SHAREHOLDINGS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the Directors, Major/Substantial Shareholders and persons connected to the Directors and/or Major/Substantial Shareholders (as defined in the Listing Requirements of Bursa Securities) have any direct or deemed interest in the Proposed Share Buy Back and re-sale of Treasury Shares.

The table below shows the direct and deemed equity interests held by the Directors, Major/Substantial Shareholders and persons connected to the Directors and/or Substantial Shareholders as at 28 June 2019 and their pro-forma percentage shareholdings in the Company upon completion of the Proposed Share Buy Back, assuming that the Proposed Share Buy Back was carried out in full on 28 June 2019.

	Based on Issued Capital as at 28 June 2019 of 213,318,162 Shares (after excluding 774 Treasury Shares)				Based on Pro-forma Issued Capital as at 28 June 2019 of 191,987,043 (after excluding 21,331,893 Shares being cancelled) upon completion of Proposed Share Buy Back			
	Direct	%	Deemed	%	Direct	%	Deemed	%
<u>Directors</u>								
Ooi Chieng Sim	21,980,985	10.304	-	-	21,980,985	11.449	-	-
Ng Chin Nam	187,193	0.088	3,582 ⁽¹⁾	0.002	187,193	0.098	3,582 ⁽¹⁾	0.002
Chow Choon Hoong	-	-	-	-	-	-	-	-
Dato' Dennis Chuah	-	-	-	-	-	-	-	-
Sudesh A/L K.V. Sankaran	52,000	0.024	-	-	52,000	0.027	-	-
Loh Yee Sing	-	-	-	-	-	-	-	-
Tan Kim Hee	46,500,000	21.798	-	-	46,500,000	24.220	-	-
<u>Substantial Shareholders</u>								
G Reka Perunding Sdn Bhd	50,020,000	23.449	-	-	50,020,000	26.054	-	-
Tan Kim Hee	46,500,000	21.798	-	-	46,500,000	24.220	-	-
Ooi Chieng Sim	21,980,985	10.304	-	-	21,980,985	11.449	-	-

Notes:

(1) Deemed interested by virtue of his spouse's interest pursuant to Section 59(11)(c) of the Companies Act 2016.

12. PURCHASES AND CANCELLATION OF SHARES AND RE-SALES OF TREASURY SHARES MADE IN THE PRECEDING TWELVE (12) MONTHS

In the preceding twelve (12) months from July 2018 to June 2019, ATTA has not made any purchase or resale or cancellation of purchased Shares in the preceding twelve (12) months. There are currently 774 shares held as Treasury Shares.

13. HISTORICAL SHARE PRICES

The monthly highest and lowest prices of the Shares traded on Bursa Securities for the preceding twelve (12) months are as follows:

	High (RM)	Low (RM)
<u>2018</u>		
July	0.885	0.800
August	0.870	0.820
September	0.850	0.795
October	0.810	0.680
November	0.790	0.670
December	0.730	0.545
<u>2019</u>		
January	0.695	0.550
February	0.750	0.570
March	0.740	0.595
April	0.630	0.585
May	0.590	0.500
June	0.550	0.500
The last transacted price on 11 July 2019 being the last Market Day prior to the announcement made on 12 July 2019 as mentioned in this Statement	0.490	
The last transacted price on 19 July 2019 being the last practicable date prior to the printing of this Statement	0.500	

(Source: Investing.com)

14. CONDITIONS OF THE PROPOSED SHARE BUY BACK

The Proposed Share Buy Back is subject to the approval of the Shareholders of the Company.

15. DIRECTORS' STATEMENT AND RECOMMENDATION

Your Directors, having considered all aspects of the Proposed Share Buy Back, are of the opinion that the Proposed Share Buy Back is in the best interests of ATTA Group. Accordingly, they recommend that you vote in favour of the Proposed Share Buy Back at the forthcoming AGM.

16. AGM

The Notice of AGM that contains the Ordinary Resolution pertaining to the Proposed Share Buy Back had been incorporated into the Information on Annual General Meeting attached to this Statement.

17. FURTHER INFORMATION

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

Yours faithfully
For and on behalf of the Board of Directors
ATTA GLOBAL GROUP BERHAD

DATO' DENNIS CHUAH
Independent Non-Executive Director

PART B

CIRCULAR TO SHAREHOLDERS

in relation to

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

(“PROPOSED ADOPTION”)



安達環球集團有限公司
ATTA GLOBAL GROUP BERHAD
(Incorporated in Malaysia under the Companies Act, 1965) (79082-V)

CIRCULAR IN RELATION TO PROPOSED ADOPTION OF A NEW CONSTITUTION OF THE COMPANY

1. INTRODUCTION

On 29 November 2017, Bursa Malaysia has amended the Listing Requirements to ensure that the provisions are aligned with the Act which were expected to promote greater business efficacy and effectiveness, ease regulatory compliance through simplification of requirements in appropriate areas, modernise the mode of securities holder engagement and promote sustainable practices by facilitating the use of technology as a means of communication with the securities holders and for consistency and ease of application by listed issuers. Notwithstanding the deeming amendments in relation to Chapter 7 of the Listing Requirements, listed issuers are required to seek shareholders' approval to amend their constitutions by 31 December 2019.

In this regard, on 12 July 2019, the Board had announced to Bursa Securities that the Company proposes to seek the shareholders' approval for the Proposed New Constitution of the Company.

The purpose of this Circular is to provide the shareholders with the relevant information on the Proposed New Constitution and to seek the Shareholders' approval for the Special Resolution pertaining to the Proposed Adoption to be tabled at the forthcoming AGM of the Company. The notice of the AGM together with the proxy form are enclosed in the Annual Report 2019 of the Company.

YOU ARE ADVISED TO READ THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED ADOPTION.

2. DETAILS OF THE PROPOSED NEW CONSTITUTION

The Board proposes the Adoption of New Constitution taking into account the changes to the new Companies Act 2016. The details of the Proposed New Constitution are set out in Appendix II of this Circular.

3. RATIONALE OF THE PROPOSED NEW CONSTITUTION

The Proposed New Constitution is primarily to bring the new Constitution of the Company in line with the enforcement of the Act and to ensure compliance with the Main Market Listing Requirements and to provide clarity to certain provisions therein.

The new Constitution of the Company shall take effect once the Special Resolution in respect of the Proposed Adoption of New Constitution has been passed by a majority of not less than seventy-five percent (75%) of such members who are entitled to vote and do vote in person or by proxy at the forthcoming Thirty-Eighth (38th) AGM.

4. EFFECTS OF THE PROPOSED NEW CONSTITUTION

The Proposed New Constitution will not have any effect on the issued share capital and substantial shareholders' shareholding of ATTA and is expected not have any material effect on the earnings per share, net assets per share and gearing of the ATTA Group.

5. APPROVAL REQUIRED

The Proposed New Constitution is subject to approval being obtained from the Shareholders of ATTA at the forthcoming Thirty-Eighth (38th) AGM to be convened.

6. DIRECTORS' AND MAJOR/SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at last practicable date, none of the Directors and/or Major Shareholders and/or persons connected to them (as defined in the Listing Requirements) have any interest, direct or indirect, in the Proposed New Constitution.

7. DIRECTORS' RECOMMENDATION

The Board, after having considered all aspects of the Proposed New Constitution, is of the opinion that the Proposed Adoption of New Constitution is in the best interest of the Company. Accordingly, the Board recommends that you vote in favour of the Special Resolution pertaining to the Proposed Adoption of New Constitution to be tabled at the forthcoming Thirty-Eighth (38th) AGM of the Company.

8. AGM

The Special Resolution to approve the Proposed Adoption of New Constitution at the Thirty-Eighth (38th) AGM of the Company is set out in the Notice of AGM enclosed in the 2019 Annual Report which is sent together with this Circular.

The Thirty-Eighth (38th) AGM of the Company will be held at Terrace, Level 2, Sunway Hotel Seberang Jaya, 11, Lebuh Tenggiri Dua, Pusat Bandar Seberang Jaya, 13700 Prai, Penang on Thursday, 29 August 2019 at 12.00 noon. and any adjournment thereof for the purpose of considering and, if thought fit, passing the Special Resolution pertaining to the Proposed New Constitution (refer to Notice of AGM Item No. 6.4) to give effect to the Proposed New Constitution.

9. FURTHER INFORMATION

Shareholders are requested to refer to the attached Appendix I for further information.

Yours faithfully
For and on behalf of the Board of Directors
ATTA GLOBAL GROUP BERHAD

OOI CHIENG SIM
Executive Chairman

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

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

2. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Registered Office of ATTA at No. 55A, Medan Ipoh 1A, Medan Ipoh Bistari, 31400 Ipoh, Perak, during office hours and on Mondays to Fridays (except public holidays) from the date of this Statement up to and including the date of the forthcoming AGM:

- (i) Memorandum and Articles of Association of ATTA; and
- (ii) Audited Financial Statements of ATTA Group for the past two (2) financial years ended 31 March 2017 and 2018.

THE COMPANIES ACT 2016

MALAYSIA

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

ATTA GLOBAL GROUP BERHAD

(Company No. 79082-V)

Incorporated on the 14th day of December 1981

This Constitution was adopted by Special Resolution
passed on

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THE COMPANIES ACT 2016

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

ATTA GLOBAL GROUP BERHAD

1. INTRODUCTION

- | | | |
|-------|--|--------------------------------|
| 1.1 | The name of the Company is ATTA GLOBAL GROUP BERHAD. | Name of company |
| 1.2 | The Company is a public company limited by shares. | Limited by shares |
| 1.3 | The registered office of the Company is situated in Malaysia. | Registered office |
| 1.4 | The liability of members is limited. | Limited liability |
| 1.5 | Section 21 of the Companies Act 2016 shall apply to the Company and the Company shall be capable of exercising all functions of a body corporate and shall have full capacity to carry on or undertake any business or activity that the Board considers to be advantageous to the Company and that are not prohibited under the law for the time being in force in Malaysia and shall for these purposes have the full rights, powers and privileges as contained in the Companies Act 2016, including but not limited to the following objects: | Company has unlimited capacity |
| 1.5.1 | To carry on the business of a holding company and to acquire by purchase, exchange, subscription or otherwise and to hold the whole or any part of the shares and other securities and interests of and in any companies (whether within or outside Malaysia) for the time being engaged, concerned or interested in any industry, trade or business and to promote the beneficial co-operation of any such companies as well with one another as with the Company and to exercise in respect of such investments and holdings all the rights, powers and privileges of ownership including the right to vote thereon. | |
| 1.5.2 | To employ the funds of the Company in the development and expansion of the business of the Company and all or any of its subsidiary or associated companies and in any other company whether now existing or hereafter to be formed and engaged in any like business of the Company or any of its subsidiary or associated companies or of any other industry ancillary to them or which can conveniently be carried on in connection therewith. | |

- 1.5.3 To co-ordinate the administration, policies, management, supervising, control, research, development, planning, manufacture, trading and any and all other activities of, and to act as financial advisers and consultants to, any company or companies or group of companies now or hereafter formed or incorporated or acquired which may be or may become related or associated in any way with the Company or with any company related or associated therewith and either without remuneration or on such terms as to remuneration as may be agreed.
- 1.5.4 To carry on the business activities as developers of land, colonies, sheds, buildings, structures, residential plots, commercial plots, industrial plots and sheds, roads, bridges, channels, culverts and to act as architect, designers, contractors, sub-contractors, for all types of constructions and developments work for private sector, government departments, semi government departments and to develop the sites and plots and to carry on the business activities of acquirer, purchaser, lease, exchange, hire or otherwise all types of land, and properties of any tenure or any interest in the same or to erect and construct houses, building, multi-stories, or work for every descriptions on any land of the company or upon other land or property and to pull down re-build, enlarge, alter, and improve, existing houses, buildings, or work thereon and to purchasing and selling of houses and plots free hold or other house property, building, or lands or interest, household articles and other products of other companies in the installments, network scheme or otherwise and to act as commission agent and to offer various types of incentives, schemes from time to time either directly or in collaboration with any other individuals, firms, bodies corporate in Malaysia or elsewhere and to educate people for side work, entertainment and side work, personality development.
- 1.5.5 To carry on the business of contractors, sub-contractors, quasi contractors whether for government or for semi government bodies or corporation or company or society or body corporate or firms or individuals or schools or clubs or other bodies or private works and to undertake contracts and sub contracts relating to construction, modification, repairing, alteration, construction, removal, redecoration, redesigning, enlarging, improving and designing of civil work, building for whatever use, roads, approach roads, streets, circles, squares, parks, gardens, statues, parking places, bridges, dams, water courses and reservoirs, tunnels, earth works, sewers, tanks, drains, sewage, light houses, towers, transmission towers, pipe lines, underground cables, railway tracks, railway sidings, run ways ship yards, stock yards, culverts, channels whether on turnkey basis or on labour contracts or otherwise.
- 1.5.6 To guarantee the payment of dividends on any shares in the capital of any of the companies in which this Company has or may at any time have an interest, and to become surety in respect of, endorse, or otherwise guarantee the payment of the principal of or interest on any shares or evidence of indebtedness issued or created by any such companies.
- 1.5.7 To become surety for or guarantee the carrying out and performance of any and all contracts, leases and obligations of every kind, of any company any of whose shares or evidence of indebtedness are at any time held by or for this Company or in which this Company is interested or with which it is associated, and to do any acts or things designed to protect, preserve, improve or enhance the value of any such shares or evidence of indebtedness.

- 1.5.8 To organize, incorporate, reorganize, finance, aid and assist, financially or otherwise, companies and to underwrite or guarantee the subscription of shares, securities or notes of any kind, and to make and carry into effect arrangements for the issue, underwriting, resale, exchange or distribution thereof.
- 1.5.9 To carry on the business of iron-master, smelter, iron foundry, mechanical engineers and manufacturers of galvanized steel sheets, agricultural implements and other machinery, tool makers, brass founders, metal workers, boiler makers, mill wrights, machines, iron and steel converters, smiths, wood-workers, builders, painters, metallurgist, motor and electrical engineering, water supply engineers, and to buy, sell, manufacture, repair, convert, alter, let or hire and deal in and act as agents for machinery implements, rolling stocks and hardware of all kinds and to carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or otherwise calculated directly or indirectly to enhance the value of any of the Company's property or rights for the time being.
- 1.5.10 To carry on the business of the manufacturers of cast iron pipes, steel pipes, steel plates, steel sheets, tin plates or any portion or parts of such articles or thing, also to carry on business of iron-casters, iron masters, smelters, engineers and iron founders.
- 1.5.11 To sell, import, export, prepare, manufacture or deal in hardware, earthenware, sanitary ware, ceramic ware and all wares and bricks, tiles, pipes and all kinds of building materials whether metal, plastic, natural or synthetic and to carry on any other business that may be conveniently carried on.
- 1.5.12 To carry on the business of rubber, minerals, metal, produce, rubber, stock, shares, loan, annuities and securities of every description, commission agents, insurance agents, managers of or agents for estates, and properties, houses and other hereditaments.
- 1.5.13 To carry on the business of garage keepers and suppliers of and dealers in plants electricity and other motive power to motor and other things.
- 1.5.14 To carry or conduct all or any of the business of builders, carpenters, carriers, contractors, decorators, dredgers, prospectors, jobmasters, quarrymen, quarry proprietors, refiners and smelters, victuallers, agents, dealers, exporters and importers, merchants, makers or manufacturers for or in all goods, lines, matters and things including bricks, furniture, hardware, lime, metals, sands, stone, tiles, timber, terra cotta and all other building requisites, estate house or land agents.
- 1.5.15 To alter, construct, equip, operate and own buildings and erections, mills, offices, vehicles and any other property of all and every description and type and for all purposes.
- 1.5.16 To carry on business as exporters, imports, cultivators, winners, sawmillers and manufacturers of and dealers and traders in every description of timber, wood and cane, raw, manufactured or partly manufactured goods and articles of any description made entirely or partly of wood, timber or cane or any combination thereof, products and by-products of any descriptions obtained from wood, timber, cane or other forest or plant matter or thing of any whatsoever description or resulting from the handling, manufacture or processing of wood, timber, cane or other forest produce, plant matter or thing including coal, charcoal, paper plastics and other synthetic materials.

- 1.5.17 To carry on the business of manufacturers of and dealers in paper of all kinds and articles made from paper or pulp and materials used in the manufacturer or treatment of paper, including cardboards, railway and other tickets, mill boards and wall and ceiling papers and to carry on the business of stationers, lithographers and publishers.
- 1.5.18 To carry on any whatsoever form of business, trade or undertaking whether as principals, agents, sub-agents or consignee and to deal in any form or produce, matter or things.
- 1.5.19 To manage, operate and maintain fuel, oil and petrol pumps, stations and retail and wholesale agencies and garages, service stations, workshops and repair shops.
- 1.5.20 To obtain, procure, purchase, take on lease or sublease, exchange or otherwise acquire in any part of the world any concessions, grants, claims, licences, leases, options, rights or privileges, for any mining objects or purposes or any mines, mining rights or concessions or any metalliferous lands, gravels or rivers or any lands of whatsoever tenure or title containing or supposed to contain tin, precious stones, gold, silver, land, wolfram, copper, iron, oil, coal or other valuable products and to explore, work, exercise, develop or otherwise turn to account, deal with or dispose of any such concessions, grants, claims, licences, leases, mines, lands, options, rights or privileges and produce thereof.
- 1.5.21 To search for, win, get, work, raise, smelt, calcine, refine, dress, amalgamate, quarry, reduce, wash, crush and prepare for market, manipulate and make merchantable, buy, sell and deal in tin, iron and other metals, minerals and other minerals substances, precious stones and any other produce of any mines or properties, vegetable and other produce and material and substances of all kinds and generally to carry on any metallurgical operations which may seem conducive to any of the Company's objects.
- 1.5.22 To construct, maintain, improve, develop, work, control, operate and manage any waterworks, garages and petrol, oil, fuel and service stations, gasworks, reservoirs, roads, tramways electric power, heat and light supply works, telephone works, motels, guest house, rest houses, clubs, restaurants, baths, places of worship, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies and other works and conveniences which the Company may think directly or indirectly conducive to these objects and to contribute or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof.
- 1.5.23 To carry on business as tourist and travel agents and contractors and to facilitate tourism and traveling and to provide for tourists, travelers, holiday-makers and vacationers and to promote the provision of all whatsoever amenities, conveniences and facilities including passages, tickets, through tickets, circular tickets, sleeping cars and berths, reserved places and carriage and transport of all kinds, including the hire of any form or system of transport.
- 1.5.24 To provide hotel and lodging facilities and all other kinds of accommodation, guide, safe deposits, inquiry bureaus, libraries, baggage transport and otherwise generally to provide all whatsoever amenities requirements and services convenient, expedient and necessary for persons touring, traveling, holding, develop, promote, operate, manage, work and control holiday resorts and camps, vacation centres and to arrange, organize and manage tours of all kinds; to arrange, organise and manage cruises journeys, tours,

travels, trips, voyages and expeditions of all kinds and to promote, organize and manage amusements, carnivals, cinemas, circuses, entertainments, exhibitions, expositions, fairs, festivals, play-ground, theatres, shows, plays, game competitions, contests, races, sports and recreation of all kinds and to provide and manage all whatsoever arenas, courses, courts, fields, gymnasiums halls, pitches, pools, rings, rinks, stadium, tracts and places thereof.

- 1.5.25 To carry on business as dealers and general merchants, exporters and importers, general agents and brokers and to buy, sell, manipulate and deal (both wholesale and retail) in commodities of all kinds which can conveniently dealt with by the Company in connection with any of its objects and to buy, hire, manufacture, sell, deal and trade in all kinds of merchandise, produce, goods, stores and to transact any or every description of agency, commission, commercial development, manufacturing, mercantile and financial business.
- 1.5.26 To carry on the business of planter, farmers and cultivators of and dealers in rubber, oil palm, coconut, gutta percha, jelutong gum of description, latex bearing plants, rice, wheat, oats, cereals and grains of all kinds, sugar, tea, bananas, coffee, cocoa, spices, pepper, cinchona, cinnamon, tobacco, gambier, oil palms, cotton, flax, fruit trees, potatoes, root crops, mulberry and other trees for the production of silk and all kinds of trees and plants.
- 1.5.27 To carry on business as farmers, dairy and poultry farmers and merchants, gaziers, cultivators, storekeepers, printers, newspapers proprietors, cattle breeders, stockmen, provision preservers, exporters and importers, brokers and to transact any and every description of agency, commission, commercial manufacturing, mercantile and financial business.
- 1.5.28 To manufacture, buy, sell, exchange and in any other whatsoever manner deal with, utilize or turn to account any matter, substance or thing including (but without prejudice to the generality of the foregoing) none, copra, fertiliser, guano, manure and all agricultural and farm produce.
- 1.5.29 To purchase, take on lease, hire or otherwise acquire, build, construct, erect, equip, maintain, repair, adapt, pull down, demolish, reconstruct, make and manufacture factories, buildings, offices, mills, machinery engines, plant, tools, implements, carts, vehicles, rolling stock, live and dead stocks, stores, appliances, effects and other works, things and property of any kind.
- 1.5.30 To purchase, hire, sell, deal in, construct, equip, maintain, improve, repair and use motor-cars, motor-lorries, motor-cycles, steam cars, steam wagons, tractors, aeroplanes, air-ships, bicycles, carts, carriages, sailing ships, barges, boats and other water craft, ropeways, cableways, high lead lines, cranes and all other forms of craft, machine of vehicle, animals or materials, either terrestrially, sub-terraneously or aerially and all tools and parts thereof and all other things proper to be used in connection therewith.
- 1.5.31 To carry on all or any of the business of barge owners, lightermen, stevedores, forwarding agents and any other form of transport business, ice merchants, refrigerating-storekeeper, warehousemen, wharfingers and general traders.
- 1.5.32 To carry on the business of chemists, druggists, drysalter, oil and colourmen and importers, exporters and manufacturers of and dealers in all pharmaceutical, medicinal, chemical, industrial and other preparations, articles and compounds, cements, oils, paints, pigments and varnishes, drug, dye-ware paint and colour grinders, makers of and dealers in proprietary

articles of all kinds and of electrical, chemical, photographic, surgical and scientific apparatus and materials and to buy, sell, manufacture, refine, manipulate and deal in all substances, apparatus and things capable of being used in any such business as aforesaid or in any way in connection therewith.

- 1.5.33 To apply for purchase of otherwise acquire, use, assign, sell and generally deal in patents, patent-rights, trade-marks, designs or other exclusive or non-exclusive or limited rights or privileges and to use, develop, grant licences and otherwise turn to account the same or any interests thereunder and at pleasure to dispose of the same in any way.
- 1.5.34 To purchase, hire or otherwise acquire any photographic and other apparatus in connection with cinematograph shows, amusement parks, exhibition and all kinds of entertainment business.
- 1.5.35 To aid, finance, subsidise or assist any company, corporation, association, firm or individual with capital, credit, means and resources of engaging in or carrying on any business or transaction which this Company is authorized to carry on or be engaged in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and in particular for the import, export, purchase, sales, lease, letting, dealing in, hiring and letting on hire, under hire-purchase agreements or otherwise of any motor cars or vehicles or any of other articles, goods, wares, merchandises or things and for the acquisition of taking on leases or hiring of land, buildings, offices or premises or the prosecution of any works, undertakings, projects or enterprises connected with any of the said businesses or capable of being taken or carried on so as directly or indirectly to benefit this Company.
- 1.5.36 To invest the capital of the Company and make advances on all description of motor vehicles and other goods, wares and merchandise whether on mortgage or bill of sale or assignment and whether subject to hire-purchase agreements or otherwise and to seize, retake, sell, dispose of or repurchase the same and generally to finance the carrying on of the hire-purchase business in all its branches.
- 1.5.37 To carry on the business of land and property developers of every and any description and to acquire by purchase, lease, concession, grant, licence or otherwise such lands, buildings, leases, underleases, rights, privileges, stocks, shares, and debentures in companies, policies of insurance and other such property as the Company may deem fit and shall acquire the same for the purposes of investment and development and with a view to receiving the income from them; and to enter into any contracts and other arrangements of all kinds with persons having dealings with the Company on such terms and for such periods of time as the Company may from time to time determine, on a commission or fee basis or otherwise, and to carry on any other trade or business, whatsoever, of a like and similar nature.
- 1.5.38 To carry on all kinds of promotion business, and, in particular, to form, constitute, float, lend money to, assist, manage and control any companies and to market, advertise or promote goods, services, material (tangible or intangible) or any other thing whatsoever.
- 1.5.39 To vary the investments and holdings of the Company as may from time to time be deemed desirable.
- 1.5.40 To provide technical, cultural, artistic, educational, entertainment or business material, facilities or services and to carry on any business involving any such provision.

- 1.5.41 To carry on the business of commission agents, factors, general merchants and dealers in every description of goods, exporters and importers, concessionaires, wholesale and retail traders, carriers, warehousemen, designers, advertising contractors or agents, or trustees, brokers or agents of any company.
- 1.5.42 To manufacture, develop, process, refine, repair, purchase, sell, export, import, deal in or let on hire all kinds of goods, services and material (tangible or intangible) of any kind which may be advantageous to the Company or which any of the customers or other companies having dealings with the Company may require.
- 1.5.43 To provide services of any kind including the carrying on of advisory, consultancy, brokerage and agency business of any kind.
- 1.5.44 To acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company.
- 1.5.45 To enter into any arrangements with any government or authority or person and to obtain from any government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out, exercise and comply with the same.
- 1.5.46 To purchase, take on lease or in exchange, hire, renew, or otherwise acquire and hold for any estate or interest, and to sell, let or otherwise dispose of in whole or in part, any lands, buildings, machinery, rights, stock-in-trade, business concerns, choses in action, and any other movable and immovable property of any kind including all of the assets of the Company and to perform any services or render any consideration and to construct, equip, alter and maintain any buildings, works and machinery necessary or convenient for the Company's business and in each case for any consideration which may be thought fit.
- 1.5.47 To enter into partnership or any other arrangement for sharing profits or joint adventure or co-operation with any company carrying on, engaged in or about to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to subsidise or otherwise assist any such company.
- 1.5.48 To invest and deal with the moneys of the Company not immediately required in or upon such investments (other than shares in the Company) and in such manner as may from time to time seem expedient.
- 1.5.49 To lend or advance money or otherwise give credit to provide financial accommodation to any company with or without security and otherwise on such terms as may seem expedient and to deposit money with any company and to carry on the business of a banking, finance or insurance company.
- 1.5.50 To guarantee, grant indemnities in respect of, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the contracts or obligations and the repayment or payment of the principal and premium of and interest and dividends on any securities or obligations of any company whether having objects or engaged or intending to engage in business similar to those of the Company or not, notwithstanding the fact that the Company may not receive any consideration or advantage, direct or indirect, from

entering into any such guarantee or other arrangement or transaction contemplated herein.

- 1.5.51 To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation of or binding on the Company or any other company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms as may be thought expedient of securities of any description.
- 1.5.52 To draw, make, accept, endorse, discount, execute, issue, negotiate and deal in promissory notes, bills of exchange, shipping documents and other negotiable or transferable instruments and to buy, sell and deal in foreign currencies.
- 1.5.53 To issue and allot securities of the Company for cash or in payment or part payment for any movable or immovable property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.
- 1.5.54 To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of, any securities of the Company or in or about the formation of the Company or the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to carry on the business of company, fund, trust or business promoters or managers and of underwriters or dealers in securities, and to act as director of and as secretary, manager, registrar or transfer agent for any other company.
- 1.5.55 To grant or procure the grant of donations, gratuities, pensions, annuities, allowances, or other benefits, including benefits on death, to any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or whom the board of directors of the Company considers have any moral claim on the Company or to their relations, connections or dependants, and to establish or support any funds, trusts, insurances or schemes (including in particular but without detracting from the generality of the foregoing any trust or scheme relating to the grant of any option over, or other interest in, any share in the capital of the Company or of any other company, or in any debenture or security of any corporation or company, including the Company) or any associations, institutions, clubs or schools, or to do any other things likely to benefit any such persons or otherwise to advance the interests of such persons or the Company or its members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of such persons or the Company or its members or for any national, charitable, benevolent, educational, social, public, general or useful object.

- 1.5.56 To promote or assist in promoting any company or companies in any part of the world and to subscribe shares therein or other securities thereof for the purpose of carrying on any business which the Company is authorised to carry on, or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- 1.5.57 To amalgamate with any other company in any manner whatsoever (whether with or without a liquidation of the Company).
- 1.5.58 To procure the Company to be registered in any country or place in any part of the world.
- 1.5.59 To cease carrying on or wind up any business or activity of the Company and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory.
- 1.5.60 To compensate for loss of office any directors or other officers of the Company and to make payments to any persons whose office, employment or duties may be terminated by virtue of any transaction in which the Company is engaged.
- 1.5.61 To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registrations of the Company, and any company promoted by the Company, and the issue of the capital of the Company and any such other company and of and incidental to the negotiations between the promoters preliminary to the formation of the Company, and also all costs and expenses of and incidental to the acquisition by the Company of any property or assets and of and incidental to the accomplishment of all or any formalities which the Company may think necessary or proper in connection with any of the matters aforesaid.
- 1.5.62 To insure with any other company against losses, damages, risks and liabilities of all kinds which may affect the Company.
- 1.5.63 To act as directors or managers of or to appoint directors or managers of any subsidiary company or of any other company in which the Company is or may be interested.
- 1.5.64 To contribute by donation, subscription, guarantee or otherwise to any public, general, charitable, political or useful object whatsoever.
- 1.5.65 To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- 1.5.66 To take or hold mortgages, liens, and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Company's property of whatsoever kind sold by the Company, or any money due to the Company from purchasers and others.
- 1.5.67 To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees, subsidiaries or otherwise.

1.5.68 To carry on any other activity and do anything of any nature which may seem to the Company capable of being conveniently carried on or done by the Company in connection with the above, or may seem to the Company calculated directly or indirectly to benefit the Company.

1.5.69 To do all such things as in the opinion of the board of directors are or may be incidental or conducive to the above objects or any of them.

And it is hereby declared that the word "Company" in this clause except where used in reference to this Company, shall be deemed to include any partnership or other body of persons whether incorporated or unincorporated, and whether domiciled in Malaysia or elsewhere, and further that the objects specified in each paragraph of this clause shall be regarded as independent objects and accordingly shall, except where otherwise expressed in any paragraph, be in nowise limited or restricted by reference to, or inference from the terms of any other paragraph or the name of the Company but may be carried out in as full and ample a manner and construed just as wide a sense as if the said paragraph defined the objects of a separate distinct and independent company.

1.6 The objects specified in each of the paragraphs in this Constitution shall be regarded as independent objects, and accordingly shall be in no wise limited or restricted (except when otherwise expressed in such paragraph), by reference to the objects indicated in any other paragraphs or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company, provided always that nothing in the Constitution contained shall empower the Company to carry on any life assurance business or the business of Bankers within the meaning of the Financial Services Act 2013.

2. DEFINITION AND INTERPRETATION

2.1 (a) In these Constitution the words standing in the first column of the table hereinafter contained shall bear the meanings as set out opposite them respectively in the second column thereof, if not inconsistent with the subject or context:

WORDS	MEANINGS
Act	- The Companies Act 2016 or any statutory modification, amendment or re-enactment thereof for the time being in force made thereunder and any written law, for the time being in force concerning companies and affecting the Company.
Applicable Laws	- All laws, bye-laws, rules, regulations, orders and/or official directives for the time being in force affecting the Company, including but not limited to the Act, the Securities Laws, the Main Market Listing Requirements and every other law for the time being in force concerning companies and affecting the Company and any other guidelines, directives or requirements imposed on the Company by the relevant regulatory bodies and/or authorities.
Article(s)	- Any provision in this Constitution as originally framed or as altered from time to time in accordance with the Applicable Laws.

Auditors	- The auditors for the time being of the Company.
Authorised Nominee	- A person who is authorized to act as a nominee as specified under the Rules of the Central Depository.
Beneficial Owner	- The ultimate owner of the shares and does not include a nominee of any description.
Board or Board of Directors	- The Board of Directors for the time being of the Company.
Books Closing Date	- The specified time and date set by the Company for the purpose of determining persons entitled to dividends, interest or new Securities or other distributions or rights of holders of its Securities.
Bursa Depository or the Depository	- Bursa Malaysia Depository Sdn. Bhd. or such other central depository as may be prescribed under the Listing Requirements.
Bursa Securities or the Exchange	- Bursa Malaysia Securities Berhad or whatever name from time to time called.
CCM	- Companies Commission of Malaysia.
Central Depository	- Bursa Malaysia Depository Sdn. Bhd. or such other names which it may be known from time to time.
Central Depositories Act	- The Securities Industry (Central Depositories) Act 1991 or any statutory modification, amendment or re-enactment thereof for the time being in force.
Chairman	- Chairman of the Board of Directors.
Company or "ATTA"	- ATTA GLOBAL GROUP BERHAD (Company No. 79082-V), the abovenamed company by whatever name from time to time called.
Constitution	- This Constitution as originally framed or as altered from time to time by Special Resolution.
Conversion	- The conversion of the ICPS into Ordinary Shares pursuant to Article 4.1(1).
Conversion Date	- The date on which the ICPS Holder converts any or all of his issued and fully paid up ICPS pursuant to Article 4.1(1).
Conversion Price	- The conversion price for the ICPS is RM0.80 for every one (1) new Share.
Debenture and Debenture Holder	- Include (without limitation), debenture stock and debenture stockholder.
Depositor	- A holder of Securities Account established by the Depository.

Deposited Security	- A security in the Company as defined under Central Depositories Act, standing to the credit of a Securities Account of a Depositor and includes securities in the Securities Account that is in suspense.
Directors	- The Directors for the time being of the Company and, unless the context otherwise provides or requires, includes an Alternate Director.
Dividend Reinvestment Scheme	- A scheme which enables shareholders to reinvest cash dividend into new shares.
Exempt Authorised Nominee	- An authorised nominee defined under Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.
Electronic Communication	- A document or information is sent or supplied by electronic communication if it is sent initially, and received at its destination by means of electronic equipment for the processing (which expression includes digital compression) or storage of data, and entirely transmitted, conveyed and received by wire, by radio, by optical means or by other electromagnetic means.
Exchange	- Bursa Malaysia Securities Berhad or such other names which it may be known from time to time.
General Meeting	- The meeting of the Members of the Company.
Foreign Register	- The register of holders maintained by the registrar of the Company in the jurisdiction of the Approved Market Place.
Issue Date	- The date of the issue of the ICPS.
ICPS Holder	- A person whose name is for the time being entered as the holder of an ICPS in the Company's Record of Depositors, and "Holders" shall be construed accordingly.
ICPS	- Irredeemable Convertible Preference Shares in the capital of the Company issued and allotted upon the terms and subject to the conditions of the Article 4.1(1).
Listing Requirements	- The listing requirements of the Exchange including any amendment to the listing requirements that may be made from time to time.
Market Day	- A day on which the Exchange is open for trading in Securities.

Member or Securities Holder	- Any person/persons for the time being holding shares in the Company and whose name appears in the Register of Members (except the Bursa Malaysia Depository Nominees Sdn. Bhd.) including depositors who shall be treated as Members pursuant to Section 35 of the Securities Industry (Central Depository) Act 1991 but excludes the Depository in its capacity as a bare trustee.
Month	- Calendar month.
Omnibus Account	- An account in which securities are held for two or more beneficial owners in one securities account.
Office	- The registered office for the time being of the Company.
Ordinary Resolution	- A resolution passed by a simple majority of more than half of such members who are entitled to vote and do vote in person, or where proxies are allowed, by proxy as in Section 291 of the Act.
Ordinary Shares	- Fully paid ordinary shares in the capital of the Company or, if all the Ordinary Shares are replaced by other securities (all of which are identical), the expression "Ordinary Shares" shall thereafter refer to those other securities.
Paid up	- Paid up or credited as paid up.
Prescribe Securities	- Has the same meaning as is assigned to that expression under the Central Depositories Act.
Record of Depositors	- A record provided by the Central Depository to the Company under Chapter 24.0 of the Rules.
Registrar	- Such person, firm or company which for the time being maintains in Malaysia, the register of securities holders.
Register of Members	- The Register of Members of the Company kept pursuant to the Act and unless otherwise expressly stated to the contrary, includes the Record of Depositors.
Rules	- The Rules of the Central Depository and any modifications or amendments to the same that may be made from time to time.
Seal	- The Common Seal of the Company or in appropriate case the Official Seal.
Secretary	- Any person appointed to perform the duties of the secretary of the Company.

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| Securities | - Shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007. |
| Securities Account | - An account established by the Central Depository for a Depositor for the recording of deposit of securities and for dealing in such securities by the Depositors. |
| Subsidiary | - As defined in Section 4 of the Act. |
| Shares | - Shares of the Company. |
| Special Resolution | - A resolution of which a notice of not less than twenty-one (21days) has been given and passed by a majority of not less than seventy-five per centum (75%) of such members who are entitled to vote and do vote in person, or where proxies are allowed, by proxy as in Section 292 of the Act. |
| The Share Registrar | - The person for the time being keeping the Register. |
- (b) Unless otherwise defined herein, words and expressions defined in the Act shall when used herein bear the same meaning in this Constitution.
- (c) Reference to a statute or a statutory provision herein shall be deemed to include any modification, re-enactment or consolidation thereof and any regulations, rules, orders or other statutory instruments made pursuant thereto.
- (d) Reference to “**writing**” or “**written**” shall, unless the contrary intention appears, be construed as including printing, lithography, photography and any other modes of representing or reproducing words, letters, figures or marks in a visible form or in any other form or manner, whether in hard copy or in electronic form sent by way of an electronic communication or otherwise in a form that allows the document and/or information to be easily accessible and reproduced into written, electronic or visible form.
- (e) Reference to “**electronic communications**” shall include, but not limited to, unless the contrary intention appears, references to delivery of documents or information in electronic form by electronic means to the electronic mail address or any other address or number of the addressee, as permitted by the Applicable Laws.
- (f) Unless there be something in the subject or context inconsistent therewith:
- (i) words importing the masculine gender only shall include the feminine and neuter genders and vice versa;
 - (ii) words importing persons shall include firms, partnership, companies and corporations;
 - (iii) the abbreviation “**RM**” or “**Ringgit Malaysia**” means the lawful currency of Malaysia.
- (g) Where a word or phrase is given a defined meaning in this Constitution, any other grammatical form in respect of such word or phrase has a corresponding meaning:

- (i) any reference in this Constitution to a numbered Article shall be construed as a reference to the Article bearing that number in this Constitution.
 - (ii) the headings and marginal notes in this Constitution are inserted for convenience of reference only and shall not affect the interpretation and construction of the provision therein.
 - (h) The reference to “**any act or thing done**” includes, but is not limited to, the making of a determination or the passing of a resolution, the granting or exercise of a power (including delegated power), the execution of a document or the appointment or removal of any person from an office or position.
 - (i) All references to time as regard to notice or otherwise shall refer to Malaysian time.
 - (j) Where by this Constitution, a minimum period is prescribed within which an act is to be done or omitted to be done and such minimum period is less than the minimum period required by any law or the Listing Requirements from time to time, such minimum period as set out in this Constitution shall be increased to such minimum period as may be required by law or the Listing Requirements.
 - (k) Where by this Constitution, a maximum period is prescribed within which an act is to be done or omitted to be done and such maximum period exceeds the maximum period imposed by any law or the Listing Requirements from time to time, such maximum period as set out in this Constitution shall be decreased to such maximum period as may be permitted by law or the Listing Requirements.
- 2.2
- (a) Subject to Applicable Laws, 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, to do any act which it may do or to enter into any transactions with the full rights, powers and privileges for the purposes of carrying out the objects specified under Article 1.5. Capacity and powers of the company
 - (b) Notwithstanding that the Company has the full rights, capacity and powers to carry out the objects specified in Article 1.5, the Company shall also have the powers:
 - (i) to grant pensions or gratuities to any past or serving Directors, officers or employees or to the relations, connections, or dependents of any such persons, of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or to effect and make payment towards insurances in respect of and for the benefit of any such persons and to establish or support associations, institutions, clubs, funds and trusts (whether solely connected with the trade, carried on by the Company or any subsidiary company or not) which may be considered or calculated to benefit any such persons or otherwise advance the interests of the Company or of its members.
 - (ii) to acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company or to acquire an interest in, amalgamate with or enter into any arrangements for sharing profits or for cooperation or for limiting competition or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or for any property acquired, any shares, debentures, or securities that may be agreed upon and to hold good and retail or sell, mortgage any shares, debentures or securities so received.

- (iii) to lend, advance or give credit to any person or company on security or otherwise with or without interest; and to mortgage, charge or assign its undertaking, property, asset, land, uncalled capital or any part thereof, to secure guarantee or indemnify and advance loan, liability, debt or obligations of the company or any person or company or any third party or for the account of another person, company or third party.
- (iv) to borrow or raise or secure the payment of money in such manner as may be thought fit, and for that purpose to issue notes, debentures, or debenture stock, perpetual or redeemable, or to accept bills of exchange or make promissory notes and to secure the repayment or any moneys borrowed or raised or owing by the Company by a charge or lien upon or conveyance of the whole or any part of the Company's property or assets, including its uncalled capital, and to give to lenders and creditors or trusts on their behalf, powers of sale and all other usual and necessary powers.

3. SHARE CAPITAL AND VARIATION OF RIGHTS

- 3.1 The shares in the original or any increased capital 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, return of capital, voting or otherwise. Class of shares
- 3.2 Subject always to the provisions under Article 3.1 hereof, the Company shall have the power to increase or reduce the capital, to consolidate or subdivide the shares into shares of larger or smaller amounts and to issue all or any part of the original or any additional capital as fully paid or partly paid shares, and with any special or preferential rights or privileges, or subject to any special terms or conditions and either with or without any special designation, and also from time to time to alter, modify, commute, abrogate or deal with any such privileges, terms, conditions or designations in accordance with the regulations for the time being of the Company. Alteration of share capital
- 3.3 (1) Subject to the Act, the these Articles, any unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Directors who may offer, issue, allot (with or without conferring a right to renunciation), grant options over, grant any right or rights to subscribe for such shares or any right or rights to convert any security into such shares, or otherwise deal with or dispose of them to such persons at such times and in such terms and conditions as they may determine. Allotment of shares
 - (2) Article 3.3(1) shall be subject to the following provisions:
 - (a) The Company shall not offer, issue, allot, grant options over shares, grant any right or right to subscribe for shares or any right or rights to convert any security into shares or otherwise deal with or dispose of shares which will or may have the effect of transferring a controlling interest in the Company without the prior approval of the Members in general meeting.
 - (b) Every issue of shares or options to employees of the Company and/or the Company's subsidiaries and/or Directors shall be approved by the members in general meeting and no Director shall participate in such issue of shares or option unless the members in general meeting have approved the specific allotment to be made to such directors subject always to the provisions of the Listing Requirements or such regulations or amendments as may be imposed by regulatory bodies from time to time.
 - (c) No shares shall be deemed at a discount except in accordance with Section 79 of the Act.

- (d) The rights attaching to shares of a class other than ordinary shares shall be expressed in the resolution creating them.
- (3) Subject to the Act and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine or as the Directors (subject to being duly authorised to so by an ordinary resolution of the Company) may determine.
- (4) Subject to any direction to the contrary that may be given by the Company in general meeting all new shares or other convertible securities shall, before issue be offered to such persons who at the date of the offer are entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiry of that time, or on the receipt of an intimation from the person to whom the offer is made he declines to accept the shares or securities offered, the Directors may dispose of those shares in such manner as they think most beneficial to the Company.

The Directors may likewise also dispose of any new share or security which (by reason of the ratio which the new shares bear to shares or securities held by persons entitled to an offer of new shares) cannot, in the opinion of the Directors, be conveniently offered under the Article.

- (5) Notwithstanding Article 3.3(4) (but subject to the Act), the Company may apply to Bursa Securities for a waiver from convening an Extraordinary General Meeting to obtain shareholders' approval for further issue of issues of shares (other than bonus or rights issues) where:
 - (a) the aggregate number of issues of shares (other than bonus and rights issues and other issues of shares which have been specifically approved by the shareholders in an Extraordinary General Meeting) in any one financial year in which such further issue or issues are made do not exceed 10% (or such higher percentage as Bursa Securities may from time to time allow either in respect of a particular financial year, generally or otherwise) of the Company's total number of issued share as at the last day of the financial year before such financial year; and
 - (b) in accordance with the provisions of Section 75 of the Act, there is still in effect a resolution approving the issuance of shares by the Company.
- (6) The Directors may at any time after the allotment of any share but before any person has been entered in the Register as the holder recognize a renunciation of such share by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation on such terms and conditions as the Directors may determine.
- (7) Subject to the Rules, not more than one (1) person can be entered as the holder of a share in the Record of Depositors.
- (8) Subject to the provision of the Act, and the requirements of the Bursa Securities and/or any other relevant authorised, the Company may from time to time, acquire by purchase in good faith and in the best interests of the Company, the Company's own shares through the Bursa Securities on which the shares are quoted provided always that the Company is solvent at the date of purchase of the Company's shares.

- 3.4 Nothing in this Constitution shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person. Renunciation of allotment of shares by allottee
- 3.5 If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may subject to Sections 55 and 65 of the Act, whether or not the Company is being wound up, be varied with: Modification of class rights
- 3.6.1 the written consent in writing representing not less than seventy-five per centum (75%) of the total voting rights of the shareholders in that class, or
- 3.6.2 with the sanction of a Special Resolution passed by shareholders at a separate meeting of the holders of the shares of that class.
- The provisions of the Act and this Constitution relating to meetings of Members shall mutatis mutandis apply to a meeting of holders of a class of shares convened to sanction a variation of class rights but so that the necessary quorum:
- (a) for a meeting other than an adjourned meeting shall be two (2) persons present or representing by proxy holding at least one-third (1/3) of the issued shares of that class (excluding any shares of that class held as treasury shares) and that any holder of shares of that class present in person or by proxy may demand a poll; and
- (b) for an adjourned meeting shall be one (1) person present or representing by proxy holding shares of such class.
- To every such Special Resolution the provisions of Section 292 of the Act shall, with such adaptations as are necessary, apply.
- 3.6 The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or in all respects pari passu therewith. Ranking of class rights
- 3.7 The Company may exercise the powers of paying commissions conferred by the Act, provided that the rate, per centum or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the commission shall not exceed the rate often per centum (10%) of the price at which the shares in respect whereof the same is paid or are issued or an amount equal to ten per centum (10%) of that price (as the case may be). Commission on subscription of shares
- Such commission may be satisfied by the payment of cash or the allotment of fully paid up shares or partly paid up shares or by a combination of any of the aforesaid methods of payment. The Company may also on any issue of shares pay such brokerage as may be lawful.
- 3.8 Where any shares are issued for the purpose of raising money to defray the expenses of construction of any works or buildings or the provision of any plant which cannot be made profitable for a long period, the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in Section 130 of the Act and may charge the same to capital as part of the cost of construction of the works or buildings or the provision of the plant. Interest on share capital during construction

- 3.9 If two (2) or more persons are registered as joint holders of any share, any one (1) of such persons may give effectual receipts for any interest or returns, dividends or other moneys payable in respect of such share. Receipts of joint holders
- 3.10 Except as required by law, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share or unit of share or (except only as by these Constitution or by law otherwise provided) any other rights in respect of any share except in an absolute right to the entirety thereof of the registered holder. Trusts not to be recognized
- 3.11 The Company is empowered to require any member or transferee prior to the registration of transfer to furnish the nature of his shareholding and may also require a trustee or nominee to provide such particulars to enable the Company to identify the beneficial owners and nature of their interest. Power to ask particulars
- 3.12 Shares may be registered in the name of an incorporated Company or other corporate body but not in the name of a minor or a person of unsound mind or who is insolvent or in the name of any firm or partnership. Shares not registered in the name of minor etc.
- 3.13 All new issues of securities by the Company for which listing is sought shall be made by way of crediting the securities accounts of the allottees with such securities save and except where it is specifically exempted from compliance with Section 38 of the Central Depositories Act, in which event it shall so similarly be exempted from compliance with the Listing Requirements. New issue of securities

For this purpose, the Company must notify the Central Depository of the names of the allottees and all such particulars required by the Central Depository, to enable the Central Depository to make the appropriate entries in the securities account of such allottee.

- 3.14 Subject to the provisions of Applicable Laws, the Company may issue share certificates or jumbo certificates under the share seal or Seal of the Company on such terms and in such form as the Directors may from time to time prescribe PROVIDED ALWAYS that such certificates shall comply with all security features, size and other requirements prescribed by the Exchange or any stock exchange on which the shares of the Company are listed. Share certificates

Every certificate shall bear the manuscript or facsimile signature (or some other mechanical or electronic or such other means as specified by the Directors from time to time in a resolution) of at least one (1) Director and a second Director or the Secretary or some other person nominated by the Directors for the purpose, and shall specify the number and class of shares.

4. Irredeemable Convertible Preference Shares (“ICPS”)

- 4.1 The ICPS shall rank equally in all respects amongst all ICPS and shall confer on their ICPS Holders the following rights and be subjected to the following restrictions: Irredeemable Convertible Preference Shares (“ICPS”)

(1) Terms of the ICPS

Issue Size - Up to RM201,202,979.20 in value of ICPS comprising up to 2,515,037,240 ICPS.

Issue Price - RM0.08 per ICPS.

Terms of ICPS

- Board Lot - For the purpose of trading on Bursa Malaysia Securities Berhad (“Bursa Securities”), a board lot of ICPS will be 100 ICPS or in such other denomination as may be permitted by Bursa Securities from time to time.
- Tenure - Five (5) years commencing from and inclusive of the Issue Date.
- Maturity Date - The date immediately preceding the fifth (5th) anniversary from the Issue Date of the ICPS, and if such date is a non-market day, then the maturity date will be on the immediate preceding market day.
- Redemption - Not redeemable.
- Conversion Mode - The ICPS may be converted into new Shares in the following manner:
- (a) by surrendering for cancellation ten (10) ICPS to be converted into one (1) new ATTA Share; or
 - (b) by surrendering for cancellation such number of ICPS with an aggregate value below the Conversion Price, subject to a minimum of one (1) ICPS, and paying the difference between the aggregate value of the ICPS surrendered and the Conversion Price in cash for one (1) new ATTA Share,
- subject to the adjustments as stated in Article 4.2.
- Conversion Period - The ICPS shall be convertible into new ATTA Shares on any market day commencing on and including the Issue Date of the ICPS up to and including the Maturity Date.
- Any outstanding ICPS not converted at the end of the Conversion Period shall be mandatorily converted into new Shares at the Conversion Price on the Maturity Date by surrendering ten (10) ICPS for one (1) new Share without the payment of additional consideration by the ICPS holder, into fully paid new Shares.
- Any fractional new Share arising from the mandatory conversion of the ICPS on the Maturity Date shall be disregarded and be dealt with by the Board as it may deem fit and expedient in the best interest of the Company.
- Dividend - A cumulative preference dividend rate of 40.0 sen per hundred (100) ICPS per annum, if declared, shall be payable annually (“ICPS Dividend Date”) in arrears out of post taxation profits. For the avoidance of doubt, the ICPS Dividend Date shall refer to a market day immediately before the ICPS anniversary date of the Issue Date and if such date is not a market day, then on immediate preceding market day.

No dividend shall be paid on the Ordinary Shares of the Company unless the dividends on the ICPS have first been paid and shall be in priority over the Ordinary Shares of the Company.

The right to receive dividends, including dividends in arrears, shall cease (save for dividends declared and unpaid) once the ICPS are converted into ATTA Shares (including where the ICPS are mandatorily converted in accordance with the terms of the ICPS).

Priority on Winding-up and Return of Capital

- In the event of any liquidation, dissolution or winding up of ATTA, whether voluntary or involuntary ("Liquidation Event"), the funds and assets that may be legally distributed to the Company's shareholders (the "Available Funds and Assets") shall be distributed to the shareholders in the following manner and order:

- (i) Firstly, the holders of each ICPS then in issue shall be entitled to be paid, out of the Available Funds and Assets, in respect of the holders of the ICPS, all expected dividend from the ICPS' original issue date (including the amount of any dividend that has been declared and remaining in arrears) up to the Liquidation Event less any interim dividends or distributions paid, and in the case of holders of any other classes of preference shares ranking *pari passu* with the ICPS which ATTA may from time to time allot, their respective entitled dividends, provided that where the Available Funds and Assets are insufficient to permit the payment to each holder of the ICPS their full preferential amounts in this subparagraph (i), the Available Funds and Assets shall be distributed, on an equal priority, on *pari passu* basis, among all the holders of the ICPS in proportion to each holder's preferential entitlement due under their respective ICPS;
- (ii) Secondly, the holder of each ICPS then in issue shall be entitled to be paid, out of the Available Funds and Assets after payment of any dividend payable under subparagraph (i) above (including the amount of any dividend that has been declared and remaining in arrears), and prior and in preference to any payment or distribution (or any setting apart of any payment or distribution) of any Available Funds and Assets on any ordinary shares, an amount per share equal to the value of each such ICPS, respectively.

If upon any liquidation, dissolution or winding up of the Company, the Available Funds and Assets shall be insufficient to permit the payment to holders of the ICPS of their full preferential amounts described in this subparagraph (ii), then all the remaining Available Funds and Assets shall be distributed, on an equal priority, on *pari passu* basis, among the holders of the ICPS then

in issue in proportion to each holder's preferential entitlement in this subparagraph (ii) due under their respective ICPS; and

- (iii) Lastly, if there are any Available Funds and Assets remaining after the payment or distribution (or the setting aside for payment or distribution) to the holders of the ICPS of their full preferential amounts described above in subparagraphs (i) and (ii), then all such remaining Available Funds and Assets shall be distributed among the holders of the Ordinary Shares then in issue pro rata according to the number of Ordinary Shares held by each holder thereof,

provided, however, that upon the occurrence of a Liquidation Event, the holders of the ICPS shall be entitled to convert any or all of its respective ICPS in accordance with Article 4.1(1).

Conversion

- (i) The ICPS Holder shall, at any time on any day between Monday to Friday that is not a public holiday, from the Issue Date up to and including the Maturity Date, be entitled to convert its ICPS or any part thereof into new Ordinary Shares at the Conversion Price based on the Conversion Mode provided that a Conversion Notice (as defined in Article 4.1(1)) has been given to the Company.
- (ii) The Conversion Notice once submitted, shall not be withdrawn without the consent in writing of the Company.
- (iii) Subject always to the prevailing applicable laws, rules and regulations, within eight (8) market days of receipt of the duly completed Conversion Notice or on the Conversion Date, whichever is the later, the Company shall allot and issue to the ICPS Holder the number of new Ordinary Share to which the ICPS Holder is entitled to pursuant to the terms of the ICPS and such allotment and issuance shall be in full satisfaction and discharge of the amount of the ICPS stated in the Conversion Notice.
- (iv) All new Ordinary Shares issued in respect of the ICPS or part thereof so converted shall be credited as fully paid up and shall rank pari passu with all existing Ordinary Shares of the Company save that such new Ordinary Shares shall not be entitled to any dividends, rights, allotments, and/or other distributions that may be declared, the entitlement date of which is prior to the date of allotment of the said new Ordinary Shares.

- Conversion Notice - An ICPS Holder shall give a notice in writing in a prescribed form as approved by the Company ("Conversion Notice") before the Conversion Date to the Company of his intention to convert all or a portion of the ICPS then outstanding held by such ICPS Holder, which have been issued and are fully paid up. The applicable Conversion Date shall be specified in the said Conversion Notice.

Once the Conversion Notice has been submitted to the Company, the ICPS Holder shall not sell, transfer, dispose or otherwise encumber the ICPS the conversion rights of which have been exercised under the Conversion Notice. The Conversion Notice shall not be withdrawn without written consent from the Company.

Subject always to all applicable prevailing laws, rules and regulations, the Company shall or the Registrar shall within eight (8) market days from its receipt of the Conversion Notice or the Conversion Date, whichever is the later, take all such steps as may be necessary or requisite to credit the allotted ordinary shares into the securities accounts of the ICPS Holder.

- Class Meetings - ICPS Holders shall be entitled to attend class meetings of ICPS Holders. Every ICPS Holder who is present in person at such class meetings shall have one vote on a show of hands and on a poll one vote for every ICPS of which he is the ICPS holder. Notice of such class meetings shall be given in accordance with the procedures in respect of notice of General Meetings as set out in these presents.

- Further Participation - The ICPS Holder shall not be entitled to participate in the profit or assets of the Company beyond such rights as are expressly set out in this Article 4.1(1).

- Voting - (i) The ICPS Holders are not entitled to any voting rights or participation in any rights, allotments and/or other distribution in the Company except in the following circumstances until and unless such holders convert their ICPS into new Shares:
- (aa) on a proposal for the winding-up, liquidation, compromise and/or arrangement of the Company for the winding-up, liquidation, compromise and/or arrangement of the Company and during the winding-up, liquidation, compromise and/or arrangement of the Company;
 - (bb) any resolution which varies or is deemed to vary the rights and privileges attached to the ICPS;
 - (cc) any resolution to reduce the share capital of the Company;

- (dd) any resolution for the purposes of sanctioning the disposal of the whole or a substantial part (as defined in Section 223 of the Companies Act 2016) of the property, business, or undertaking of the Company; and
 - (ee) other circumstances as may be provided under law and applicable to preference shares and/or preference shareholders from time to time.
 - (ii) With respect to matters to which the ICPS Holders have the right to vote, the ICPS Holders shall be entitled to vote together with the Members. If the voting is by way of a poll, the ICPS Holder shall have one (1) vote for each ICPS held by him.
- Further Issues of Preference Shares - Subject to the Act, the Company is authorised to issue preference shares which:
- (i) carry terms or a conversion mode equal to or less favourable than the terms or the Conversion Mode of the ICPS; or
 - (ii) rank pari passu with the ICPS.
- The rights attached to the ICPS shall not be deemed to be varied by the creation or issue of any of the aforesaid preference shares.
- Fractional Entitlements - Any fraction of an Ordinary Share arising on Conversion in favour of a holder of the ICPS otherwise entitled thereto shall be disregarded.
- Transferability - (i) The ICPS shall be transferable by way of a transfer of title on the ICPS certificate;
- (ii) As the ICPS will be listed on and traded on the Main Market of Bursa Securities, the ICPS will be deposited with the central depository system of Bursa Securities and will be subject to the Rules of Bursa Malaysia Depository Sdn Bhd.
- Modification of rights - The Company may from time to time with the consent or sanction of all holders of the ICPS make modifications to the terms of which in the opinion of the Company are not materially prejudicial to the interest of the holders of the ICPS or are to correct a manifest error or to comply with mandatory provisions of the laws of Malaysia and the relevant regulations.

4.2 Adjustment in Relation to the Conversion of the ICPS

- (a) The Conversion Price will be adjusted, at the determination of the Company upon consultation with its advisers and certified by the auditors, in all or any of the following cases:

Adjustment in relation to the conversion of the ICPS

- (i) A bonus issue of ordinary shares by the Company;
- (ii) A rights issue of ordinary shares or convertible securities by the Company;
- (iii) A capital distribution to shareholders made by the Company whether on a reduction of capital or otherwise, but excluding any cancellation of capital which is lost or unrepresented by assets; or
- (iv) any circumstances which in the opinion of the Directors would have the effect of diluting the interests of the ICPS Holders.

In any event, no adjustment to the Conversion Price shall be made unless it has been duly certified by the auditors of the Company.

- (b) Whenever there is an adjustment as herein provided, the Company shall make available for inspection at the registered office of the Company, a copy of the certificate from the Auditors certifying the adjustment and setting forth brief particulars of the events giving rise to the adjustment, and the period during which the adjustment shall apply.
- (c) In giving any certificate or making any adjustment hereunder, the Auditors shall be deemed to be acting as experts and not as arbitrators (to the intent that the Arbitration Act 2005 shall not apply) and in the absence of manifest error, their decision shall be conclusive and binding on all ICPS Holders and any other person having interest in any Security of the Company.

5. CALLS ON SHARES

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| 5.1 | The Board may from time to time make calls upon the Members as the Board may think fit in respect of any amount unpaid on their shares and not by the conditions of allotment thereof made payable at fixed times. Each Member shall (subject to receiving at least fourteen (14) days' notice specifying the date, time or times and place of payment except in the case of calls payable at fixed times pursuant to the conditions of allotment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Board may determine. | Directors may make calls |
| 5.2 | A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed. Any call may be made payable either in one sum or by instalments. No shareholder shall be entitled to receive any dividend or to exercise any privilege as a Member until he shall have paid all calls for the time being due and payable on every share held by him together with interest and expenses (if any). | When call deemed made |
| 5.3 | The joint holders of a share shall be jointly and severally liable to the payment of all calls and instalments in respect thereof. | Liability of joint holders |
| 5.4 | If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding ten per cent (10%) per annum as the Board may determine, but the Board shall be at liberty to waive payment of the interest wholly or in part. | Interest on unpaid calls |
| 5.5 | Any sum which by the terms of issue of a share is made payable on allotment or at any fixed date shall for the purposes of this Constitution be deemed to be a call duly made and payable on the date fixed for payment, and in the case of non-payment, all the relevant provisions of this Constitution as to payment of interest and expenses, | Sums payable on allotment deemed a call |

forfeiture or otherwise shall apply as if such sum were a call duly made and notified as hereby provided.

- 5.6 The Board may, on the issue of shares, differentiate between the holders as to the amount of calls or instalment to be paid and the times of payment of such calls. Difference in calls
- 5.7 The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the money payable in respect of any share held by him beyond the amount of the calls actually made thereon and upon all or any part of the money so advanced, the Company may (until the same would, but for the advance, become payable) pay interest at such rate not exceeding ten per centum (10%) per annum (unless the Company in a meeting of Members shall otherwise direct) as may be agreed upon by the Board and the Member paying the sum in advance. Such capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. Except in liquidation, sums paid in advance of calls shall not, until the same would but for such advance has become payable be treated as paid up on the shares in respect of which they have been paid. Calls may be paid in advance
- 5.8 Capital paid on shares in advance of calls shall not, while carrying interest, confer a right to participate in profits. Capital paid on shares in advance

6. LIEN

- 6.1 The Company shall have a first and paramount lien on every share (not being a fully paid up share), such lien to be restricted to unpaid calls and instalments upon the specific shares in respect of which such monies are due and unpaid, and to such amount 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
- The Company's lien, if any, on share shall extend to all dividends payable thereon and other moneys payable thereon or in respect thereof. The Board may at any time declare any share to be wholly or in part exempted from the provisions of this Article.
- 6.2 The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen (14) days after a 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. Lien may be enforced by sale of shares
- 6.3 To give effect to any such sale, the Directors may authorise that the transfer of the shares sold be credited into the Securities Account of the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale and the remedy of the former holder of such shares or of any person claiming under or through him in respect of any alleged irregularity or invalidity shall be against the Company in damages only. Directors may effect transfer
- 6.4 The proceeds of the sale after payment of the amount of interests and costs relating to the sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a similar lien for sums not presently payable but existing 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

7. INFORMATION OF SHAREHOLDING

- 7.1 (a) The Company may by notice in writing require any member of the Company within such reasonable time as is specified in the notice:
- (i) to inform the Company whether he holds any voting shares in the Company as beneficial owner or as trustee; and
 - (ii) if he holds them as trustee, to indicate so far as he can the persons for whom he holds them by name and by other particulars sufficient to enable those persons to be identified and the nature of their interest.
- (b) Where the Company is informed in pursuance of a notice given to any person under Article 7.1 hereof or this Article that any other person has an interest in any of the voting shares in the Company, the Company may by notice in writing require that other person within such reasonable time as is specified in the notice:
- (i) to inform the Company whether he holds that interest as beneficial owner or as trustee; and
 - (ii) if he holds the interest as trustee, to indicate so far as he can the persons for whom he holds such interest by name and by other particulars sufficient to enable them to be identified and the nature of their interest.
- (c) The Company may by notice in writing require a Member to inform the Company, within such reasonable time as is specified in the notice, whether any of the voting rights carried by any voting shares in the Company held by him are the subject of an agreement or arrangement under which another person is entitled to control his exercise of those rights and, if so, to give particulars of the agreement or arrangement and the parties to such agreement or arrangement.

8. TRANSFER OF SECURITIES

- 8.1 No share shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind.
- 8.2 The Company shall not be bound to register more than two (2) persons as the holder of any share except in the case of executors or administrators of the estate of a deceased member.
- 8.3 The transfer of any securities or class of securities of the Company, shall be by way of book entry by the Central Depository in accordance with the Rules, and notwithstanding Sections 105, 106 and 110 of the Act, but subject to Section 148(2) of the Act and any exemption that may be made from compliance with Section 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of securities.
- 8.4 Subject to the provisions of Applicable Laws and the restrictions of this Constitution, any Member may transfer all or any of his shares by instrument in writing in the form prescribed under the Applicable Laws and approved by the Exchange, as the case may be.
- 8.5 Subject to the Central Depositories Act and the Rules, the instrument of transfer of any share shall be executed by or on behalf of the transferor and the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.

- 8.6 Subject to the provisions of Applicable Laws, the registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine but so that no part of the Register of Members shall be closed for more than thirty (30) Days in aggregate in any calendar year. Ten (10) Market Days' notice (or such other period as may from time to time be prescribed by the Exchange or any stock exchange on which the Company's shares are listed) of intention of such suspension or closing of the Register of Members shall be published in a daily newspaper circulating in Malaysia and shall also be given to the Exchange stating the period and the purpose for the suspension or closing of the Register of Members.

Suspension of registration of transfers

In accordance with the Central Depositories Act and the Rules, the Company shall give written notice to the Central Depository of the suspension or closing of the Register of Members, to enable the Central Depository to prepare the appropriate Record of Depositors.

- 8.7 Where by the exercise of reasonable diligence the Company is unable to discover the whereabouts of a member for a period of not less than ten (10) years, the Company may cause an advertisement to be published in a newspaper circulating in the place shown in the Register of Members as the address of the member stating that the Company after expiration of thirty (30) days from the date of the advertisement intends to transfer the shares to the Minister charged with responsibility for finance.

Disposal of shares of members whose whereabouts is unknown

If after the expiration of thirty (30) days from the date of the advertisement the whereabouts of the member remains unknown, the Company may cause the shares held by member in the Company to be transferred to the Minister charged with the responsibility for finance.

9. OVERSEAS BRANCH REGISTER OF MEMBERS

- 9.1 Subject to the Depositories Act and the Rule, the Company may establish and keep in any place outside Malaysia a branch register of its Members in accordance with Section 53 of the Act.
- 9.2 Subject to the Act and these Articles, any such register shall be established and kept in such manner as the Directors may from time to time determine.
- 9.3 For the purpose of any branch register, the Directors may empower any officer of the Company or other person or persons or committee ('Local Authority') to keep the register in such manner and subject to such regulations as the Directors may from time to time prescribe or allow, and may delegate to any such Local Authority the duty of examining and passing or refusing transfers and transmissions and approving or refusing to approve transferees of shares and of issuing certificates of shares.
- 9.4 The Local Authority shall from time to time transmit to the Office copies of every entry on any branch register as required by Section 53 of the Act.

Branch register

Directors may from time to time determine

Directors may empower any officer of the company

Transmit to the office copies

10. TRANSMISSION OF SECURITIES FROM FOREIGN REGISTER

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

Transmission from foreign register

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

11. TRANSMISSION OF SECURITIES

- 11.1 In the case of the death of a Member, the legal representatives of the deceased Member shall be the only persons recognised by the Company as having any title to his interest in the shares but nothing herein contained shall release the estate of a deceased Member from any liability in respect of any share which had been held by him. Death of member
- 11.2 Subject to these Articles and the Rules, any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon such evidence being produced as may from time to time properly be required by the Directors and Central Depository as hereinafter provided, elect either to be registered himself as a member in respect of such shares or to have some person nominated by him registered as the transferee thereof, but the Board shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that Member before his death or bankruptcy. Share of deceased or bankrupt member
- 11.3 If the person so becoming entitled elects to be registered himself, he shall, subject to the Rules, deliver or send to the Central Depository a request for the transfer of the shares to his securities account. If he elects to have another person registered, he shall, subject to the Rules, deliver or send to the Central Depository a request for transfer of the shares to that person's securities account. All the limitations, restrictions and provisions of these Articles and the Rules relating to the right to transfer and the registration of transfers of shares shall be applicable to any such request and transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the request for transfer were signed by that Member. Notice of election
- 11.4 Where the registered holder of any share dies or becomes bankrupt his personal representative or the assignee of his estate, as the case may be, shall, upon the production of such evidence as may from time to time be properly required by the Directors in that behalf, and upon registration as a Member, be entitled to the same dividends and other advantages and to the same rights (whether in relation to meetings of Members or to voting or otherwise) as the registered holder would have been entitled to if he had not died or become bankrupt. Person entitled or may receive dividend, etc.

12. FORFEITURE AND SURRENDER OF SHARES

- 12.1 If a Member fails to pay the whole or any part of any call or instalment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as the call or any part thereof remains unpaid, serve a notice on him requiring him to pay such call or such part thereof as remains unpaid, together with any interest which may have accrued. Notice requiring payment
- 12.2 The notice shall name a further day (not earlier than the expiration of fourteen (14) days from the date of service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time and place appointed, the shares in respect of which the call was made will be liable to be forfeited. Particulars in notice

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| 12.3 | If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given, may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture. The Directors may accept the surrender of any share liable to be forfeited hereunder. | Share forfeiture by resolution of directors |
| 12.4 | A share so forfeited or surrendered shall become the property of the Company and may be re-allotted, re-sold or otherwise disposed of either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto, or to any other person on such terms and in such manner as the Directors think fit, and at any time before the sale or re-allotment or disposal, the forfeiture or surrender may be cancelled on such terms as the Directors think fit. If any share is forfeited or surrendered and sold or disposed of, the proceeds from the sale after the satisfaction of the amount of the unpaid calls, accrued interests and costs relating to the sale shall be received by the Company and applied in or towards payment to the person whose shares have been forfeited or surrendered at the date of the sale or his executors, administrators or assignees or as he directs. | Shares forfeited and cancellation of forfeiture |
| 12.5 | A person whose shares have been forfeited or surrendered shall cease to be a member in respect of the forfeited or surrendered shares, but shall notwithstanding, remain liable to pay to the Company all monies which, at the date of forfeiture or surrender was payable by him to the Company in respect of the shares (together with interest at the rate of ten per centum (10%) per annum from the date of forfeiture or surrender on the money for the time being unpaid if the Directors think fit to enforce payment of such interest) but his liability shall cease if and when the Company received payment in full of all such monies in respect of the shares. | Liability of member in respect of forfeited shares |
| 12.6 | A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share in the Company has been duly forfeited or surrendered and sold or disposed of to satisfy a lien on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares. | Evidence of forfeiture |
| 12.7 | The Company may receive the consideration, if any, given for the forfeited or surrendered share on any sales or disposal thereof. Subject to the Rules, the Company may, for and on behalf of the person whose shares were forfeited or surrendered and sold or disposed of, request the Central Depository to transfer such shares to the securities account of the person to whom the shares are sold or otherwise disposed of and he shall thereupon be registered as the Depositor in respect of such shares, and shall not have his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or other disposal of the share. | Procedure for sale of forfeited/ surrendered shares |
| 12.8 | The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, as if the same had been payable by virtue of a call duly made and notified. | Non-payment of sums due on issue of shares |
| 12.9 | When any share has been forfeited in accordance with these Articles, notice of the forfeiture shall be given within fourteen (14) days of such forfeiture to the holder of the share or to the person entitled to the share by reason of his death or bankruptcy as the case may be, and an entry of such notice having been given and of the forfeiture with the date thereof shall forthwith be made in the Register of Members opposite to the shares. | Notice of forfeiture |

13. CONVERSION OF SHARES INTO STOCK

- 13.1 The Company may by Ordinary Resolution passed at a meeting of Members convert any paid-up shares into stock or re-convert any stock into paid-up shares of any denomination. Conversion to be at meeting of members
- 13.2 The stockholders may transfer the stocks or any part thereof in the same manner as the transfer of shares from which the stock arose may, before the conversion, have been transferred or as near thereto as circumstances admit; but the Directors may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum. Transfer of stock
- 13.3 The stockholders 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 Members and other matters as if they held the shares from which the stock arose, but no such rights, privileges or advantages (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by any such part of stock which would not, if existing in shares, have conferred that rights, privileges or advantages. Participation of stockholders
- 13.4 All such provisions of these Articles as are applicable to paid up shares shall apply to stock and the words “share” and “Member” therein shall include “stock” and “stockholder” respectively. Definition

14. INCREASE OF CAPITAL

- 14.1 The Company may from time to time, whether all the shares for the time being issued shall have been fully called up or not, by Ordinary Resolution increase its share capital by the creation and issue of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company by the resolution authorising such increase directs. Power to increase capital
- 14.2 Subject to any direction to the contrary that may be given by the Company in a meeting of Members, all new shares or other convertible securities of whatever kind, before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of meetings of Members in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered and limiting a time within which the offer, if not accepted, shall be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. Issue of new shares
- The Directors may likewise also dispose of any new shares or securities which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Article.
- 14.3 Except so far as otherwise provided by the conditions of issue in this Constitution, any share capital raised by the creation of new shares shall be considered as part of the original share capital of the Company and shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture or surrender and otherwise as the original share capital. Ranking of new shares

15. ALTERATION OF CAPITAL

- 15.1 The Company may by Ordinary Resolution: Power to alter capital
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (b) subdivide its share capital or any part thereof into shares of smaller amount than is fixed by this Constitution by subdivision of its existing shares or any of them, subject nevertheless to the provisions of the Act and so that as between the resulting shares, one (1) or more of such shares may, by the resolution by which such subdivision is effected, be given any preference or advantage as regards dividend, return of capital, voting or otherwise over the others or any other of such shares;
 - (c) cancel shares which at the date of the passing of the Resolution in that behalf have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled; and
 - (d) subject to the provisions of this Constitution and the Act, convert and/or re-classify part or all of an existing class or classes of shares into any other class of share.
- 15.2 The Company may by Special Resolution reduce its share capital in any manner permitted or authorised under and in compliance with Applicable Laws. Power to reduce capital
- 15.3 Subject to the provisions of Applicable Laws, the Company may with the sanction of an ordinary resolution of the Members in a meeting of Members, purchase its own shares upon and subject to such terms and conditions as the Directors may, in their discretion deem fit or necessary, purchase its own shares on such terms and conditions as the Directors may deem fit in the best interest of the Company. Share Buy Back

16. GENERAL MEETINGS / MEETINGS OF MEMBERS

- 16.1 The Company shall in every calendar year, at such time and place as may be determined by the Directors, hold an annual general meeting in addition to any other meetings in that year, within six (6) months of the Company's financial year end and not more than fifteen (15) months after the last preceding annual general meeting. Annual General Meeting
- 16.2 All meeting of Members other than annual general meetings shall be called Meeting of Members or Extraordinary General Meetings. Other General Meetings
- 16.3 (a) The Directors may, whenever they think fit convene a Meeting of Members. Any Member holding at least ten per centum (10%) of the issued share capital of the Company may also convene a Meeting of Members in the same manner as nearly as possible as that in which Meetings of Members may be convened by the Directors. The Members representing at least ten per centum (10%) of the paid-up capital of the Company (excluding any paid-up capital held as treasury shares) carrying the right of voting at Meetings of Members, may require the Directors to convene an Extraordinary General Meeting in accordance with the Act. Power to convene meetings of members
- (b) The requisition referred to in Article 16.3:
- (i) shall be in hardcopy or electronic form;
 - (ii) shall state the general nature of the business to be dealt with at the meeting;

- (iii) may include the text of a resolution that may properly be moved and is intended to be moved at the meeting; and
 - (iv) shall be signed or authenticated by the person making the requisition.
- 16.4 (a) The meeting of Members may be held at more than one (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. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum. Meetings of members at two (2) or more venues
- (b) The main venue of the meeting shall be in Malaysia and the chairman shall be present at that main venue of the meeting.
- 16.5 (a) All meetings of Members shall be held at such time, day and place as the Directors shall determine. Subject to the provisions of the Act relating to the convening of meetings to pass special resolutions and agreements for shorter notice, the notices convening meetings shall specify the place, day and hour of the meeting, and shall be given to: Notice of meeting
 - (i) all members (other than those who under the provisions of these Articles of the terms of issue if the shares held by them are not entitled to receive notices of general meetings of the Company);
 - (ii) the Auditors for the time being of the Company;
 - (iii) the Directors of the Company; and
 - (iv) every stock exchange on which the Company is listed.

at least fourteen (14) days before the meeting or at least twenty-one (21) before the meeting where any special resolution is to be proposed or where it is an annual general meeting. The notice shall be exclusive of the day on which it is served or deemed to be served and of the meeting day for which it is given.
- (b) Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business.
- (c) At least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any special resolution is to be proposed or where it is an annual general meeting, of every such meeting shall also be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to the Exchange and each stock exchange on which the Company is listed.
- (d) Every notice convening a meeting to consider a special resolution shall state the intention to propose such resolution as a special resolution.
- 16.6 A meeting shall, notwithstanding that it is called by notice shorter than is required by Article 16.5 be deemed to be duly called if it so agreed: Consent to short notice
 - (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; or
 - (b) in the case of any other meetings, by a majority in number of the members having a right to attend and vote thereat, being a majority which together holds not less than ninety-five percent (95%) in the total number of the shares having a right to

- attend and vote at the meeting (excluding any shares in the Company held as treasury shares).
- 16.7 (a) The Company shall request the Central Depository, in accordance with the Rules, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company. Records of Depositors
- (b) The Company shall request the Central Depository, in accordance with the Rules, to issue a Record of Depositors as at the latest date which is reasonably practicable which shall in any event be not less than three (3) Market Days before the general meeting (hereinafter referred to as the "General Meeting Record of Depositors"). General Meeting Record of Depositors
- (c) Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable), a Depositor shall not be regarded as a Member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors. Non-Registration of Depositor
- 16.8 Subject always to the provisions of the Act, all business that are transacted at a meeting of Members of which notice has been given in the notice convening the meeting and all business that are transacted at an annual general meeting of which notice has been given as foresaid shall be deemed special, with the exception of: Business at meetings
- (a) laying of audited financial statements and reports of the Directors and Auditors;
- (b) declaring a dividend;
- (c) the election of Directors in place of those retiring;
- (d) the appointment and fixing of the fees and benefits of Directors; and
- (e) the appointment and fixing the remuneration of the Auditors in accordance with the Act.
- 16.9 In every notice calling a meeting of Members, there shall appear with reasonable prominence a statement that a Member (including the Authorised Nominee) entitled to attend and vote is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his stead and that a proxy need not be a Member of the Company. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholding to be represented by each proxy respectively. Member's right to appoint proxy to speak
- 16.10 The accidental omission to give notice of any meeting to, or the non-receipt of notice of a meeting by any person entitled to receive such notice shall not invalidate any resolution passed or the proceedings at any such meeting. Omission to give notice
- 16.11 Where by the Act special notice is required of a resolution, the resolution shall not be effective unless notice of the intention to move it has been given to the Company not less than twenty-eight (28) days before the meeting at which it is moved and the Company shall give members notice of any such resolution at the same time and in the same manner as it gives notice of the meeting or, if that is not practicable, shall give them notice thereof before the meeting, in any manner allowed by these Articles, not less than fourteen (14) days' notice or twenty-one (21) days' notice in the case where any special resolution is to be proposed or where it is an annual general meeting, but if after notice of the intention to move such a resolution has been given to the Company, a meeting is called for a date twenty-eight (28) days or less after the notice has been given the notice although not given to the Company within the time required by this Article shall be deemed to be properly given. Special Notice

17. PROCEEDINGS AT GENERAL MEETINGS / MEETINGS OF MEMBERS

- 17.1 All Directors shall be entitled to attend and speak at general meetings of the Company. Directors to attend general meetings
- 17.2 (a) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two (2) Members present in person or by proxy or attorney or authorised representative entitled to vote shall be a quorum. For the purposes of constituting a quorum, one (1) representative appointed by a corporation shall be counted as one (1) Member and one (1) or more proxies appointed by a person shall also be counted as one (1) Member. Quorum
- (b) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week (or if that day be a public holiday, then to the next business day following that public holiday) at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at such adjourned meeting, a quorum is not present within fifteen (15) minutes from the time appointed for holding the adjourned meeting, the Members present shall be a quorum. Lack of quorum
- 17.3 (1) The Chairman of the Board (if any) or, in his absence, the Deputy Chairman of the Board (if any) shall preside as Chairman at every general meeting of the Company. If there is no such Chairman or Deputy Chairman, or if at any meeting neither the Chairman nor the Deputy Chairman is present within fifteen (15) minutes after the time appointed for holding the meeting, or shall decline to take or shall retire from the chair, the Directors present shall choose one (1) of the Directors to act as Chairman of such meeting, or if only one (1) Director is present, he shall preside as the Chairman if he is willing to act. If no Director is present, or if each of the Directors present declines to take the Chair, the members present in person or by proxy and entitled to vote shall elect one (1) of their own members to be Chairman at such meeting. The election of the chairman shall be by a show of hands. However, a proxy shall not be eligible for election as chairman of the meeting. Chairman of general meeting
- (2) Without prejudice to any other power which the Chairman may have under the provisions of this Constitution or at common law and subject to the Act and the Listing Requirements, the Chairman shall have full discretion on the general conduct of meeting, procedures to be adopted at the meeting to ensure proper and orderly conduct of the business of all general meetings as specified in the notice of such meetings and the Chairman's decision on matters of procedure or arising incidentally from the business of such meetings shall be final, as shall be his determination as to whether any matter is of such a nature. The Chairman may also at his discretion and in accordance with applicable laws, decides whether to admit new business at a meeting of shareholders. Chairman's discretion on meeting produces
- (3) The Chairman of a meeting can take any action he considers appropriate: Authority of Chairman for orderly and proper conduct
- (a) for proper and orderly conduct at a general meeting. This may include, demanding that debate or discussion on any business, question, motion or resolution being ended or that business or that the business, question, motion or resolution be put to a vote of the members; or so that the meeting reflects the wishes of the majority.
- (b) so that the meeting reflects the wishes of the majority.

- (4) The Board can ask members or proxies wanting to attend a general meeting to submit to searches or other security arrangements which the Board decides. The Board can, at their discretion, refuse entry to, or remove from, a general meeting, a member or proxy who does not submit to those searches or comply with those security arrangements. Security arrangements may include member or proxy not being allowed into a general meeting which recording or broadcasting devices or an article which the Chairman of the meeting considers as to be dangerous, offensive, or liable to cause disruption. Security arrangements
- 17.4 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. Chairman may adjourn meeting and notice of adjournment to be given
- 17.5 (a) Subject to any express requirement in the Listing Requirements, all resolutions put to the vote of the meeting at any general meeting shall be decided on a show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands): Modes of voting
- (i) by the Chairman of the meeting;
 - (ii) by at least three (3) members present in person or by proxy;
 - (iii) by any member or members present in person or by proxy and representing not less than one-tenth (1/10) of the total voting rights of all members having the right to vote at the meeting, excluding any voting rights attached to any shares in the Company held as treasury shares; or
 - (iv) by a member or members holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth (1/10) of the total sum paid up on all the shares conferring that right, excluding shares in the Company conferring a right to vote on the resolution which are held as treasury shares.
- Provided that no poll shall be demanded on the election of Chairman of a meeting or on any questions of adjournment.
- A proxy shall be entitled to vote on a show of hands on any questions at any general meeting.
- (b) Unless a poll is duly demanded in accordance with the foregoing provisions, a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the minutes of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number, proportion or validity of the votes, recorded in favour of or against such resolution.
- (c) In case of any dispute as to the admission or rejection of a vote the Chairman shall determine the same and such determination shall be final and conclusive.
- 17.6 The instrument appointing a proxy to vote at a general meeting shall be deemed also to confer authority to demand, or join in demanding a poll and, for the purpose of the last preceding Article, a demand by a person as proxy shall be the same as a demand by the Member. Deemed authority to demand poll

- 17.7 (a) If a poll is duly demanded it shall be taken in such manner (including the use of a ballot or voting papers or tickets) and either at once or after an interval or adjournment or otherwise as the Chairman directs (not being more than thirty (30) days from the date of the meeting or adjourned meeting at which the poll was demanded) and the result of the poll shall be deemed the resolution of the meeting at which the poll was demanded. The Chairman of the meeting may (and if so directed by the meeting shall) appoint scrutineers for the purposes of a poll, and may adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll and for this purpose, the Chairman may delegate any other Director to be the Chairman of such adjourned meeting at which the result of the poll will be declared. How a poll is to be taken
- (b) The demand for a poll shall not prevent the continuance of meeting for the transaction of any business other than the question on which a poll has been demanded. Continuance of meeting
- (c) The demand for a poll may be withdrawn, and notice must be given of a poll not taken immediately. Withdrawal of demand for poll
- 17.8 If any votes shall have been counted which ought not to have been counted, or which might have been rejected, the error shall not vitiate the result of the voting unless it is pointed out at the same meeting or at any adjournment thereof and unless in the opinion of the Chairman at the meeting or at any adjournment thereof as the case may be, it is of sufficient importance to vitiate the result of the voting. Error in count of votes
- 18. VOTES OF MEMBERS**
- 18.1 In the case of an equality of votes, whether on a show of hands or a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote. Casting vote by chairman
- 18.2 (a) A member shall be entitled to be present and to vote on any question, whether personally or by proxy or by attorney, at any general meeting or upon a poll or to be reckoned in a quorum at any general meeting in respect of any fully paid share or of any shares upon which all calls due and payable to the Company shall have been paid. No Member shall be entitled so to vote or be recognised in a quorum in respect of any shares upon which any call or other sum so due and payable shall be unpaid. Voting rights of members
- (b) Subject to any special rights or restrictions as to voting attached to any class or classes of shares by or in accordance with these Articles, on a show of hands every person present who is a Member or a Members' representative or proxy or attorney shall have one (1) vote and in the case of a poll every Member present in person or by proxy or by attorney or other duly authorised representative shall have one (1) vote for every share held by him. A person entitled to more than one (1) vote need not use all his votes or cast all the votes he uses on a poll in the same way. Voting rights on show of hands and poll
- 18.3 (a) Where a Member of the Company is an exempt authorised nominee, as defined under the Central Depositories Act who is exempted from compliance with the provisions of Subsection 25A(1) of the Central Depositories Act, of which holds shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. Appointment of proxy by Exempt Authorised Nominee
- (b) Where an exempt authorised nominee appoints more than one (1) proxy, the appointment shall be invalid unless the exempt authorised nominee specifies the proportion of the shareholding to be represented by each proxy.

- 18.4 (a) Any corporation which is a Member of the Company may by resolution of its Directors or other governing body authorised a person or persons as it thinks fit to act as its representative or representatives either at a particular meeting of the Company, or at all meetings of the Company or any class of Members. The person so authorised shall in accordance with his authority and until his authority is revoked by the corporation be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company. A certificate of authorisation by the corporation shall be prima facie evidence of the appointment or revocation of the appointment, as the case may be. Corporate Representative
- (b) A Member shall be entitled to appoint one (1) corporate representative.
- 18.5 If two (2) persons are jointly entitled to a share, then in voting upon any question the vote of the senior present at the Meeting, whether in person or by proxy or by an attorney shall alone be accepted to the exclusion of the votes of the other registered holder of the shares, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members. Votes of joint holders of shares
- 18.6 Any member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other legal guardian or such other person who properly has the management of his estate. Any one of such persons may vote either personally or by proxy or by attorney PROVIDED THAT such evidence as the Directors may require of the authority of the person claiming the right to vote shall have been deposited at the Office not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting. Vote of member of unsound mind
- 18.7 The legal personal representative of a deceased member or the person entitled under Articles 11.1 to 11.4 to any share in consequence of the death or bankruptcy of any member may vote at any general meeting in respect thereof in the same manner as if he was the registered holder of such shares provided that at least forty-eight (48) hours before the time holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote he shall satisfy the Directors of his right to any share in consequence of the death or bankruptcy of any member unless the Directors shall have previously admitted his right to vote in respect thereof. Deceased member
- 18.8 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the Chairman at the meeting, whose decision shall be final and conclusive. Objection to qualification of voter
- 19. PROXIES**
- 19.1 The instrument appointing a proxy shall be in writing in such form as the Directors may from time to time prescribe or approve. Form of proxy
- 19.2 The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. The Directors may, but shall not be bound to, require evidence of the authority of any such attorney or officer. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation save that the proxy must be of full age. Instrument appointing proxy to be in writing

- 19.3 A member may appoint not more than two (2) proxies to attend, participate, speak and vote in his stead at the same meeting PROVIDED ALWAYS that where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy. Appointment of not more than two (2) proxies
- 19.4 The instrument appointing a proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of such power or authority, shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting, as the case may be, at which the person named as proxy in such instrument proposes to vote, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. Deposit of instrument appointing a proxy
- 19.5 Whilst a member is not precluded from attending the meeting in person after lodging the instrument of proxy, however, such attendance shall automatically revoke the authority granted to the proxy. Revocation of proxy
- 19.6 A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid, notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument of proxy, or of the authority under which the instrument of proxy was executed, or the transfer of the share in respect of which the instrument is given, provided that no intimation in writing of such death, unsoundness of mind, revocation or transfer shall have been received by the Company at their Office 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. Validity of votes by Proxy
- 19.7 (a) Subject to Applicable Laws, the Directors may accept any appointment of proxy received by electronic communication on such terms and subject to such conditions as they consider fit. The appointment of proxy by electronic communication shall be in accordance with this Article and shall not be subject to the requirements of this Constitution. Appointment of proxy via electronic communication
- (b) For the purposes of this Article, the Directors may require such reasonable evidence they consider necessary to determine:
- (i) the identity of the Member and the proxy; and
 - (ii) where the proxy is appointed by a person acting on behalf of the Member, the authority of that person to make the appointment.
- (c) Without prejudice to this Article, the appointment of a proxy by electronic communication shall be received at the electronic address specified by the Company in any of the following sources and shall be subject to any terms, conditions or limitations specified therein:
- (i) notice calling the meeting;
 - (ii) instrument of proxy sent out by the Company in relation to the meeting; or
 - (iii) website maintained by or on behalf of the Company.
- (d) An appointment of proxy by electronic communication shall be received at the electronic address specified by the Company pursuant to this Article at least forty-eight (48) hours before the time appointed for holding the Meeting or adjourned meeting at which the person named in such instrument proposes to vote in the case of a poll, not less than twenty-four (24) hours before the time appointed for

the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

- (e) An appointment of proxy by electronic communication which is not made in accordance with this Article shall be invalid.

20. DIRECTORS

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| 20.1 | <ul style="list-style-type: none"> (a) All the Directors of the Company shall be natural persons of at least eighteen (18) years of age. Until otherwise determined by a meeting of Members, the number of Directors (other than Alternate Directors) shall not be less than two (2) nor more than twelfth (12). (b) The Company may from time to time by ordinary resolution passed at a meeting of Members increase or reduce the number of Directors to be appointed to the Board of Directors and may also determine in what rotation the increased or reduced number is to retire from office. | <p>Number of directors</p> <p>Increase or reduction of number of directors</p> |
| 20.2 | <p>The Directors shall have power at any time, and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.</p> | <p>Casual vacancy / Power to add directors</p> |
| 20.3 | <p>The shareholding qualification for Directors may be fixed by the Company in a meeting of Members and until so fixed, no shareholding qualification for Directors shall be required.</p> | <p>Directors' qualification</p> |
| 20.4 | <ul style="list-style-type: none"> (a) At the first annual general meeting of the Company, all the Directors shall retire from office, and at the annual general meeting in every subsequent year, one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office. Provided always that all Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires. (b) An election of Directors shall take place each year. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. | <p>Retirement of directors</p> |
| 20.5 | <ul style="list-style-type: none"> (a) The Company at the meeting at which a Director retires may fill the vacated office by electing a person thereto. (b) Unless at that meeting it is expressly resolved not to fill the vacated office or a resolution for re-election of the Director retiring at that meeting is put to the meeting and lost or some other person is elected as Director in place of the retiring Director, the retiring Director shall, if offering himself for re-election and not being disqualified under the Act from holding office as a Director, be deemed to have been re-elected. A retiring Director shall be deemed to have offered himself for re-election unless he has given notice in writing to the Company that he is unwilling to be-elected. | <p>Filling of vacancy of retired</p> <p>Directors retiring directors deemed re-appointed</p> |
| 20.6 | <p>No person, not being a retiring Director shall be eligible for election to the office of Director at any general meeting unless some member intending to propose him has, at least eleven (11) clear days before the meeting, left at the Office a notice in writing</p> | <p>Election to office of director</p> |

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, PROVIDED THAT in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary, and notice of each and every candidature for election to the Board shall be served on the registered holders of shares at least seven (7) days prior to the meeting at which the election is to take place.

- 20.7 At any general meeting at which more than one (1) Director is to be elected, each candidate shall be the subject of a separate motion and vote unless a motion for the appointment of two (2) or more persons as Directors by a single resolution shall have first been agreed to by the meeting without any vote being given against it. Motion for more than one (1) directors
- 20.8 Subject to the provision of Section 206 and 322 of the Act, the Company may by ordinary resolution of which special notice has been given, remove any Director before the expiration of his period of office, notwithstanding any provisions of these Articles or of any agreement between the Company and such Director but without prejudice to any claim he may have for damages for breach of any such agreement. The Company may by ordinary resolution appoint another person as Director in his stead. A person so appointed shall be subject to retirement by rotation at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In default of such appointment the vacancy so arising may be filled by the Directors as a casual vacancy. Removal of directors
- 20.9 The fees and benefits payable to the Directors shall be approved annually by ordinary resolution of the shareholders passed at a general meeting of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such fees are payable shall be entitled only to rank in such division for a proportion of the fees related to the period during which he has held office PROVIDED ALWAYS that: Directors' fee and benefits
- (a) fees payable to non-executive Directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover;
 - (b) salaries and other emoluments (including bonus, benefits or any other emoluments) payable to Executive Directors who hold an executive office in the Company pursuant to a contract of service need not be determined by the Company in general meeting but such salaries and emoluments may not include a commission on or percentage of turnover. Nothing herein shall prejudice the powers of the Directors to appoint any of their members to be the employee or agent of the Company at such remuneration and upon such terms as they think fit provided that such remuneration shall not include commission on or percentage of turnover;
 - (c) all remuneration payable to Directors shall be deemed to accrue from day to day;
 - (d) fees and benefits payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting; and
 - (e) any fee paid to an alternate Director shall be agreed upon between himself and the Director nominating him and shall be paid out of the remuneration of the latter.
- 20.10 (a) The Directors shall be entitled to be reimbursed for all travelling or such reasonable expenses as may be incurred in attending and returning from meetings of the Directors or of any committee of the Directors or general meetings or otherwise howsoever in or about the business of the Company in the course of the performance of their duties as Directors. Reimbursement of expenses

(b) If by arrangement with the Directors, any Director shall perform or render any special duties or services outside his ordinary duties as a Director, in particular without limiting the generality of the foregoing if any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of Directors, the Directors may pay him special remuneration, in addition to his Director's fees, and such special remuneration may be by way of a fixed sum, or otherwise as may be arranged provided always that the extra remuneration payable to:

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

20.11 The office of a Director shall become vacant if the director:

Vacation of office
of directors

- (a) (not being the Chief Executive Officer or the Managing Director holding office as such for a fixed term) resigns his office by notice in writing given to the Company and deposited at the Office;
- (b) retired in accordance with the Act or this Constitution and is not re-elected;
- (c) is removed from office of Director by resolution of the Company in general meeting of which special notice has been given in accordance with the Act or this Constitution;
- (d) becomes disqualified from being a Director under Section 198 or 199 of the Act;
- (e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Mental Health Act 2001;
- (f) becomes bankrupt;
- (g) dies; or
- (h) is absent from more than fifty per centum (50%) of the total Board of Directors' meetings held during a financial year save and except in circumstances where the Exchange has granted a waiver or exemption to such Director from complying with this requirement. A Director shall be deemed to be present at a Directors' Meeting if his attendance is by tele-conferencing or video-conferencing or such other electronic means.

A Director shall not resign or vacate his office if by his resignation or vacation of office the number of Directors of the Company is reduced below THREE (3). Any purported resignation or vacation of office by a Director in contravention of this Article shall be deemed to be ineffective unless a person is appointed in his place.

21. POWERS AND DUTIES OF DIRECTORS

21.1 The business and affairs of the Company shall be managed by, or under the direction of the Board. The Board shall have all powers necessary for managing, directing and supervising the management of the business and affairs of the Company subject to any modification, exception or limitation contained in the Act, the Applicable Laws and the Company's Constitution, and may pay all expenses incurred in promoting and registering the Company and exercise all such powers of the Company as are

Business of
company to be
managed by
directors

not, by the Act or by this Constitution required to be exercised by the Company in a meeting of Members, subject, nevertheless, to the Applicable Laws, to any provisions of this Constitution, to the provisions of the Act and to such regulations, being not inconsistent with the Applicable Laws, this Constitution or the provisions of the Act as may be prescribed by the Company in a meeting of Members but no regulation made by the Company in a meeting of Members shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

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| 21.2 | <p>The Directors shall not without the prior approval of the Company in general meeting:</p> <p>(a) carry into effect any proposal or execute any transaction for the acquisition of any undertaking or property of a substantial value, or the disposal of a substantial portion of the main undertaking or property of the Company;</p> <p>(b) exercise any power of the Company to issue shares unless otherwise permitted under the Act; or</p> <p>(c) enter or carry into effect any arrangement or transaction with a Director or a substantial shareholder of the Company or its holding Company, or its subsidiary or with a person connected with such a Director or substantial shareholder to acquire from or dispose to such Director or substantial shareholder or person connected with such a Director any shares or non-cash assets of the requisite value as stated in the Act.</p> | Powers of directors |
| 21.3 | <p>Any sale or disposal by the Director of a substantial portion of the Company's main undertaking or property shall be subject to ratification by shareholders in general meeting.</p> | Sale or disposal |
| 21.4 | <p>(a) The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertakings, property and uncalled capital, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party. PROVIDED ALWAYS that nothing contained in these Articles shall authorise the Directors to borrow any money or mortgage or charge any of the Company's or any of its subsidiaries' undertaking, property or any uncalled capital or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.</p> <p>(b) The Directors shall cause a proper register to be kept in accordance with Section 362 of the Act of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of Section 352 of the Act in regard to the registration of mortgages and charges therein and otherwise.</p> <p>(c) If the Directors or any of them, or any other person, shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.</p> | <p>Directors' power to borrow, mortgage, charge etc</p> <p>Register of mortgages and charges</p> <p>Indemnity to secure personal liability</p> |
| 21.5 | <p>The Board may establish or arrange any contributory or non-contributory pension or superannuation scheme for the benefit of or pay a gratuity, pension or emolument to any person who is or has been employed by or in the service of the Company or any subsidiary of the Company or to any person who is or has been a Director or other officer of and holds or has held salaried employment in the Company or any subsidiary of the Company and the widow, family or dependents of any such person. The Board may also subscribe to any association or fund which they consider to be for the benefit of the Company or any subsidiary of the Company or any such persons as aforesaid and make payments for or towards any hospital or scholastic expenses</p> | Pension, superannuation fund etc |

of any such persons PROVIDED THAT any Director holding such salaried employment shall be entitled to retain any benefit received by him hereunder subject only, where the Act requires, to proper disclosure to the Members and the approval of the Company in a meeting of Members.

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| 21.6 | The Directors may from time to time by power of attorney under the Seal appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney/attorneys of the Company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as the Directors may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretion vested in him. | Appointment of Attorneys |
| 21.7 | 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 manner as the Directors may from time to time by resolution determine. | Cheques, promissory notes and etc. |
| 21.8 | A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. No Director or intending Director shall be disqualified by his office from contracting with the Company with regard to his tenure of any such office or place of profit in any other respect nor shall any such contract, or any contract or arrangement entered into by or on behalf of any company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established PROVIDED ALWAYS that Sections 221 and 228 and all other relevant provisions of the Act and these Articles are complied with. | Holding by directors of other office |
| 21.9 | Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, PROVIDED THAT nothing herein contained shall authorise a Director or his firm to act as the auditor of the Company. | Professional services by directors |
| 21.10 | A Director shall at all time exercises his power for a proper purpose, in good faith and in the best interest of the Company and shall act honestly and use reasonable care, skill and diligence in the discharge of the duties of his office and shall not make use of any information acquired by virtue of his position to gain directly or indirectly an improper advantage for himself or for any other person or to cause detriment to the Company. | Directors to act honestly and use reasonable care, skill and diligence |
| 22. PROCEEDINGS OF DIRECTORS | | |
| 22.1 | The Third Schedule of the Act shall not apply to the Company except where the same is repeated or contained in this Constitution. | Third Schedule excluded |
| 22.2 | The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Any of the Directors may at any time and the Secretary shall on his requisition summon a meeting of the Directors. | Meeting of directors |
| 22.3 | (a) Unless otherwise determined by the Board from time to time, at least seven (7) days' notice of all Directors' Meetings may be given either by hand, post, telephone, facsimile, electronic mail or other form of electronic communications | Notice of Directors' Meeting |

to all Directors and their alternate Directors who have a registered address in Malaysia, except in the case of an emergency and where reasonable, notice of every Directors' meeting shall be given in writing. It shall not be necessary to give any Director or alternate Director, who does not have an address in Malaysia that is registered with the Company, notice of a meeting of the Directors by hand or by post.

- (b) Any Director may waive notice of any meeting either prospectively or retrospectively. The notice of each Directors' meeting shall be deemed to be served on a Director upon delivery if delivered by hand, or immediately if sent by facsimile, electronic mail or other form of electronic communications or if sent by post, on the day on which a properly stamped letter containing the notice is posted.

22.4 A meeting of the Directors may be held by any of the following methods:

Methods of
holding Directors'
Meetings

- (a) A number of Directors who constitute a quorum, physically present at a place, day, date and time appointed for holding the meeting; or
- (b) Contemporaneous linking together by radio, telephone, closed circuit television or other electronic means of audio or audio-visual communications or instantaneous telecommunication device by which all the Directors participating and constituting a quorum can simultaneously hear each other throughout the meeting; or
- (c) A combination of both methods (a) and (b) above.

Subject to Applicable Laws, the contemporaneous linking together by electronic means or instantaneous telecommunication device of the Directors (or their alternates) wherever in the world they are, shall be deemed to constitute a meeting of the Directors, as long as:

- (a) notice of meeting has been given to the Directors;
- (b) the quorum of Directors is met;
- (c) at the commencement of the meeting each Director acknowledges the presence thereof to all the other Directors taking part and such participation shall be deemed to be present in person;
- (d) each Director taking part in this meeting by any electronic means or instantaneous telecommunication device must be able to hear and/or see as the case may be, each of the other Directors taking part throughout the duration of the meeting;
- (e) all information and documents are made equally available to all participants prior to or during the meeting;
- (f) a Director present at the commencement of the meeting do not leave the meeting by disconnecting his electronic device or instantaneous telecommunication device and he will be conclusively presumed to have been present and to have formed part of the quorum throughout the meeting unless he has expressly obtained the Chairman's consent to leave the meeting; and
- (g) the meeting shall be deemed to have been conducted validly notwithstanding that the telephone or electronic communication media is accidentally disconnected during the meeting and provided that no discussions or decisions should be made in respect of matters by the Directors during the disconnection and that if the

telephone or electronic communication media cannot be re-connected at all, the meeting shall then be adjourned;

Minutes of the proceedings of the Board held and conducted by electronic means or instantaneous telecommunication device will be sufficient evidence of such proceedings and of the observance of all necessary formalities if confirmed as correct by the Chairman of the meeting.

- 22.5 (a) The quorum necessary for the transaction of the business of the Directors shall be fixed by the Board from time to time and unless so fixed, the quorum shall be TWO (2) PROVIDED ALWAYS that an alternate Director so present at the Meeting shall be counted for the purpose of the quorum if his appointer Director is not present thereat. Quorum of Directors' Meeting
- (b) A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under this Constitution vested in or exercisable by the Board generally.
- 22.6 The Directors may from time to time elect and remove a Chairman and if desired, a Deputy Chairman of the Board and determine the period for which he is or they are to hold office. The Deputy Chairman will perform the duties of the Chairman during the Chairman's absence for any reason. The Chairman or, in his absence, the Deputy Chairman shall preside as chairman at meetings of the Directors but if no such Chairman or Deputy Chairman was elected or if at any meeting the Chairman or Deputy Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Directors present may choose one (1) of their number to be Chairman of the meeting. Chairman of Board
- 22.7 Subject to this Constitution, any question arising at any meeting of Directors shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a decision of the Board. In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote. However, in the case of an equality of voters and where two (2) Directors form a quorum, the Chairman of a meeting at which only such a quorum is present or at which only two (2) Directors are competent to vote on the question at issue, shall not have a casting vote. Chairman's casting vote
- 22.8 The continuing Directors or sole continuing Director may act notwithstanding any vacancy in their body, but if and so long as their number is reduced to below the minimum number fixed by or pursuant to this Constitution as the necessary quorum of a Directors' meeting, the continuing Directors or Director, except in an emergency, may act only for the purpose of increasing the number of Directors to that minimum number or summoning a meeting of Members. Number of directors below minimum
- 22.9 A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall, as soon as practicable after the relevant facts have come to the Director's knowledge, declare the nature of his interest in accordance with the provisions of the Act. Save as herein provided, a Director shall not participate in any discussion or vote in respect of any contract or proposed contract or arrangement or any other proposal whatsoever in which he has directly or indirectly an interest otherwise than by virtue of his interests in the securities of or otherwise in or through the Company. A Director shall, notwithstanding his interest, be counted in the quorum for any meeting where a decision is to be taken upon any contract or proposed contract or arrangement in which he is in any way interested. Disclosure of interest and restriction on discussion and voting
- 22.10 Notwithstanding Article 22.9, a Director may vote in respect of: Power to vote

- (a) any arrangement for giving the Director himself or any other Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; or
- (b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself or any other Director has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security.

22.11 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 shareholder or otherwise in any corporation which is directly or indirectly interested in the Company as shareholder or otherwise and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of, or from his interest in, such corporation unless the Company otherwise directs at the time of his appointment. The Director may exercise the voting power conferred by the shares or other interest in any such other corporation held or owned by the Company, or exercisable by him as director of such other corporation in such manner and in all respects as he may think fit (including the exercise thereof in favour of any resolution appointing him as director or other officer of such corporation) and any Director may vote in favour of the exercise of such voting rights in the 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 the manner aforesaid PROVIDED ALWAYS that he has complied with Section 221 and all other relevant provisions of the Act and of this Constitution.

Directors' directorship or interest in other corporations

23. ALTERNATE DIRECTOR

- 23.1 (a) A Director may appoint a person (approved by a majority of his co-directors) to act as his alternate Director PROVIDED THAT such person is not a director of the Company and such person does not act as an alternate Director for more than one director of the Company. Any fee paid by the Company to the alternate Director shall be deducted from that Director's remuneration.
- (b) Any appointment of an alternate Director may be revoked at any time by:
- (i) the appointer by notice in writing and delivered to the Secretary of the Company by hand, post, facsimile or in any other form or manner, electronic or otherwise, as approved by the Board; or
 - (ii) a majority of the Directors.
- 23.2 (a) An alternate Director shall ipso facto cease to be an alternate Director if his appointer for any reason ceases to be a Director.
- (b) If a Director retires at a meeting of members and is re-elected or pursuant to Constitution, deemed to be re-elected at the meeting at which such retirement took effect, any appointment made by him of an alternate Director which was in force immediately prior to the appointer's retirement shall continue to operate after such re-election as if the appointer had not so retired.
- 23.3 (a) An alternate Director shall (except as regards power to appoint an alternate Director and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors and shall be entitled to receive notices of all meetings and to attend, speak and vote at any such meetings at which his appointer is not present PROVIDED THAT such attendance shall not be regarded for the purpose of Article 20.12(c).

Appointment or Removal of an alternate director

Cessation of alternate director

Rights of An alternate director

- (b) An alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Directors attended by him at which he is entitled to vote.

24. CHIEF EXECUTIVE OFFICER OR MANAGING DIRECTOR

- 24.1 (a) The Board may from time to time appoint a person to perform the functions of a chief executive who shall carry the designation of Chief Executive Officer or Managing Director or such other designation on such terms as the Board thinks fit. The Board may vest in such person the necessary powers as the Board thinks fit for the discharge of his duties, subject to the control of the Board. Appointment
- (b) The remuneration of a Chief Executive Officer or Managing Director shall be fixed by the Board and may be by way of salary or commission or participation in profits or otherwise or by any or all of these modes but such remuneration shall not include a commission on or percentage of turnover but it may be a term of his appointment that he shall receive pension, gratuity or other benefits upon his retirement. Remuneration
- (c) A Chief Executive Officer who is also appointed as a Director or the Managing Director, shall, subject to any contract between him and the Company, be subject to the same provisions as to retirement, resignation and removal as the other directors of the Company and if he ceases to hold office of Director from any cause, he shall, ipso facto and immediately, cease to be the Chief Executive Officer or Managing Director, as the case may be. Cessation

25. ASSOCIATE DIRECTORS

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

26. COMMITTEES OF DIRECTORS

- 26.1 The Directors may establish any committees, local boards or agencies comprising one (1) or more persons for managing any of the affairs of the Company, either in Malaysia or elsewhere, and may lay down, vary or annul such rules and regulations as they may think fit for the conduct of the business thereof, and may appoint any person or persons to be the member or members of any such committee or local board or agency and may fix their remuneration and may delegate to any such committee or local board or agency any of the powers, authorities and discretion vested in the Directors, with power to sub-delegate, and may authorise the member or members of any such committee or local board or agency or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person or persons so appointed, and may annul or vary any such delegation, but no person or persons dealing in good faith and without notice of any such annulment or variation shall be affected thereby. Power of directors to appoint committees

26.2 A committee, local board or agency may elect a chairman of its meetings. If no such chairman is elected, or if at any meeting the chairman is not present within ten (10) minutes after the time appointed for holding the meeting, the members present may choose one (1) of their numbers to be chairman of the meeting. Chairman of Committees

26.3 Subject to any rules and regulations made pursuant to Article 26.1 hereof, a committee may meet and adjourn as it thinks proper and questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the chairman of the said committee shall have a second or casting vote except where two (2) persons form a quorum, the chairman of a meeting of any such committee or local board or agency at which only such a quorum is present, or at which only two (2) persons are competent to vote in the question at issue, shall not have a second or casting vote. Meeting of Committees

27. **VALIDATION OF ACTS OF DIRECTORS**

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

28. **CIRCULAR RESOLUTIONS**

28.1 A resolution in writing signed or approved by letter, telegram, facsimile, electronic mail or other forms of electronic communication by majority Directors entitled to receive notice of a meeting of Directors or of a Committee of Directors shall be as valid and effectual as if it has been passed at a meeting of the Directors or a Committee of Directors (as the case may be) duly called and constituted; provided that where a Director is not so present but has an alternate who is so present, then such resolution may also be signed by such alternate. All such resolutions shall be described as "**Directors' Circular Resolutions**" and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's Minute Book. Any such resolution may consist of several documents in like form, each signed by one (1) or more Directors or their alternates. Circular resolutions of directors

29. **SECRETARY**

29.1 (a) The Secretary shall in accordance with the Act be appointed by the Directors for such term, at such remuneration and upon such conditions as the Directors may think fit, and any Secretary so appointed may be removed by them in accordance with the terms of appointment. The Directors may from time to time, by resolution appoint an Assistant or Deputy Secretary. Appointment of secretary

(b) The Secretary may resign from his office by notice in writing to the Board and deposit at the registered office and its principal place of business. Such resignation shall be effective when it is delivered at the address of the office or at a later date specified in the notice. The Board shall appoint another person as Secretary within thirty (30) days of receipt of the outgoing's Secretary's notice of resignation in compliance with the Act. Resignation of secretary

30. AUTHENTICATION OF DOCUMENTS

- 30.1 Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents effecting the Constitution of the Company and any resolution passed by the Company or the Directors and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and, where any books, records documents or accounts are kept elsewhere other than in the Office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid. Authentication of documents
- 30.2 A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of Article 28.1 hereof 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. Conclusive evidence of resolutions and extract of minutes of meetings

31. MINUTES AND REGISTER

- 31.1 The Directors shall cause minutes to be duly entered in books provided for the purpose: Minutes of Meetings
- (a) of all appointments of officers;
 - (b) of the names of all the Directors present at each meeting of the Directors and of any Committee of Directors and of the Company in general meeting;
 - (c) of all resolutions and proceedings of general meetings and of meetings of the Directors and Committees of Directors;
 - (d) of all orders made by the Directors and any committee of Directors.
- Such minutes shall be signed by the Chairman of the meeting of which the proceedings were held or by the Chairman of the next succeeding meeting and, if so signed, shall be conclusive evidence without any further proof of the facts thereon stated.
- 31.2 The Company shall in accordance with the provisions of the Act keep at the Office a register containing such particulars with respect to the Directors, managers and secretaries of the Company as are required by the Act and shall from time to time notify the CCM of any change in such register and of the date of such change in the manner prescribed by the Act. Registers of Directors, Managers and Secretaries
- 31.3 The books containing the minutes of proceedings of any meeting of Members shall be kept by the Company at the Office and shall be open to the inspection of any Member without charge. Minutes kept at registered office
- 31.4 The Company shall also keep at the Office, a register which shall be open to the inspection of any Member without charge and to any other person on the payment of a fee of not exceeding RM10.00 for each inspection of all such matters required to be so registered under the Act, and in particular: Registers to be kept
- (a) a register of substantial shareholders and of information received in pursuance of the requirements under Section 144 of the Act;

- (b) a register of the particulars of each of the Directors' shareholdings and interests as required under Section 59 of the Act.

32. SEAL

- 32.1 (a) The Directors shall provide for the safe custody of the Seal which shall only be used pursuant to a resolution of the Directors, or a committee of the Directors authorised to use the Seal. 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 purpose, save and except that, in the case of a certificate or other document of title in respect of any share, stock, loan stock, or debenture as defined in the Act, or any other obligations, warrants, call warrants or securities and instruments of any kind whatsoever relating to all the aforesaid created or issued or dealt with or marketed or sold by the Company, such certificate or document of title may be created or issued under the Seal or the Share Seal (for affixing onto share certificates, only), as the case may be, of the Company and the Directors may by resolution determine that such signatures may be affixed by some mechanical electronic facsimile or autographical means or by such other means to be specified by the Directors from time to time in such resolution. Authority for use of Seal
- (b) The Company may exercise the powers conferred by the Act with regard to having an official Seal for use abroad, and such powers shall be vested in the Directors. Official Seal for use abroad
- (c) The Company may also have a Share Seal pursuant to Section 63 of the Act. The Share Seal is a duplicate or facsimile of the Seal with the addition on its face of the words "Share Seal" which is specifically affixed onto certificates that may be issued by the Company for any share, stock, loan stock, debentures defined in the Act, or other marketable security created or issued by the Company and the affixing of the Share Seal shall be authenticated in the manner set out in Article 32.1(a) hereof. The Share Seal

33. ACCOUNTS TO BE KEPT AND FINANCIAL STATEMENTS

- 33.1 The Directors shall cause to be kept proper accounting and other records to sufficiently explain the transaction and financial position of the Company including its subsidiaries and enable true and fair profit and loss accounts and balance sheets and any documents required to be attached thereto to be prepared in accordance with the Applicable Laws and shall distribute copies of balance sheets and other documents as required under the Applicable Laws. Books of account open to inspection by directors
- 33.2 The Board shall from time to time determine whether or not and to what extent and at what times and place and under what conditions or regulations the books of accounting and other records of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or authorised by the Board or by the Company in a meeting of Members. Accounts and books may be inspected by members
- 33.3 Subject always to Sections 245(5) and (6) of the Act, the books of accounting and records of operations as aforesaid shall be kept at the Office or at such other place as the Board thinks fit and shall always be open to inspection by the Directors. Books to be kept at office
- 33.4 The Board shall cause to be prepared, sent to every Member and laid before the Company in its annual general meeting the audited financial statements and directors' report in accordance with the Act. The interval between the close of a financial year Preparation and issuance of audited financial statements and directors' report

of the Company and the issue of the audited financial statements, the Directors' and Auditors' reports shall not exceed four (4) months.

- 33.5 A copy of the annual report (comprising the audited financial statements, the Directors' and Auditors' Reports together with other relevant documents) in printed form or in CD-ROM or in such other electronic form shall, not less than twenty one (21) days before the date of the annual general meeting be sent to every Member of, and to every holder of debentures of, the Company and to every person who is entitled to receive notices of general meetings from the Company under the provisions of the Act or this Constitution PROVIDED THAT this Article shall not require a copy of this document to be sent to any person of whose address the Company is not aware but any member to whom a copy of this document has not been sent shall be entitled to receive a copy free of charge on application at the Office. In the event that this document is sent in electronic form and a Member requires a printed form of the document, the Company shall send such document to the Member within four (4) Market Days from the date of receipt of the Member's request.
- 33.6 Save as may be necessary for complying with the provisions of the Act or as the Company may by special resolution otherwise resolve, the Directors shall not be bound to publish any list or particulars of the securities or investment held by the Company or to give any information with reference to the same to any member.

Circulating copies of audited financial statements and directors' report

Securities or investments held by the Company

34. AUDIT

- 34.1 The Auditors shall be appointed for each financial year by Ordinary Resolution at the annual general meeting of the Company in accordance with Section 271 of the Act and their duties regulated in accordance with the Act. Subject to the provisions of the Act, all acts done by any person acting as an auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.
- 34.2 The auditors for the time being of the Company shall be entitled to receive all notices of and other communications relating to any general meeting which any member is entitled to receive, and to attend every annual general meeting where the financial statements of the Company are to be laid, so as to respond according to his knowledge and ability to any question relevant to the audit of the financial statements in accordance with Section 285 of the Act.

Appointment of auditors

Attendance of auditors at general meetings

35. DIVIDENDS AND RESERVES

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

Power to set aside profits as reserve

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| 35.2 | <p>(a) 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.</p> <p>(b) The Board may authorise a distribution at such time and in such amount as the Board considers appropriate, if the Board is satisfied that the Company will be solvent immediately after the distribution is made. The Company is regarded as solvent if the Company is able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made.</p> | <p>Distribution of dividends</p> <p>Distribution only if company is solvent</p> |
| 35.3 | <p>Subject to the rights of persons (if any) entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid up on the shares in respect whereof the dividends are paid, but no amount paid up or credited as paid up on a share in advance of calls shall be treated for the purposes of this Article as paid up on the share. All dividends shall be apportioned and paid pro-rata according to the amounts paid up or credited as paid up on the shares during any portion or portions of the period in respect of which the dividends are paid except that if any share is issued on terms providing that it shall rank for dividend as if paid up (in whole or in part) as from a particular date, such share shall rank for dividend accordingly.</p> | <p>Dividends in proportion to amounts paid-up</p> |
| 35.4 | <p>(a) The Board may deduct from any dividend payable to any Member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.</p> <p>(b) The Directors may also retain any dividend or other monies payable on or in respect of a share on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.</p> <p>(c) 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 hereinbefore contained entitled to become a member, or which any person is under those provisions entitled to transfer, until such person shall become a member in respect of such shares or shall transfer the same.</p> | <p>Deduction / Retention of dividends payable</p> <p>Retention of dividends (to persons entitled pursuant to transmission of shares)</p> |
| 35.5 | <p>Without prejudice to the powers of the Company to pay interest on share capital as hereinbefore provided, no dividend or monies payable on or in respect of any share shall bear interest against the Company.</p> | <p>No Interest on dividends payable</p> |
| 35.6 | <p>Subject to the provisions of the Act where any asset, business or property is bought by the Company as from a past date upon the terms that the Company shall as from that date take the profits and bear the losses thereof, such profits or losses as the case may be, shall, at the discretion of the Directors, be credited or debited wholly or in part to revenue account, and in that case the amount so credited or debited shall, for the purpose of ascertaining the fund available for dividend, be treated as a profit or loss arising from the business of the Company and available for dividend accordingly. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest, such dividend or interest when paid may at the discretion of the Directors be treated as revenue and it shall not be obligatory to capitalise the same or any part thereof.</p> | <p>Profits before acquisition of assets, business or properties</p> |
| 35.7 | <p>All dividends unclaimed for one (1) year after having been declared may be dealt with in accordance with the provisions of the Unclaimed Monies Act, 1965.</p> | <p>Unclaimed dividends</p> |
| 35.8 | <p>A transfer of shares shall not pass the right to any dividend declared on such shares before the transfer is effected pursuant to these Articles and the Rules.</p> | <p>Dividend on transferred shares</p> |

- 35.9 Any dividend, interest or other money 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 holder who is named on the Register of Members or to such person and to such address as the holder may in writing direct or by way of telegraphic transfer or electronic transfer or remittance to such account as designated by such holder or the person entitled to such payment. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be made payable to the order of the person to whom it is sent and the payment of any such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall operate as a good and full discharge to the Company in respect of the payment represented thereby, notwithstanding that in the case of payment by cheque or warrant, it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be sent at the risk of the person entitled to the money thereby represented.
- 35.10 Any general meeting declaring a dividend or bonus may, upon the recommendation of the Directors, direct payment of such dividend or bonus wholly or in part by the distribution of specific assets, and in particular of paid-up shares or debenture or debenture stock of any other company, or in any one or more of such ways, and the Directors shall give effect to such resolution, and where any difficulty arises in regard to the distribution the Directors may settle the same as they think expedient, and may fix the value for distribution of such specific assets or any part thereof and may determine that cash payment shall be made to any Member upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Directors.
- 35.11 Subject to the approval being obtained from the Members of the Company and Applicable Laws, the Company may issue shares pursuant to a Dividend Reinvestment Scheme to all its Members who are entitled to dividend in accordance with the provisions of Applicable Laws.
- 36. CAPITALISATION OF PROFITS**
- 36.1 The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the reserve account or otherwise available for distribution provided that such sum be not required for paying the dividends on any shares carrying a fixed cumulative preferential dividend and accordingly that 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 one way and partly in the other, and the Directors shall give effect to such resolution.
- 36.2 Whenever such a resolution as aforesaid in Article 41.1 shall have been passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case

may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

37. LANGUAGE

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

38. DESTRUCTION OF DOCUMENTS

- 38.1 The Company shall be entitled to destroy all instruments of transfer which shall have been registered at any time after a reasonable time from date of registration thereof and all share certificates and dividend mandates which have been cancelled or have ceased to have effect at any time after the expiration of one (1) year from the date of cancellation or cessation thereof, and all notifications of change of name or address after the expiration of one (1) year from the date they were recorded, and in favour of the Company it shall conclusively be presumed that every entry in the register which purports to have been made on the basis of document so destroyed was duly and properly made and every document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company PROVIDED THAT: Destruction
- (a) the foregoing provisions of this Article shall apply only to the destruction of a document in good faith and without express notice that the preservation of such document was relevant to a claim;
 - (b) Nothing contained in this Article shall be constructed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any other circumstances which would not attach to the Company but for the provisions of this Article; and
 - (c) references in this Article to the destruction of any document include references to its disposal in any manner.

39. NOTICES / DOCUMENTS

- 39.1 Subject to the Act and any rules prescribed by the Exchange from time to time, a notice, document or any other information may be served on, delivered to or made available by the Company to any member: Service of notices and/or documents
- (a) in hard copy, either delivered personally or sent by post in a prepaid letter addressed to such member at his last known address;
 - (b) in electronic form, and sent by the following electronic means in accordance with Applicable Laws:
 - (i) transmitting to his last known electronic mail address; or

- (ii) publishing the notice or document on the Company's website provided that a notification of the publication of the notice or document on the website via hard copy or electronic mail or short messaging service has been given in accordance with Applicable Laws; or
 - (iii) using any other electronic platform maintained by the Company or third parties that can host the information in a secure manner for access by Members provided that a notification of the publication or availability of the notice or document on the electronic platform via hard copy or electronic mail or short messaging service has been given to them accordingly.
- 39.2 All notices directed to be given to the Members shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the Register of Members, and any notice so given shall be sufficient notice to the holders of such share. How joint holders of shares may be served
- 39.3 A notice and/or document required to be sent to Members may be given by the Company to the persons entitled to any share in consequence of the death or bankruptcy of a Member by sending it through the representatives of the deceased or assignee of the bankrupt, or by any like description, at his last known address in any manner in which the same might have been if the death or bankruptcy had not occurred. Every person who, by operation of law, by transfer or by transmission or other approved means, shall become entitled to any share, shall be bound by every notice and/or document in respect of such share, which prior to his name and address being entered in the Register of Members 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
- 39.4 Subject to the Act and any rules prescribed by the Exchange from time to time, any notice or document or any other information shall be deemed to have been served or delivered by the Company to a Member: When service is deemed effected
 - (a) Where the notice or document has been sent in hard copy by post, on the day the prepaid letter, envelope or wrapper containing such notice or documents is posted. In proving such service, it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and posted on that day to the Member.
 - (b) Where the notice or document is left by the Company at a registered address of a member, it shall be deemed to have been served on the day it was left there;
 - (c) Where the notice or document is sent by the electronic means:
 - (i) via electronic mail, at the time of transmission to a Member's electronic mail address pursuant to Article 39.1(b)(i) PROVIDED ALWAYS that the Company has record of the electronic mail being sent and that no written notification of delivery failure is received by the Company; or
 - (ii) via publication on the Company's website, on the date the notice or document is first made available on the Company's website provided that the notification on the publication of notice or document on website has been given pursuant to Article 39.1(b)(ii); or
 - (iii) via electronic platform maintained by the Company or third parties, on the date the notice or document is first made available thereon provided that the notification on the publication or availability of the notice or document on the relevant electronic platform has been given pursuant to Article 39.1(b)(iii).

In the event that service of a notice or document pursuant to Article 39.4(c) is unsuccessful, the Company shall within two (2) Market Days from discovery of

delivery failure, make alternative arrangements for service of the notice or document in hard copy in accordance with Article 39.1(a) hereof.

- (d) Where the notice or document is published by way of advertisement, it shall be deemed to have been served or delivered on the day it was published;
- (e) Where the notice or document is sent by any other means authorised in writing by the Member concerned, it shall be deemed to have been served or delivered when the Company has carried out the action it has been authorised to take for that purpose.

Any member present, either personally or by proxy, at any meeting of the Company or class of members of the Company shall for all purposes be deemed to have received due notice of such meeting and, where requisite, of the purposes for which such meeting was convened.

- 39.5 Any notice and/or document required by a court of law or otherwise required or allowed to be given by the Company to the Members or any of them, and not expressly provided for by this Constitution or which cannot for any reason be served in the manner referred to in Articles 39.1 and 39.4 hereof, shall be sufficiently given if given by advertisement, and any notice and/or document required to be or which may be given by advertisement, shall be deemed to be duly advertised once advertised in a widely circulated newspaper in Malaysia in the national language or in a widely circulated newspaper in Malaysia in the English language. Notice and/or document given by advertisement
- 39.6 A Member's postal address, electronic mail address, telephone number and any other contact details provided to the Central Depository shall be deemed as the last known address, electronic mail address and contact details respectively for purposes of communication including but not limited to service of notices and/or documents to the Member. Last known address for service
- 39.7 (a) Notice of every general meeting shall be given in any manner hereinbefore specified to: Who may receive notice
 - (i) every Member;
 - (ii) every person entitled to a share in consequence of the death or bankruptcy of a Member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting;
 - (iii) the Auditor for the time being of the Company;
 - (iv) the Directors for the time being of the Company; and
 - (v) the Exchange.

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

(c) All notices served for and on behalf of the Company or the Directors shall only be effectual if it bears the name of a Director or the Secretary or a duly authorised officer of the Company and which are issued by order of the Board pursuant to a resolution duly passed by the Directors.

40. WINDING UP

- 40.1 If the Company is wound up (whether the liquidation is voluntary, under supervision, or by the court), the liquidator may after the payment or satisfaction of all liabilities of Distribution of assets in specie

the Company including preferred payments under the Act, with the sanction of a Special Resolution of the Company divide amongst the Members in kind the whole or any part of the assets of the Company (whether they consist of property of the same kind or not) and may for that purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how the division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of any such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, think fit, but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability.

40.2 Save that this Article shall be without prejudice to the rights of holders of shares issued upon special terms and conditions the following provisions shall apply: Proportionate Sharing

(a) If the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid-up capital such assets shall be distributed so that as nearly as may be the losses shall be borne by the Members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding-up, on the shares held by them respectively; and

(b) If in the winding-up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding-up, the excess shall be distributed among the Members in proportion to the capital paid up, at the commencement of the winding-up, on the shares held by them respectively.

(c) Where it is proposed that the whole or part of the business or property of the Company is to be transferred or sold to another corporation in a voluntary winding up, with the sanction of a special resolution of the Company conferring either a general authority on the liquidator or an authority in respect of any particular arrangement, the liquidator of the Company may:

(i) receive in compensation or part compensation for the transfer or sale of the shares, debentures, policies or other like interests in the corporation for distribution among the members of the Company; or

(ii) enter into any other arrangement whereby the members of the Company may, in lieu of receiving cash, shares, debentures, policies or other like interests or in addition to the arrangement, participate in the profits of or receive any other benefit from the corporation;

and any such transfer, sale or arrangement shall be binding on the members of the Company.

(d) If any member of the Company expresses his dissent on matters referred to in the above sub-clauses in writing addressed to the liquidator and delivered to the office of the liquidator within seven (7) days from the passing of the resolution, the member may require the liquidator to either abstain from carrying the resolution into effect or to purchase his interest at a price to be determined by an agreement or by arbitration in the manner set out in Section 457 of the Act.

40.3 On the voluntary liquidation of the Company, no commission or fee shall be paid to the liquidator unless it shall have been approved by Members. The amount of such payment shall be notified to all members at least seven (7) days prior to the meeting at which such commission is to be considered. Voluntary liquidation

41. RECONSTRUCTION

- 41.1 On the sale of the undertaking of the Company, the Board or the liquidators on a winding up may, if authorised by a Special Resolution, accept fully paid or partly paid-up shares, debentures or securities of any other company, either incorporated in Malaysia or not, either then existing or to be formed for the purchase in whole or in part of the property of the Company, and the Board (if the profits of the Company permit), or the liquidators (on a winding up), may distribute such shares or securities, or any property of the Company amongst the members without realisation, or vest the same in trust for them and any Special Resolution may provide for the distribution or appropriation of the cash, shares or other securities, benefits or property, otherwise than in accordance with the strict legal rights of the Members or contributories of the Company, and for valuation of any such securities or property at such price and in such manner as the meeting may approve, and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised, and waive all rights in relation thereto, save only in the case of the Company which is proposed to be or is in the course of being wound up, such statutory rights (if any) under Section 457 of the Act as are incapable of being varied or excluded by this Constitution.
- Sale of Undertaking

In case any of the shares to be divided as aforesaid involves a liability to calls or otherwise any person entitled to such division to any of the said shares may, within ten (10) days after the passing of the Special Resolution, by notice in writing, direct the Board or the liquidator to sell his proportion and pay him the net proceeds and the Board or the liquidator shall, if practicable, act accordingly.

42. SECRECY CLAUSE

- 42.1 (a) Save as may be provided by the Act, no member shall be entitled to enter into or upon or inspect any premises or property of the Company nor to require discovery of any information respecting any detail of the Company's trading, manufacturing or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors, it would be inexpedient in the interest of the Members of the Company to communicate to the public.
- (b) Directors or officers of the Company shall be entitled, if he thinks fit, to decline to answer any questions concerning the business of the Company which may be put to him on any occasion (including during any meeting of the Company) on the ground that the answer to such question would disclose or tend to disclose the trade secrets of the Company.
- Discovery of company's confidential information

43. INDEMNITY AND INSURANCE

- 43.1 Subject to the provisions of the Act, the Company may indemnify an officer or auditor of the Company out of the assets of the Company for any costs incurred by him or the Company in respect of any proceedings, whether civil or criminal:
- (a) that relates to the liability for any act or omission in his capacity as an officer or auditor; and
- (b) in which judgment is given in favour of the officer or auditor or in which the officer or auditor is acquitted or in which the officer or auditor is granted relief under this Act in respect of any negligence, default, breach of duty or breach of trust, or where proceedings are discontinued or not pursued.
- Indemnity for officers and auditors

- 43.2 The Company may, with the prior approval of the Board, effect insurance for an officer or auditor of the Company in respect of: Insurance for officers and auditors
- (a) civil liability, for any act or omission in his capacity as a Director or officer or auditor; and
 - (b) costs incurred by that officer or auditor in defending or settling any claim or proceeding relating to any such liability; or
 - (c) costs incurred by that officer or auditor in defending or settling any proceedings that have been brought against that person in relation to any act or omission in that person's capacity as an officer or auditor:
 - (i) in which that person is acquitted;
 - (ii) in which that person is granted relief under the Act; or
 - (iii) where proceedings are discontinued or not pursued.
- 43.3 All indemnities towards the Directors as specified in this Constitution shall not apply in respect of a breach of the duties and responsibilities of Directors as prescribed in Section 213 of the Act. Indemnities toward directors
- 43.4 The particulars of any indemnity given, or insurance effected for any officer or auditor of the Company shall be recorded or caused to be recorded in the Minutes of the Board and the Directors shall disclose or cause to be disclosed the particulars in the directors' report referred to in Section 253 of the Act. Particulars of any indemnity given
- 44. GENERAL MANDATE**
- 44.1 Subject to the Applicable Laws and the provisions of this Constitution, the Company may seek its shareholders' mandate which is renewable on an annual basis to enter into, deal with, act in, or handle all related party transactions involving recurrent transactions of a revenue or trading nature which are necessary for the day-to-day operations of the Company. General mandate
- 45. ALTERATIONS OF CONSTITUTION**
- 45.1 Subject to this Constitution, no amendment whether by way of rescission, alteration or addition shall be made to this Constitution unless the same has been passed by a Special Resolution. Alterations of Constitution
- 46. OVERRIDING EFFECTS OF THE LISTING REQUIREMENTS**
- 46.1 The effect of the Listing Requirements shall be as follows PROVIDED ALWAYS that the Company is listed: Effects of the Listing Requirements
- (1) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done.
 - (2) Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done.
 - (3) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).

- (4) If the Listing Requirements require this Constitution to contain a provision and they do not contain such a provision, this constitution shall be deemed to contain that provision.
- (5) If the Listing Requirements require this Constitution not to contain a provision and they contain such a provision, this Constitution is deemed not to contain that provision.
- (6) If any provision of this Constitution is or becomes inconsistent with the Listing Requirements, this Constitution is deemed not to contain that provision to the extent of the inconsistency.

47. COMPLIANCE WITH STATUTES, REGULATIONS AND RULES

- 47.1 The Company shall comply with the Applicable Laws, notwithstanding any provisions to the contrary in this Constitution.
- Compliance with Statutes, Regulations & Rules