

THIS 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 advisers immediately.



TT VISION HOLDINGS BERHAD
(Registration No. 201801011030 (1273046-H))
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE

- (I) PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY;**
- (II) PROPOSED LISTING; AND**
- (III) AUTHORITY FOR DIRECTORS TO ISSUE NEW SHARES**

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

The Extraordinary General Meeting ("**EGM**") of TT Vision Holdings Berhad will be held at TT Vision Holdings Berhad, Plot 106, Hilir Sungai Keluang 5, Bayan Lepas Industrial Zone Phase IV, 11900 Bayan Lepas, Penang on Friday, 18 November 2022 at 2.30 p.m. or at any adjournment thereof. The Notice of EGM together with the Form of Proxy are enclosed herein.

If you are unable to attend, participate, speak and vote at the forthcoming EGM, you may appoint a proxy or proxies to do so on your behalf by completing and depositing the enclosed Form of Proxy in accordance with the instructions therein at the Share Registrar's Office at 2nd Floor, Wisma Penang Garden, 42, Jalan Sultan Ahmad Shah, 10050 George Town, Penang, Malaysia not less than forty-eight (48) hours before the time set for holding the EGM or at any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending, participating, speaking and voting in person at the EGM should you subsequently wish to do so

IMPORTANT DATES

Last day, date and time for lodging the Form of Proxy : Wednesday, 16 November 2022 at 2.30 p.m.
Date and time of the EGM : Friday, 18 November 2022 at 2.30 p.m., or at any adjournment thereof

This Circular is dated 26 October 2022

DEFINITIONS

For the purpose of this Circular, except where the context otherwise requires, the following terms and expressions shall apply throughout this Circular:-

Authority to issue Shares	: Authority to issue shares together with the proposed waiver of statutory pre-emptive rights conferred upon by the shareholders of TTVHB
Board	: Board of Directors of TTVHB
Bursa Securities	: Bursa Malaysia Securities Berhad
Circular	: This Circular dated 26 October 2022 in relation to the Proposals
Constitution	: Constitution of TTVHB
Director(s)	: Director(s) of TTVHB
EGM	: Extraordinary General Meeting
TTVHB or the Company	: TT Vision Holdings Berhad [201801011030 (1273046-H)]
TTVHB Group or Group	: TTVHB and its subsidiaries, collectively
Proposed Adoption	: Proposed adoption of new Constitution of the Company
Proposed Listing	: Proposed listing of TTVHB on the ACE Market of Bursa Securities
Proposals	: Proposed Adoption, Proposed Listing and Authority to Issue Shares, collectively

All references to “our Company” in this Circular are to TTVHB, references to “our Group” are to our Company and our subsidiaries, collectively, and references to “we”, “us”, “our” and “ourselves” are to our Company, and where the context requires, shall include our subsidiaries.

All references to “you” in this Circular are to our shareholders.

Words denoting the singular only shall include the plural and vice versa and words denoting the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall include corporations, unless otherwise specified.

Any reference to an enactment in this Circular is a reference to that enactment as for the time being amended or re-enacted. Any reference to the time of day in this Circular is a reference to Malaysian time.

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APPENDIX A

Proposed New Constitution

NOTICE OF EGMENCLOSED**FORM OF PROXYENCLOSED**

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TT VISION HOLDINGS BERHAD
(Registration No. 201801011030 (1273046-H))
(Incorporated in Malaysia)

Registered office:

9-1, 9th Floor, Wisma Penang Garden
42, Jalan Sultan Ahmad Shah
10050 George Town
Penang

26 October 2022

Board of Directors:

Dato' Seri Wong Siew Hai (*Independent Non-Executive Chairman*)
Goon Koon Yin (*Chief Executive Officer and Executive Director*)
Wong Yih Hsow (*Chief Operating Officer and Executive Director*)
Jennie Tan Yen-Li (*Executive Director*)
Nadiah Wong Binti Abdullah (*Independent Non-Executive Director*)
Everlyn Lee Suan Sim (*Independent Non-Executive Director*)
Dr. Khoh Soo Beng (*Independent Non-Executive Director*)
Mohammad Farish Nizar Bin Othman (*Non-Independent Non-Executive Director*)

To: The Shareholders of TTVHB

Dear Sir / Madam,

PROPOSALS

1. INTRODUCTION

On 26 October 2022, the Board had deliberated that the Company intends to seek approval from its shareholders for the Proposals at the forthcoming EGM.

This Circular is to provide you with the details of the Proposals and to seek your approval for the resolutions pertaining to the Proposals to be tabled at our forthcoming EGM.

We enclose the notice of the forthcoming EGM and the Form of Proxy in this Circular.

PLEASE READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX A BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSALS TO BE TABLED AT THE FORTHCOMING EGM.

2. DETAILS OF THE PROPOSALS

2.1 THE PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY

The Proposed Adoption of new Constitution of the Company to align with the updated provisions of the ACE Market Listing Requirements in order to facilitate the proposed listing of the Company on the ACE Market of Bursa Securities.

2.2 PROPOSED LISTING

The Company proposes to undertake an initial public offering in conjunction with the proposed admission to the Official List of ACE Market of Bursa Securities and the proposed listing of and quotation for the entire enlarged issued share capital of the Company on the ACE Market of Bursa Securities by way of a Prospectus to be issued by the Company. All such new Shares to issued pursuant to the Proposed Listing, upon allotment and issuance, shall rank equally in all respects with the existing issued Shares of the Company.

2.3 AUTHORITY FOR DIRECTORS TO ISSUE NEW SHARES

The Authority to Issue Shares is necessary to facilitate the proposed issuance of new shares in the Company including such new shares to be issued in conjunction with the proposed listing of the Company on the ACE Market of Bursa Securities.

3. EFFECTS OF THE PROPOSALS

The Proposals are not expected to have any material effect on the issued share capital, substantial shareholders' shareholdings, net assets, gearing or earnings of the Group.

4. APPROVALS REQUIRED

The Proposals are subject to the approval of the shareholders of the Company at the forthcoming EGM to be convened.

In addition, the Proposed Listing is subject to the approval from Bursa Securities and other relevant authorities.

5. INTERESTS OF DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

None of the Directors and/or substantial shareholders of our Company and/or persons connected with them have any interest, whether direct or indirect, in the Proposals.

6. DIRECTORS' RECOMMENDATION

The Board, after having considered all aspects for the Proposals, is of the opinion that the Proposals are in our best interest. Accordingly, the Board recommends that you vote in favour of the resolutions in relation to the Proposals to be tabled at the forthcoming EGM.

7. RESPONSIBILITY STATEMENT

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

8. DOCUMENTS AVAILABLE FOR INSPECTION

The Constitution of the Company is available for inspection at the registered office of the Company at 9-1, 9th Floor, Wisma Penang Garden, 42, Jalan Sultan Ahmad Shah, 10050 George Town, Penang, Malaysia during normal office hours on Monday to Friday (except public holidays) from the date of this Circular up to and including the date of the forthcoming EGM.

9. EGM

The Notice of the forthcoming EGM is enclosed in this Circular and the EGM will be conducted at TT Vision Holdings Berhad, Plot 106, Hilir Sungai Keluang 5, Bayan Lepas Industrial Zone Phase IV, 11900 Bayan Lepas, Penang on Friday, 18 November 2022 at 2.30 p.m., or at any adjournment thereof for the purpose of considering, and if though fit, passing the resolutions by way of poll so as to give effect to the Proposals.

Shareholders are encouraged to participate, speak and vote at the EGM.

If you are unable to attend, participate, speak and vote at the forthcoming EGM, you may appoint a proxy or proxies to do so on your behalf by completing and depositing the enclosed Form of Proxy in accordance with the instructions therein at the Share Registrar's Office at 2nd Floor, Wisma Penang Garden, 42, Jalan Sultan Ahmad Shah, 10050 George Town, Penang, Malaysia not less than 48 hours before the time set for holding the EGM or at any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending, participating, speaking and voting in person at the EGM should you subsequently wish to do so.

Yours faithfully

For and on behalf of the Board of Directors

TT VISION HOLDINGS BERHAD

DATO' SERI WONG SIEW HAI

Independent Non-Executive Chairman

THE COMPANIES ACT, 2016 MALAYSIA

**PUBLIC COMPANY
LIMITED BY SHARES**

CONSTITUTION

of

TT VISION HOLDINGS BERHAD

Registration No.

[201801011030 (1273046-H)]

**Incorporated on
21st March 2018**

THE COMPANIES ACT, 2016
MALAYSIA

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

TT VISION HOLDINGS BERHAD

1. The name of the Company is TT VISION HOLDINGS BERHAD.
2. The registered office of the Company will be situated in Malaysia.
3. The Company shall have full capacity to carry on or undertake any business or activity, do any act or enter into any transactions and for these purposes, full rights, powers and privileges as contained in Section 21 of the Act including but not limited to:-
 - a) To acquire and hold for investment, shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued and guaranteed by any company or private undertaking or any syndicate or persons constituted or carrying on business in Malaysia or/elsewhere and debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, municipal, local or, otherwise and to acquire any such shares, stocks, debentures, debenture stocks, bonds, obligations or securities by original subscription, tender, purchase, transfer, exchange or otherwise and to exercise and generally to enforce and exercise all rights and powers conferred by or incidental to the ownership thereof and in particular-to sell, transfer, exchange or otherwise dispose of the same and to acquire and hold for investment lands, houses, buildings, warehouses, factories, plantations and other property of any tenure and any interest therein and any movable property of any description or any interest therein and to create and sell freehold and leasehold grounds rents and to make advances upon the security of land or house or other property or any interest therein and generally to sell, lease or exchange land and house property and any other property whether real and personal and whether for valuable consideration or not.
 - b) To carry on all or any of the business and activities management consultants, to render management, industrial, commercial, financial, public relations, industrial relations and other related services to any person, firm or corporation engaged in business, trade or activity; to carry on any trade or business whatsoever which can, in the opinion of the Directors, be advantageously carried out by the Company in connection with or as auxiliary to the main business of the Company.
 - c) To carry on the business of manufacturers, distributors, importers, exporters of and dealers in all kinds of name plates and any other products in connection therewith.

The paragraphs as contained in the Third Schedule of the Companies Act, 2016 ("the Act") shall apply to the company except in so far as the same is repeated or contained in this Constitution.

4. The liability of the members is limited.

5. The share capital of the Company is its issued share capital. 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 qualified or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

6. Definitions and Interpretation

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

"Act" means the Companies Act, 2016 and any statutory modification, amendment or reenactment thereof and any and every other legislation for the time being in force made thereunder and any written law for the time being in force concerning companies and affecting the Company.

"Authorised Nominee" means an authorized nominee defined under the Central Depositories Act.

"Board" means the Board of Directors for the time being of the Company.

"Depository" means the Bursa Malaysia Depository Sdn. Bhd.

"Central Depositories Act" means the Securities Industry (Central Depositories) Act, 1991, as it may be amended, modified or reenacted from time to time.

"Chairman" means the chairman of the Board of Directors.

"Clause" means these Clauses as originally framed or as altered from time to time by special resolution.

"Company" means TT VISION HOLDINGS BERHAD.

"Constitution" means the Constitution of the Company as adopted or as from time to time altered by special resolution or as required by the Act and/or Listing Requirements.

"Deposited Security" means a Security standing to the credit of a Securities Account and includes a Security in a Securities Account that is in suspense.

"Depositor" means a holder of Securities Account established by the Central Depository.

"Depository" means the Bursa Malaysia Depository Sdn. Bhd.

"Directors" means the Directors for the time being of the Company.

"Dividend" means Dividend and/or bonus.

"Effect Insurance" means includes pay, whether directly or indirectly, the costs of the insurance.

"Electronic Address" means any address or number used for the purpose of sending and receiving documents or information by electronic means.

"Electronic Communication" means 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.

“Electronic Form” means document or information sent or supplied in electronic form are those sent by “Electronic Communication” or by any other means while in an electronic form (for example sending an electronic copy (CD-ROM) by post) whereby a recipient of such document or information would be able to retain a copy.

“Employee Share Scheme” means collectively a Share Issuance Scheme and a Share Grant Scheme.

“Entitled Person” means a person who is a Malaysian citizen or a statutory corporation or authority or body incorporated by or under a Federal law of Malaysia or a law of any State of Malaysia or a Company incorporated in Malaysia and for the purpose of this Constitution, includes the Government of Malaysia and the Government of any State of Malaysia.

“Exchange” means the Bursa Malaysia Securities Berhad.

“Executive Director” includes a Managing Director.

“Exempt Authorised Nominee” means an authorized nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.

“FSA” means the Financial Services Act 2013 or any statutory modification, amendment or re-enactment thereof for the time being in force.

“Indemnity” means includes relieve or excuse from liability, whether before or after the liability arises, and “indemnity” has a corresponding meaning.

“In writing” means written or reproduce by and substitute for writing, or partly one and partly another, and shall include (except where otherwise expressly specified in these presents or the context otherwise requires, and subject to any limitations, conditions or restrictions contained in the Act) any representation or reproduction of words, symbols or other information, which may be displayed in a visible form, whether in a physical document or in an electronic form otherwise howsoever.

“Listed” means admitted to the Official List and “listing” shall be construed accordingly.

“Listing Requirements” means the ACE Market Listing Requirements of the Exchange including any amendment thereto that may be made from time to time.

“Market Day” means any day between Monday and Friday which is not a market holiday of the Exchange or a public holiday.

“member(s)” means any person(s) whose name(s) is/are entered in the Company's register of members including Depositors whose names appear on the Record of Depositors except the Bursa Malaysia Depository Nominees Sdn. Bhd.

“month” means calendar month.

“Office” means the registered office for the time being of the Company.

“Omnibus Account” means Securities Account in which ordinary shares are held in the Company for multiple beneficial owners in one securities account.

“option” includes options under an Employee Share Scheme, convertible securities, warrants and any other types of options in respect of the issued or unissued securities of the Company.

“Other Exchange” means any other stock exchange, other than the Exchange, on which the Company’s shares are listed.

"paid" means paid or credited as paid.

“Prescribed Limit” means a quota, restriction or limit on the ownership of shares, imposed by the Constitution under Clause 8(1) or Clause 38 or any other constituent document of the Company.

“proxy” includes attorney duly constituted under a power of attorney.

"Record of Depositors" means the record provided by the Central Depository to the Company under Chapter 24.0 of the Rules.

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

“Seal” means the Common Seal of the Company.

"Secretary" means any person or persons appointed to perform the duties of the secretary of the Company and shall include a joint, temporary, assistant or deputy secretary.

"Securities Account" means an account established by the Depository for a Depositor for the recording of deposit of Securities and for dealing in such Securities by the Depositor, as defined in the Central Depositories Act and/or the Rules.

"Securities" means securities as defined in Section 2 of the Securities Commission Act, 1993 or any modification, amendment or re-enactment thereof for the time being in force.

"Shares" as regards Company, or any other corporation means and includes a preference or deferred as well as an ordinary share and also stock and any security which carries any power of voting with respect to the management of the Company or such other corporation issuing or creating the same but shall not include the Special Share.

“Special Resolution” has the meaning assigned thereto by Section 292 of the Act.

“Special Shareholder” means the Minister of Finance a body corporate incorporated under the Minister of Finance (Incorporation) Act 1957 or any Minister, representative or any person acting on behalf of the Government of Malaysia.

"Statutes" means the Act, the Central Depositories Act and every other Ordinance or Act for the time being in force concerning companies and affecting the Company.

The expressions "debenture" and "debenture-holder" shall include "debenture-stock" and

"debenture-stockholder", and the expression "Secretary" shall include any person appointed by the Directors to perform any of the duties of the Secretary.

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

6.2.1. reference to "writing" shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;

- 6.2.2. words denoting the singular number only shall include the plural number and vice versa and words importing the masculine gender only shall include the feminine and neuter genders and the word "person" shall include a corporation;
 - 6.2.3. any reference to a statutory provision includes any modification, consolidation or re-enactment thereof for the time being in force, and all statutory instruments or orders made pursuant thereto; and
 - 6.2.4. save as aforesaid, words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Interpretation Act, 1967, as amended from time to time and any re-enactment thereof.
 - 6.2.5. reference to "writing" shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form words denoting the singular number only shall include the plural number and vice versa and words importing the masculine gender only shall include the feminine and neuter genders and the word "person" shall include a corporation;
 - 6.2.6. any reference to a statutory provision includes any modification, consolidation or re-enactment thereof for the time being in force, and all statutory instruments or orders made pursuant thereto; and
 - 6.2.7. Save as aforesaid, words or expressions contained in this Constitution shall be interpreted in accordance with the provision of the Interpretation Act 1967 as amended from time to time and only re-enactment thereof.
- 6.3. The side notes are inserted for convenience only and shall not affect the construction of this Constitution.
- 6.4. The side notes are inserted for convenience only and shall not affect the construction of this Constitution.

SHARES

7. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, and subject to the Act and to the conditions, restrictions and limitations expressed in this Constitution, the Directors may allot shares or grant rights to subscribe for or otherwise dispose of the unissued shares in the Company to such persons, at such time and on such terms and conditions, with such preferred or deferred or other special rights, as they think proper, PROVIDED ALWAYS THAT:-
- 7.1. no shares shall be issued which shall have the effect of transferring a controlling interest in the Company without the prior approval of the members in general meeting;
 - 7.2. in the case of shares other than ordinary shares, no special rights shall be attached until the same have been expressed in this Constitutions;
 - 7.3. the Company must ensure that all new issues of Securities for which listing is sought are made by way of crediting the Securities Accounts of the allottees with such Securities save and except where it is specifically exempted from compliance with Section 38 of the Central Depositories Act, in which event it shall so similarly be exempted from compliance with this requirement. For this purpose, the Company must notify the Depository of the names of the allottees and all such particulars required by the Depository, to enable the Depository to make the appropriate entries in the Securities Accounts of such allottees;

- 7.4. The company must allot and issue Securities, despatch notices of allotment to the allottees and make an application for the quotation of such securities within such periods as may be prescribed by the Exchange.
8. Subject to the Act, any preference shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed provided that:-
- 8.1. the holders of preference shares shall have the same rights as the holders of ordinary shares in relation to receiving notices, reports and audited financial statements and attending general meetings of the Company but shall only have the right to vote at any meeting convened for the purpose of reducing the Company's share capital, or on a proposal to wind up the Company, or sanctioning the disposal of the whole of the Company's property, business and undertaking or where the proposition to be submitted to the meeting directly affects the rights and privileges attached to the share, or when the dividend or part of the dividend on such shares is in arrears for more than 6 months and during the winding up of the Company;
- 8.2. the holder of a preference share shall be entitled to a return of capital in preference to holders of ordinary shares when the Company is wound up; and
- 8.3. the Company shall not, without the consent of the existing preference shareholders at a class meeting or pursuant to Clause 19 hereof, issue further preference capital ranking in priority above preference shares already issued but may issue preference shares ranking equally therewith.
9. The Company shall not give whether directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company or in its holding company, nor shall the Company make a loan for any purpose whatsoever on the security of its shares or those of its holding company, but nothing in this Article shall prohibit transactions mentioned in Section 127 of the Act or the circumstances set out in Section 127 of the Act.
10. Subject to the provisions of the Act and the rules, regulations, orders, guidelines or requirements issued by the Exchange and/or any other relevant authority from time to time, the Company may by ordinary resolution purchase its own shares. Any shares in the Company so purchased by the Company shall be dealt with in accordance with the Act and the guidelines or requirements issued by the Exchange and/or any other relevant authority from time to time.
11. In addition to all other powers of paying commissions, the Company (or the Board on behalf of the Company) may exercise the powers conferred by Section 80 of the Act of applying its shares or capital moneys in paying commissions to persons subscribing or procuring subscriptions for shares of the Company, or agreeing so to do whether absolutely or conditionally, provided that the percentage or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and shall not exceed 10% of the price at which the shares in respect whereof the commission is paid are issued or an amount equivalent thereto. The Company (or the Board on behalf of the Company) may also on any issue of the shares pay such brokerage as may be lawful.
12. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a long period, the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the condition and restrictions mentioned in Section 130 of the Act, and may charge the same to capital as part of the cost of construction of the works, buildings or plant.
13. The Company shall duly observe and comply with the provisions of the Act and the Listing Requirements from time to time prescribed by the Exchange applicable to any allotment of its shares.

14. Except as required by law and as provided under the Rules, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not, even when having notice thereof; be bound or compelled to recognise any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by this Constitution otherwise expressly provided or as required by law) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.
15. Subject to the Listing Requirements, the Act, the Central Depositors Act and/or the Rules and notwithstanding the existence of a resolution pursuant to Section 75 of the Act, the company must ensure that it shall not issue any shares or convertible Securities if those shares or convertible Securities, when aggregated with any such shares or convertible Securities issued during the preceding months, exceeds 10% of the value of the issued and paid-up capital of the Company, except where the shares or convertible Securities are issued with the prior approval of the shareholders in general meeting of the precise terms and conditions of the issue. In working out the number of shares or convertible Securities that may be issued by the Company, if the Security is a convertible Security, each such Security is counted as the maximum number of shares into which it can be converted or exercised.
16. The Company shall not cause or authorise its registrar to cause the Securities Accounts of the allottees to be credited with additional Securities until it has filed with the Exchange a listing application for such new issue of Securities and has been notified by the Exchange that such new Securities have been approved in principle for listing.
17. Subject to the Act, the Central Depositories Act, the Listing Requirements, the Rules and Article 15, the Company shall issue and allot securities and despatch notices of allotment to the allottees and make an application for quotation of such securities within such period as prescribed under the Listing Requirements.
18. No person shall exercise any rights of a member until his name shall have been entered in the Record of Depositors and he shall have paid all calls and other moneys for the time being due and payable on any share held by him.
19. If, by the condition of allotment of any share, the whole or part of the amount or issue price thereof shall be payable on fixed dates every such amount shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share, or his legal personal representatives.

CERTIFICATES

20. The Registrar of the Company shall only issue jumbo certificates in respect of shares or Securities in favour of Bursa Malaysia Depository Nominees Sdn Bhd as he may be directed by the Securities.

ALTERATION OF RIGHTS

21. Notwithstanding Clause 19 hereof, the repayment of capital of preference shares other than redeemable preference shares, or any other alteration of preference shareholder rights, shall only be made pursuant to a special resolution of the preference shareholders concerned, provided always that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing, if obtained from the holders of three-fourths of the preference shares concerned within 2 months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting.

22. 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 shares of that class) may, whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the holders of seventy five per centum of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting, the provisions of this Constitution relating to general meetings shall mutatis mutandis apply; but so that the necessary quorum shall be 2 persons at least holding or represented by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll. On a poll, the holders of the shares shall have one vote for every share of the class held by them respectively. To every such special resolution, the provisions of Section 292 of the Act shall, with such adaptations as are necessary, apply.
23. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking as regards to participation in the profits or assets of the Company in some or in all respects pari passu therewith.

CALLS ON SHARES

24. The Directors may from time to time make such calls upon the members as the Directors may think fit in respect of the amounts unpaid on their shares and not by the conditions of allotment made payable at fixed times provided that no call shall be payable at less than one month from the date fixed for the payment of the last preceding call. Except in the case of calls payable at fixed times pursuant to the conditions of allotment, each member shall be entitled to receive at least 14 days' notice specifying the time or times and place of payment.
25. Any call may be made payable either in one sum or by instalments, and each member upon whom a call is made is liable to pay the amount of the call to the Company at the time for its payment may be postponed by the Directors.
26. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing such call was passed.
27. The Directors may on the issue of shares, differentiate between the holders of such shares as to the amount of calls to be paid and the time of payment of such calls.
28. Any sum which by the terms of issue of a share is made payable upon allotment or at any fixed date, whether on account of the nominal amount of the share or by way of premium, shall, for all purposes of this Constitution, be deemed to be a call duty made and payable on such fixed date, and in case of non-payment all the relevant provisions of this Constitution as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duty made and notified.
29. If any sum in respect of a call 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 8% per annum, as the Directors may determine (or failing such determination, then at the rate of 8% per annum) provided however the Directors may waive payment of such interest in whole or in part.
30. No shareholder shall be entitled to receive any dividend or to exercise any privileges as a member until he shall have paid all calls for the time being due and payable on every share held by him together with interest and expenses (if any).

31. The Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys payable in respect of any share held by him beyond the amount of the calls actually made thereon and upon the moneys so advanced, or so much thereof as shall from time to time exceed the amount of the calls due upon such shares, the Company may pay interest at such rate not exceeding 50% per annum, as may be agreed between the member paying the sum in advance and the Directors. Any capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. Except in liquidation, sums paid in advance of calls shall not, until the same would but for such advance have become payable, be treated as paid up in the shares in respect of which they have been paid.
32. At the trial or hearing of any action or other proceeding for the recovery of any money due for any call it shall be sufficient to prove that the name of the member sued is entered in the Record of Depositors as the holder of the shares in respect of which such call was made, that the resolution making such call is duly recorded in the member sued according to the provisions of these presents and it shall not be necessary to prove the appointment of the Directors who made such call nor any other matter whatsoever but the proof of the matters aforesaid shall be conclusive evidence of a debt due from the members sued to the Company.

EMPLOYEE SHARE SCHEME

- 33.
- a) Every issue of shares or options in relation to Employee Share Scheme shall require the approval of shareholders in general meeting.
 - b) No Director shall participate in a Share Issuance Scheme unless shareholder in general meeting have approved of the specific allotment to be made to such Director.
 - c) The Directors holding office in an executive and non-executive shall participate in such an issue of shares.

FORFEITURE AND SURRENDER OF SHARES

34. If any member fails to pay the whole or any part of any call or instalment of a call on the day appointed for the payment thereof, the Directors may at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
35. The notice shall name a further day (not being less than 14 days from the date of service of the notice) on or before which, and the place where, the payment required by the notice is to be made, and shall state that, in the event of non-payment at or before the time and place appointed the shares in respect of which such call was made will be liable to be forfeited.
36. If the requirement of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time, thereafter, before payment of all calls and interest due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends which shall have been declared on the forfeited shares and not actually paid before the forfeiture. The Directors may accept the surrender of any share liable to be forfeited hereunder.
37. Notwithstanding any such forfeiture as aforesaid the Directors may at any time before the forfeited share has been otherwise disposed of, annul the forfeiture upon the terms of payment of all calls and interest

due upon and expenses incurred in respect of the share and upon such further terms (if any) as they shall see fit.

38. Subject to the Central Depositories Act and the Rules, a share not forfeited or surrendered shall become the property of the Company and may be re-sold, re-allotted or otherwise disposed of either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto, or to any other person upon such terms and in such manner as the Directors shall think fit, and at any time before a sale, re-allotment or disposition the forfeiture or surrender may be cancelled on such terms as the Directors think fit. The Directors may, if necessary, authorize some person to transfer a forfeited or surrendered share to any such other person as aforesaid.
39. A person whose share 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 moneys which, at the date of forfeiture or surrender were payable by him to the Company in respect of the shares together with interest 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 receives payment in full of all such moneys in respect of the shares.
40. A statutory declaration in writing that the declarant is a Director of the Company, and that a share in the Company has been duly forfeited or surrendered or sold to satisfy a lien on an date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares. The Company may receive the consideration, if any, given for the share on any sale or disposition thereof and the Directors may authorize some person to execute a transfer of the share in favour of the person to whom the share is sold or otherwise disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or other disposal of the share. Subject to any lien for sums not presently payable, if any, any residue of the proceeds of the sale of shares which are forfeited and sold, after the satisfaction of the unpaid calls or instalments payable at fixed times and accrued interest and expenses, shall be paid to the person.
41. The provisions of this Constitution as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of a premium, as if the same had been payable by virtue of a call duly made and notified.
42. When any share has been forfeited in accordance with this Constitution notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by reason of the death or bankruptcy 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 Record of Depositor's opposite to the shares.
43. The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and claims and demands against the Company in respect of the share and all other rights and liabilities incidental to the share as between the shareholder whose share is forfeited and the Company, except only such of those rights and liabilities as are by this Constitution expressly saved or as are by the Act given or imposed in the case of past members.
44. The Company's lien on share and dividends from time to time declared in respect of such shares, shall be restricted to :-
 - (a) unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid,

- (b) if the shares were acquired under an employee share option scheme, amounts which are owed to the company for acquiring them; and
 - (c) such amounts as the company may be calls upon by law to pay and has paid in respect of the shares of the holder or deceased former holder.
45. 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 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.
46. The proceeds of any such sale after payment of the amount of interest and costs relating to the sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale or his executors, administrators or assignees or as he directs.

TRANSFER OF SECURITIES

47. Subject to this Constitution, the Central Depositories Act and the Rules, any Member may transfer all or any of his Securities (except those Deposited Securities which are for the time being designated as securities in suspense) by instrument in writing in the form prescribed and approved by the Stock Exchange. The instrument shall have been executed by or on behalf of the transferor and the transferee and the transferor shall remain the holder of the Securities transferred until the transfer is registered and the name of the transferee is entered in the Record of Depositors.
48. The transfer of any Deposited Securities shall be made by way of book entry by the Central Depository in accordance with the Rules and, notwithstanding Section 105, 106 and 110 of the Act, but subject to subsection 148(2) of the Act and any exemption that may be made from compliance with subsection 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of such Securities.
49. Subject to the Central Depositories Act and the Rules, there shall be no restriction on the transfer of fully-paid Securities except where required by law.
- (a) The Central Depository may, in its absolute discretion, refuse to register any transfer of Deposited Securities that does not comply with the Central Depositories Act and/or the Rules
 - (b) Neither the Company nor the Directors nor any of its officers shall incur any liability in respect of any transfer of Deposited Security apparently made by sufficient parties and registered by the Central Depository, although the same may, by reason of anfraud or other cause not know to the Company or the Directors or other officers be legally inoperative or insufficient to pass the property in the Deposited Security proposed or professed to be transferred, and although transferred, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument to transfer was signed or
 - (c) Executed and delivered by the transferor in blank as to the name of the transferee, his executors, administrators and assignees alone shall be entitled to be recognised as the holder of such Deposited Security and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto.
50. Subject to the provisions of the Act, the Depositories Act, the Rules and the Listing Requirements, the registration of transfers may be suspended at such times and such periods as the Directors may from

time to time determine PROVIDED ALWAYS that such registration shall not be suspended for more than thirty (30) days in any year. At least ten (10) clear Market Days' notice (or such other period as may be prescribed by Bursa Securities) prior to such closure shall be published in a daily newspaper circulating in Malaysia and shall also be given to Bursa Securities. The said notice shall state the period and purpose or purposes of such closure. The Company shall give notice in accordance with the requirements of the Rules to the Depository to prepare the appropriate Record of Depositors.

51. The Register and/or Record of Depositors may be closed for such periods as the Directors may from time to time determine PROVIDED ALWAYS that it shall not be closed for more than thirty (30) days in any year. Any notice of intention to close the Register and/or Record of Depositors and the reason therefor shall be given to the Stock Exchange, such closure of the Register and/or Register of Depositors shall be at least ten (10) Market Days (or such other period as prescribed by the Exchange from time to time) after the date of notification to the Stock Exchange. The said notice shall state the books closing date and purpose or purposes for which the Register and/or Record of Depositors is being closed. In this respect, the Company shall request the Central Depository, in accordance with the Rules, to prepare the appropriate Record of Depositors.
52. Subject to the provisions of this Constitution, the Directors may recognise a renunciation of any share by the allottee thereof in favour of some other person.

TRANSMISSION OF SHARES

53. In the case of the death of a Member:-
- where the deceased was a sole or only surviving holder, the legal personal representatives who, where the deceased Member was a Depositor, is entered in the Depository Register in respect of the deceased Members' Securities; and where the deceased was a joint holder, the survivor(s) , Shall be the only person(s) recognized by the Company as having any title to the deceased Member's interest in the Securities but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
54. Any person becoming entitled to 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 Central Depository and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the Central Depository 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 shares may be carried out by the person becoming so entitled.
55. If any person so becoming entitled elects to be registered himself, he shall notify the Central Depository in writing in accordance with the Rules. If he elects to have another person registered, he shall testify his election by executing to that person a transfer of the share in accordance with the Rules. All the limitations, restrictions and provisions of this Constitution relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer signed by that Member.
56. 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, be entitled to the same dividends and other advantages and to the same rights (whether in relation to meetings of the Company or to voting or otherwise) as the registered holder would have been entitled to if he had not died or become bankrupt.
57. 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.

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.

CONVERSION OF SHARES INTO STOCKS

58. The Company may by ordinary resolution passed at general meeting convert any paid up shares into stock or reconvert any stock into paid up shares of any denomination.
59. The holders of stock may transfer the same or any part thereof in the same manner and subject to the same clauses as and subject to which the shares from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit; provided however that the Directors may from time to time, if they think fit, fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum, but the minimum shall not exceed the nominal amount of the shares from which the stock arose.
60. The stock shall confer on the holders thereof respectively the same rights, privileges and advantages as regards dividends, participation in assets on a winding up, voting at meetings of the Company and other matters as would have been conferred by the shares from which the stock arose, but so that none of such rights, privileges or advantages, (except participation in dividends and profits of the Company and in assets on a winding up) shall be conferred by an amount of the stock which would not, if existing in shares, have conferred such right, privilege or advantage.
61. All such provisions of this Constitution as are applicable to paid-up shares shall apply to stock and in all such provisions the word "share" shall include "stock" and the word "shareholder" and "member" shall include "stockholder".

INCREASE OF CAPITAL

62. The Company may from time to time, whether all the shares for the time being issued shall have been fully paid up or not, by ordinary resolution increase its share capital by the creation and issue of new shares, such new capital to be of such amount to be divided into shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company may direct in the resolution authorising such increase.
63. 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 they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of shares or Securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or Securities offered, the Directors may dispose of those shares or Securities in such manner as they think most beneficial to the Company. The Directors may likewise

also dispose of any new shares or Securities which (by reason of the ratio which the new shares or Securities bear to shares or Securities held by persons entitled to an offer of new shares or Securities) cannot, in the opinion of the Directors, be conveniently offered under this Clause.

64. Except so far as otherwise provided by the conditions of issue, any capital raised by the creation of new shares shall be considered as part of the original share capital of the Company. All new shares shall be subject to the provisions herein contained with reference to allotments, the payment of calls and instalments, transfer, transaction, transmission, forfeiture, lien or otherwise and shall also be subject to the Rules.

ALTERATION OF CAPITAL

65. The Company may alter its share capital by passing an ordinary resolution to:
- (a) Increase the share capital by such sum to be divided into shares of such amount as the resolution prescribed.
 - (b) consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived;
 - (c) convert all or any of its paid-up shares into stock and may reconvert that stock into paid-up shares;
 - (d) subdivide its shares or any of the shares, whatever is in the subdivision, the proportions between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived; or
 - (e) cancel any shares which at the date of the passing of the resolution which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled.
66. The Company may reduce its share capital by:-
- (a) a special resolution and confirmation by the Court in accordance with Section 116 of the Act; or
 - (b) a special resolution supported by a solvency statement in accordance with Section 117 of the Act.

PURCHASE BY THE COMPANY OF ITS OWN SHARE

67. The Company may, subject to and in accordance with the Act, the Rules, regulations and orders made pursuant to the Act, the conditions, restrictions and limitations expressed in this Constitution and the requirements of the Exchange and any other relevant authorities:-
- (a) Purchase its own share;
 - (b) Give financial assistance, by means of making of a loan, the giving of a guarantee, the provision of security, the release of an obligation or the forgiving of a debt or otherwise, to any person for the purpose of purchasing its own shares ;
 - (c) Do both, (a) and (b)

GENERAL MEETINGS

68. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and not more than 15 months shall elapse between the date of one annual general meeting and that of the next, but so long as a company holds its first annual general meeting within 18 months of its incorporation, it need not hold any other annual general meeting in the year of its Incorporation or in the year following its incorporation.
69. All general meetings other than annual general meetings shall be called extraordinary general meetings.
70. All general meetings shall be held at such time, day and place as the Directors shall determine. Every notice of an annual general meeting shall specify the meeting as such and every meeting convened for passing a special resolution shall state the intention to propose such resolution as a special resolution. A general meeting may be held at more than one venue using any technology or method that enables the members of the Company to participate and to exercise the members' rights to speak and vote at the meeting.
71. This Directors may whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition as is referred to in Section 312 of the Act, or if the Company makes default in convening a meeting in compliance with a requisition received pursuant to Section 312 of the Act, a meeting may be convened by such requisitionists in the manner provided in Section 313 of the Act. Any meeting convened by the requisitionist shall be convened in the same manner, as nearly as possible, as that in which meetings are requisitioned to be convened by the Directors.
72. The notices convening meetings shall be given to all members (other than those who are not entitled to receive notices of general meetings of the Company under the provisions of this Constitution or the terms of issue of the shares held by them) and to the Directors and auditors for the time being of the Company at least 14 days before the meeting or at least 21 days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in the case of special business shall also specify the general nature of that business and shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least 14 days' notice or 21 days' notice in the case where any special resolution is proposed or where it is the annual general meeting, of every such meeting shall also be given by advertisement in at least 1 nationally circulated Bahasa Malaysia or English daily press and in writing to the Exchange.
73. The Company shall request the Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company. The Company shall request the Depository in accordance with the Rules, to issue a Record of Depositors as at the latest date which is reasonably practicable which shall in any event be not less than 3 Market Days before the general meeting (hereinafter referred to as "the General Meeting Record of Depositors"). Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations, 1996 (where applicable) and notwithstanding any provision in the Act, a depositor shall not be regarded as a member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.

Subject always to the provisions of Section 302 of the Act, no business shall be transacted at an extraordinary general meeting except business of which notice has been given in the notice convening the meeting.

74. In every notice calling a meeting of the Company, there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him. A proxy may, but need not, be a member of the Company. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
75. The accidental omission to give notice of any meeting to or the non-receipt of the notice of a meeting by, any person entitled to receive notice shall not invalidate any resolution passed or proceedings held at any such meeting.
76. A meeting shall, notwithstanding that it is called by notice shorter than is required by Clause 60, be deemed to be duly called if it is so agreed, in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote numbers of the members having a right to attend and vote thereat, being a majority which together holds not less than 95% of the shares giving a right to attend and vote.
77. Where by the Act special notice is required of a resolution, the resolution shall not be effective unless notice of the intention to move it has been given to the Company not less than 28 days before the meeting at which it is moved, and the Company shall give its members notice of any such resolution at the same time and in the same manner as it gives notice of the meeting or, if that is not practicable, shall give them notice thereof, in any manner allowed by this Constitution not less than 14 days before the 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 28 days or less after the notice has been given, the notice, although not given to the Company within the time required by this Constitution shall be deemed to be properly given.
78. Subject to Section 323 of the Act, members of a public company may require the Company to circulate statements to members of the Company entitled to receive notice of Company meeting of members.

PROCEEDINGS AT GENERAL MEETINGS

79. All business that is transacted at any extraordinary general meeting and also all business that is transacted at an annual general meeting shall be deemed special, with the exception of the receipts and consideration of the audited financial statements and audited group financial statements (if any) of the Company and the reports of the Directors and auditors and other documents required to be annexed to the financial statements, the election of Directors in the place of those retiring, and the appointment of, and the fixing of the remuneration of the auditors.
80. No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds, to business. For all purposes 2 members representing not less than one-third of the issued shares of the Company present in person or by proxy, or, in the case of corporations which are members, present by their representatives appointed pursuant to the provision of this Constitution and entitled to vote shall be a quorum. Provided that in cases when it is required by law to abstain from voting at a General Meeting, the quorum shall be 2 members representing not less than one-tenth of the issued shares of the Company present in person, or by proxy, or, in case of Corporations which are members, present by their representatives appointed pursuant to the provision of this Constitution and entitled to vote shall be a quorum.
81. If within half an hour after the time appointed for the meeting a quorum is not present, the meeting, if convened by or upon the requisition of members, shall be dissolved. If otherwise convened, it shall stand adjourned to the same day in the next week (or if that day be a public holiday, then to the next business day following such public holiday), at the same time and place or to such other day and at such other time and place as the Directors may determine, but if a quorum is not present within 15 minutes from the time appointed for holding the adjourned meeting, the members present shall be a quorum and may

transact the business for which the meeting was called but no notice of any such adjournment as aforesaid shall be required to be given to the members.

82. The Chairman of the Board, shall preside as Chairman at every general meeting, but if no such Chairman is present within 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 of their number to act as Chairman of such meeting, and if there be no Director chosen who shall be willing to act, the members present in person or by proxy and entitled to vote shall choose one of their own number to act as Chairman at such meeting.
83. The Chairman may, with the consent of any meeting at which a quorum is present and if so directed by the meeting shall, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
84. Subject to any express requirement of the Listing Requirements, at any general meeting a resolution put to the vote of the meeting shall be determined by a show of hands of the members present in person or by proxy, unless a poll is demanded (before or upon the declaration of the result of a show of hands):-
- a. by the Chairman of the meeting (being a person entitled to vote);
 - b. by at least 3 members present in person or by proxy;
 - c. by any member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting excluding any voting rights attached to shares of the Company held as treasury shares; or;
 - d. by a member or members present in person or by proxy and 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 of the total sum paid up on all the shares conferring that right excluding shares in the Company conferred a right to vote on the resolution which are held as treasury shares.
- Provided that no poll shall be demanded on the election of a chairman of a meeting or on any question of adjournment
85. 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.
86. The instrument appointing a proxy to vote at a meeting shall be deemed to confer authority to demand, or join in demanding a poll, and, for the purposes of the last preceding Clause, a demand by a person as proxy for a member shall be the same as a demand by the member.
87. If any votes shall have been counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting or at any adjournment thereof and unless in the opinion of the Chairman at the meeting or any adjournment thereof as the case may be, it shall be of sufficient importance to vitiate the result of the voting.

88. If a poll is duly demanded it shall be taken in such manner as the Chairman may direct (including the use of a ballot or voting papers or tickets or electronically using various forms of electronic voting devices) and the result of the poll shall be the resolution of the meeting at which the poll was demanded. The Chairman shall appoint scrutineers to verify the votes which shall be counted by the poll administrators for the purposes of a poll, and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the results of the poll.
89. Subject to Clause 84 a poll demanded on any question shall be taken either at once or at such time and place as the Chairman directs not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was demanded. No notice need to be given of a poll not taken immediately.
90. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
91. The demand for a poll may be withdrawn.

VOTE OF MEMBERS

92. In the case of an equality of votes on a show of hands, the Chairman of the meeting at which the show of hands takes place, shall not be entitled to a second or casting vote but not when a poll is demanded.
93. Subject to Clause 73 above and any rights or restrictions for the time being attached to any class or classes of shares, at meetings of members or classes of members, each member shall be entitled to be present and to vote at any general meeting of the Company either personally or by proxy or by attorney and to be reckoned in a quorum in respect of shares fully paid and in respect of shares fully paid and in respect of partly paid shares where calls are not due and unpaid.
94. 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 a holder of ordinary shares or preference shares who presents as a member or a member's representative or proxy or attorney and entitled to vote shall be entitled to one vote on any question at any general meeting and in the case of a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote for every share held by him. A person entitled to more than one vote need not use all his votes or cast all the votes he uses on a poll in the same way.
95. Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribe in such manner that a unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such right's exercisable.
96. Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative either at a particular meeting of the Company, or at all meetings of the Company or of any class of members and the person so authorised shall, in accordance with his authority and until his authority is revoked by the corporation, be entitled to exercise the same powers subject to Section 333 of the Act on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.
97. Any member being of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder "may vote, 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 has been properly appointed to manage his estate. Any one such committee or other person may vote either by proxy or by attorney

provided such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than 48 hours before the time appointed for holding the meeting.

98. The legal personal representative of a deceased member or the person entitled under Clause 93 to any share in consequence of the death or bankruptcy of any member may vote at any general meeting in members respect thereof in the same manner as if he was the registered holder of such shares provided that 48 hours at least before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote he shall satisfy the Directors of his right to any share in consequence of the death or bankruptcy of any member unless the Directors shall have previously admitted his right to vote in respect thereof.
99. No member shall be entitled to be present or to vote at any general meeting or to exercise any privilege as a member nor be counted as one of the quorum unless all calls or other sums immediately payable by him in respect of shares in the Company have been paid.
100. No objection shall be raised in respect of the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.
101. 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. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand a poll on behalf of the appointor.
102. A Member, including an Authorised Nominee and an Exempt Authorised Nominee which holds securities in the Company for an Omnibus Account, may appoint one or more proxies to attend on the same occasion. Where a Member appoints two [2] or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies. The appointment shall not be valid unless he specifies the proportions of his holdings to be represented by each proxy.
- 103.
- 103.1. The Company shall be entitled and bound:-
- a) To reject any instrument of proxy lodged if the member is not shown to have any shares entered against his name in the register of members and / or the latest Record of Depositors made available to the Company; and
 - b) To accept as the maximum number of votes which is aggregate the proxy appointed by the member is able to cast on a poll the aggregate number of shares which is entered against the name of that member in the register of members and / or the latest Record of Depositors made available to the Company whether that number is greater or smaller than the number specified in any instrument of proxy executed by or on behalf of that member.
- 103.2. The Company shall be entitled and bound, in determining rights to vote and other matters in respect of a completed instrument of proxy submitted to it, to have regard to the instructions (if any) given by and the notes (if any) set out in the instrument of proxy.

104. Any Instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

FORM OF PROXY

I/we, of being a member of TT VISION HOLDINGS BERHAD, hereby appoint

*the Chairman of the Meeting or of or failing him, of

	FOR	AGAINST
SPECIAL RESOLUTION		
ORDINARY RESOLUTION		

as my/our proxy to attend and vote for me/us on my/our behalf at the (Annual or Extraordinary) General Meeting of the Company, to be held on and at any adjournment thereof.

My/Our Proxy is to vote as indicated with an "X" below: If no specific direction as to voting is given, the proxy will vote or abstain from voting at his discretion.

Signed this day of

.....
Signature of Member

No. of Shares held

*Delete if not applicable

105. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. PROVIDED ALWAYS that the Company may by written notice waive the prior lodgement of the above instrument appointing a proxy and the power of attorney or other authority.
106. 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 of proxy 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 the 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.
107. A member of the Company is permitted to give the Company notice of termination of a person's authority to act as proxy not less than 24 hours before the time appointed for holding the meeting. The notice of termination must be in writing and be deposited at the Office or at such other place within Malaysia.

108. (1) The communication between the Company and its Members relating to meetings and resolutions, supply of information or documents or otherwise for purpose of complying with the Act, may be:
- (a) in hard copy;
 - (b) in electronic Form; or
 - (c) by other methods agreed between the Company and Members.
- (2) Subject to the Act and the Listing Requirements, the Directors or any agent of the Company so authorised by the Directors, may accept the 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.
- (3) For the purpose of this Article, the Directors may require such reasonable evidence they consider necessary to determine:-
- (a) the identity of the Member and the proxy; and
 - (b) where the proxy is appointed by a person acting on behalf of the Member, the authority of that person to make the appointment.
- (4) Without prejudice to this Article, the appointment of proxy by Electronic Communication must 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:-
- (a) Notice calling the meeting;
 - (b) Instrument of proxy sent out by the Company in relation to the meeting; or
 - (c) Website maintained by or on behalf of the Company
- (5) An appointment of proxy by Electronic Communication must be received at the electronic address specified by the Company pursuant to Article 82A(4) not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting as the case may be, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for taking the poll, at which the person named in the form of appointment of proxy purposes to vote, and in default the instrument of proxy shall not be treated as valid.
- (6) An appointment of proxy by Electronic Communication which is not made in accordance with this Article shall be invalid.

DIRECTORS

109. Until otherwise determined by the Company in general meeting the number of Directors shall not be less than 2 and not more than 10. All the directors of the Company shall be natural persons. The first Directors are Ms Nor Asikin Binti Ismail and Ms. Ong Choo Eng. The shareholding qualification for Directors may be fixed by the Company in general meeting and until so fixed, no shareholding qualification for Directors shall be required. All Directors shall be entitled to receive notice of and to attend and speak at all general meetings of the Company.

110. An election of Directors shall take place each year at the annual general meeting of the Company where one-third of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third shall retire from office and be eligible for re-election PROVIDED ALWAYS that 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.
111. 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.
112. No person, not being a retiring Director, shall be eligible for election to the office of Director at any general meeting unless a member intending to propose him for election has, at least 11 clear days before the meeting, left at the Office of the Company a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such member to propose him for election, provided that in the case of a person recommended by the Directors for election, 9 clear days' notice only shall be necessary, and notice of each and every candidature for election to the Board of Directors shall be served on the registered holders of shares at least 7 days prior to the meeting at which the election is to take place.
113. The Company at the meeting at which a Director retires may fill the vacated office by electing a person thereto. Unless at that meeting it is expressly resolved not to fill the vacated office or a resolution for re-election of the Director retiring at that meeting is put to the meeting and lost or some other person is elected 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 re-elected.
114. At a general meeting at which more than one 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 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.
115. The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.
116. (1) Any Director (called in this Clause the "Appointer") may, with the approval of a majority of the other members of the Board of Directors, appoint one (1) or more persons to be his Alternate Director in the Appointer's place for any period as the Appointer thinks fit provided that:
- (a) such person is not a Director of the Company; and
 - (b) such person does not act as an Alternate Director for more than one (1) Director of the Company.
- (2) An appointment or removal of an Alternate Director must be in writing under the Appointer's hand. The original notification of appointment or removal must be provided by the Appointer to the Board.
- (3) An Alternate Director may resign from office by notice in writing to the Appointer and the Board

(4) An Alternate Director must vacate office if the Appointer vacates office as a Director or removes the appointee from office.

(5) An Alternate Director:

has no entitlement to receive remuneration from the Company and any fee paid by the Company to the Alternate Director shall be deducted from the Appointer's remuneration; and

is entitled to be reimbursed for all the travelling and other expenses properly incurred by him in attending the Board Meetings on behalf of the Appointer from the Company.

117. If any Director retires by rotation and is re-elected by the meeting or is, pursuant to this Constitution, deemed to be re-elected at the meeting at which such retirement took effect, any appointment made by him of an alternate Director which was in force immediately prior to the appointor's retirement shall continue to operate after such re-election as if the appointor had not so retired.
118. Any appointment or removal of an alternate Director may be made by cable, telegram, telefax, telex or in any other manner approved by the Directors. Any cable or telegram shall be confirmed as soon as possible by letter, but may be acted upon by the Company meanwhile.
119. A Director shall not be liable for the acts and defaults of any alternate director appointed by him.
120. 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.
121. The Board may, from time to time, appoint any person to be an associate director and may from time to time revoke any such appointment.
122. The Board may fix, determine and vary the powers, duties and remuneration of any person so appointed, but a person so appointed shall not have any right to attend or vote at any meeting of the Board except by the invitation and with the consent of the Board.
123. The Company may by ordinary resolution of which special notice has been given, remove any Director before the expiration of his period of office, notwithstanding, any provisions of this Constitution or of any agreement between the Company and such Director but without prejudice to any claim he may have for damages for breach of any such agreement. The Company may by ordinary resolution appoint another person in place of a Director so removed from office and any person so appointed shall be subject to retirement by rotation at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In default of such appointment the vacancy so arising may be filled by the Directors as a casual vacancy.
124. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but the total number of Directors shall not at any time exceed the maximum number fixed in accordance with this Constitution. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

125. (1) The Company may from time to time by an ordinary resolution passed at a General Meeting, approve the remuneration of the Directors, who hold non-executive office with the Company, for their services as non-executive Directors.
- (2) Subject to Clause 122, the fees of the Directors and any benefits payable to the Directors shall be subject to annual shareholders' approval at a General Meeting.
- (3) If the fee of each such non-executive Director is not specifically fixed by the Members, then the quantum of fees to be paid to each non-executive Director within the overall limits fixed by the Members, shall be decided by resolution of the Board. In default of any decision being made in this respect by the Board, the fees payable to the non-executive Directors shall be divided equally amongst themselves and such a Director holding office for only part of a year shall be entitled to a proportionate part of a full year's fees. The non-executive Directors shall be paid by a fixed sum and not by a commission on or percentage of profits or turnover.
- (4) The following expenses shall be determined by the Directors:
- (a) Traveling, hotel and other expenses properly incurred by the Directors in attending and returning from meetings of the Directors or any committee of the Directors or General Meetings of the Company or in connection with the business of the Company; and
- (b) Other expenses properly incurred by the Directors arising from the requirements imposed by the authorities to enable the Directors to effectively discharge their duties.
- (5) The Managing Director and Executive Directors of the Company shall be remunerated in the manner referred to in Clause 122 but such remuneration shall not include a commission on or percentage of turnover. Salaries payable to a Managing Director and/or Executive Director shall not include a commission on or percentage of turnover.
126. The Directors shall be entitled to be reimbursed for all travelling or such other 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.
127. If by arrangement with the Directors, any Director shall perform or render any special duties or service's outside his ordinary duties as a Director in particular without limiting to the generality of the foregoing if any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of Directors, the Directors may pay him special remuneration, in addition to his Director's fees, and such special remuneration may be by way of a fixed sum, or otherwise as may be arranged.
128. The office of Director shall, ipso facto, be vacated:-
- 128.1 if he ceases to be a Director by virtue of the Act;
- 128.2 if (not being the Managing or Deputy or Assistant Managing Director holding office as such for a fixed term) he resigns his office by notice in writing under his hand sent to or left at the Office;

- 128.3 if he is absent from more than 50% of the total Board of Directors' meetings held during a financial year unless approval is sought and obtained from the Exchange;
- 128.4 if he is removed from his office of Director by resolution of the Company in general meeting of which special notice has been given;
- 128.5 if he becomes of unsound mind during his term of office;
- 128.6 if he becomes bankrupt during his term of office;
- 128.7 if he becomes prohibited or disqualified from being a Director by reason of any order made under the provisions of the Act or the Listing Requirements or contravenes Section 198 of the Act;

POWERS AND DUTIES OF DIRECTOR

- 129. The business of the Company shall be managed by the Directors who may exercise all such powers of the Company, and do on behalf of the Company all such acts as are within the scope of this Constitution and by the Act or by this Constitution required to be exercised or done by the Company in general meeting, subject nevertheless to this Constitution, to the provisions of the Act, and to such regulations, being not inconsistent with this Constitution, as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.
- 130. The Directors shall not without the prior approval of the Company in general meeting:-
 - 130.1 carry into effect any proposal or execute any transaction for the acquisition of an undertaking or property of a substantial value, or the disposal of a substantial portion of a controlling in the Company's undertaking or property;
 - 130.2 exercise any power of the Company to issue shares unless otherwise permitted under the Act; or
 - 130.3 Subject to Section 228 of the Act, enter into any arrangement or transaction with a Director or a director of the holding company or a subsidiary of the Company, or with a person connected with such a Director to acquire from or dispose to such a Director or person any non-cash assets of the requisite value.
- 131. 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 related third party Provided Always that nothing contained in this Constitution shall authorise the Directors to borrow any money or mortgage or charge any of the Company's undertaking, property or any uncalled capital or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.
- 132. If the Directors or any of them, or any other person, shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.

133. The Directors shall have power to pay and agree to pay pensions or other retirement, superannuation, death or disability benefits to any Director or ex-Director who may hold or have held any executive office or any office of profit under the Company or any subsidiary company, and for the purpose of providing any such pensions or other benefits, to contribute to any scheme or fund or to pay premiums.
134. The Directors may from time to time, and at any 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 or attorneys of the Company for such purposes and with such powers, authorities and discretion (including the power to sub-delegate but not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as the Directors may from time to time think fit, and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with any such attorney as the Directors think fit.
135. All cheques, promissory note, drafts, bills of exchange and other negotiable instruments and all receipt for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors may from time to time determine by resolution.
136. A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. No Director or intending Director shall be disqualified by his office from contracting with the Company with regard to his tenure of any such office or place of profit in any other respect nor shall any such contract, or any contract or arrangement entered into by or on behalf of any company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established provided always that Sections 221 and 228 and all other relevant provisions of the Act and this Constitution are complied with.
137. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as auditor of the Company.
138. A Director shall at all times act honestly and use reasonable diligence in the discharge of the duties of his office and shall not make use of any information acquired by virtue of his position to gain, directly or indirectly, an improper advantage for himself or for any other person or cause detriment to the Company.
139. Every Directors shall give notice to the Company of such events and matters relating to himself as may be necessary or expedient to enable the Company and its officers to comply with the requirements of the Act.

PROCEEDINGS OF DIRECTORS

140. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit. A Director may at any time and the Secretary shall on the requisition of a Director summon a meeting of the Directors.
141. A notice of a meeting of the Board shall be sent to every director who is in Malaysia, and the notice shall include the date, time and place of meeting and the matters to be discussed.
142. An irregularity in the notice of a meeting is waived if all directors entitled to receive notice of the meeting attend the meeting without objection to the irregularity.

143. The quorum necessary for the transaction of the business of the Directors shall be a majority of the Directors.
144. 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 discretion by or under this Constitution vested in or exercisable by the Directors generally. Subject to this Constitution, questions arising at any meeting of the Directors shall be decided by a majority of votes.
145. Where 2 directors form a quorum, the chairman of a meeting at which only such a quorum is present, or at which only 2 directors are competent to vote on the question at issue shall not have a casting vote.
146. The continuing Directors or sole continuing Director may continue to act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution, the continuing Director or Directors may, except in an emergency, act only for the purpose of increasing the number of Directors to such minimum number, or to summon a general meeting of the Company.
147. Any Director may participate at a meeting of Directors by way of telephone and video conferencing or by means of other communication equipment whereby all persons participating in the meeting are able to hear each other and be heard for the entire duration of the meeting in which event such Director shall be deemed to be physically present at the meeting. A Director participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting. Any meeting held in such manner shall be deemed to be held at such place as shall be agreed upon by the Directors attending the meeting PROVIDED that at least one of the Directors present at the meeting was at such place for the duration of that meeting. All information and documents must be equally available to all participants prior to at/ during the meeting.

The Directors may from time to time elect and remove a Chairman and Deputy Chairman of the Board of Directors and determine the period for which they are respectively to hold office. The Chairman so elected, or in his absence the Deputy Chairman, shall preside at all meetings of the Directors but if no such Chairman or Deputy Chairman be elected, or if at any meeting the Chairman or Deputy Chairman be not present within 5 minutes after the time appointed for holding the same, the Directors present shall choose one of their number to act as Chairman of such meeting.

148. Every Director shall comply with the provisions of Sections 221 and 219 of the Act in connection with the disclosure of his shareholding and interest in any contract or proposed contract with the Company and in connection with the disclosure of the fact and the nature, character and extent of any office or possession of any property whereby whether directly or indirectly duties or interests might be created in conflict with his duty or interest as a Director of the Company.
149. A Director shall not vote in regard to any contract or proposed contract or arrangement in which he has, directly or indirectly, an interest. Without prejudice to the generality of the foregoing, a Director shall also not vote in regard to any contract or proposed contract or arrangement with any other company in which he is interested either as an officer of that other company or as a holder of shares or other securities in that other company.
150. A Director, notwithstanding his interest may, provided that none of the other directors present disagree, be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company, (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or whereat the terms of any such appointment as hereinafter mentioned are considered or whereat any decision is taken upon any contract or arrangement in which he is in any way interested provided always that he has

complied with Section 221 and all other relevant provisions of the Act, the Listing Requirements and of this Constitution.

151. Subject to Clause 149, a Director may vote in respect of:-
- 151.1 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
- 151.2 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
- By ordinary resolution of the Company the provisions of this Clause may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract, arrangement or transaction, and any particular contract, arrangement or transaction carried out in contravention of this Clause may be ratified.
152. A Director may be or become Director or other officer of or otherwise interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise, or any corporation, which is directly or indirectly interested in the Company as shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of, or from his interest in, such corporation, unless the Company otherwise directs at the time of his appointment. The Directors may exercise the voting power conferred by the shares or other interest in any such other corporation held or owned by the Company, or exercisable by them as Directors of such other corporation in such manner and in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of the Directors or other officers of such corporation) and any Director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or is about to be appointed, a Director or other officer of such corporation and as such is or may become interested in the exercise of such voting rights in manner aforesaid provided always that he has complied with Section 221 and all other relevant provisions of the Act, the Listing Requirement and of this Constitution.

COMMITTEES OF DIRECTORS

153. The Directors may establish any committees, local boards or agencies, comprising of one or more such member as members of its body, 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 other 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 these 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 any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no persons dealing in good faith without notice of any such annulment or variation shall be affected thereby.
154. Notwithstanding any provisions to the contrary contained in this Constitution, any member of a committee may participate at a committee meeting by way of telephone and video conferencing or by means of other communication' equipment whereby all persons participating in the meeting are able to hear each other, in which event such member shall be deemed to be physically present at the meeting whether for

the purpose of these Articles or otherwise member participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting.

155. The meetings and proceedings of any such committee consisting of 3 members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by a regulation made by the Directors under the last preceding Article.
156. Subject to any rules and regulations made hereunder, 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 (if more than one), and in the case of an equality of votes, the Chairman shall have a casting vote.
157. 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 5 minutes after the time appointed for holding of the meeting, the members present may choose one of their number to be the Chairman at the meeting.

VALIDATION OF ACTS OF DIRECTORS

158. All acts done by any meeting of the Directors or a Committee of Directors or by any person acting as a Director, local board or agency shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they, or any of them were disqualified, 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.

CIRCULAR RESOLUTIONS

159. A resolution in writing signed or approved by letter, telegram, telex, telefax or electronic means by all the Directors for the time being entitled to receive notice of a meeting of Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted; provided that where a Director is not so present but has an alternate who is so present, then such resolution shall also be signed by such alternate. All such resolutions shall be described as "Directors' Resolution In Writing" 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 in writing may consist of several documents including facsimile or other similar means of communication, in similar form, each document shall be signed or assented to by one or more Directors or their alternates. A copy of any such resolution shall be entered in the minutes book of Board proceedings.

MANAGING DIRECTOR

160. (1) The Board of Directors may, upon such terms and conditions and with such restrictions as it may think fit, entrust to and confer upon a Managing Director or an Executive Director any of the powers exercisable by them. A Managing Director or a person performing the functions of a managing director, by whatever name called, shall be subject to the control of the Board of Directors.
- (2) Any powers so conferred may be collateral with, or be to the exclusion of, the powers of the Board of Directors.

- (3) The Board of Directors may at any time, and from time to time, revoke, withdraw, alter or vary all or any of the powers so conferred on a Managing Director or an Executive Director.
161. The remuneration of the Managing Director or Managing Directors shall subject to the terms of any agreement entered into in any particular case 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 their appointment that they shall receive pension, gratuity or other benefits upon their retirement.
162. The Managing Director or Managing Directors shall, while they continue to hold such offices, be subject to retirement by rotation in accordance with Clause 117 , and they shall, subject to provisions of any contract between them and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company and, if they cease to hold the office of Director from any cause, they shall ipso facto and immediately cease to be Managing Director or Managing Directors.

MINUTES AND REGISTERS

163. The Directors shall cause minutes to be duly entered in books provided for the purpose:
- 163.1 of all appointments of officers;
- 163.2 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;
- 163.3 of all resolutions and proceedings of general meetings and of meetings of the Directors and Committees of Directors; and
- 163.4 of all orders made by the Directors and any Committee of Directors.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the facts thereon stated. Where a resolution is passed at an adjourned meeting of the Board, the resolution shall, for all purposes, be treated as having been passed on the date on which it was in fact passed and shall not to be deemed to have been passed on any earlier date.

164. Where a resolution is passed at an adjourned meeting of the Board, the resolution shall, for all purposes, be treated as having been passed on the date on which it was in fact passed and shall not to be deemed to have been passed on any earlier date.
165. The Company shall in accordance with the provisions of Section 57 of the Act, keep at the Office or such other place provided notice has been given to the Registrar of Company, a register containing such particulars with respect to the Directors, managers and secretaries of the Company as are required by and shall from time to time notify the Registrar of Companies of any change in such register and of the date of such change in manner prescribed by that section.
166. The books containing the minutes of proceedings of any general meeting shall be kept by the Company at the Office or such other place provided notice has been given to the Registrar of Company, and shall be open to the inspection of any member without charge.

167. The Company shall also keep at the Office or such other place provided notice has been given to the Registrar of Company, a register which shall be open to the inspection of any member without charge and to any other person on payment of such prescribed fee as may be determined by the Company, all such matters required to be so registered under the Act, and in particular:-
- 167.1 a register of substantial shareholders and of information received in pursuance of the requirements under Section 137 and 138 of the Act;
- 167.2 a register of the particular of each of the Directors' shareholdings and interests as required under Section 59 of the Act.
- 167.3 a register of mortgages and charges as required under Section 357 of the Act;

ASSOCIATE DIRECTOR

168. The Directors may from time to time appoint any person to be an associate director 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 so appointed, but a person so appointed shall not be required to hold any shares to qualify him 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.

THE SECRETARY

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

SEAL

170. The Directors shall provide for the safe custody of the Seal which shall only be used pursuant to a resolution of the Directors, or a committee of the Directors authorised to use the Seal. The Directors may from time to time (subject to the provisions of Clause 20 in relation to share and debenture stock certificates and debentures) make such regulations as they think fit determining the persons and the number of such persons in whose presence the Seal shall be affixed and, until otherwise so determined, every instrument to which the Seal shall be affixed shall (subject to Clause 20) be signed by a Director and either by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose Provided Always that no person dealing with the Company shall be concerned to see or enquire as to whether any regulations so made have been complied with.
171. The Company may also have a official seal for share certificates pursuant to Section 63 of the Act. The official seal is an exact copy of the Company's Seal with the addition on its face of the word "Securities" and when duly affixed of the document has the same effect as the Company's seal.

SEAL FOR USE ABROAD

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

RESERVES

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

DIVIDENDS

174. The profits of the Company available for dividend and determined to be distributed shall be applied in the payment of dividends to the members in accordance with their respective rights and priorities. The Company in general meeting may declare dividends accordingly.
175. Without prejudice to the powers of the Company to pay interest on share capital as hereinbefore provided, no dividend shall be paid otherwise than out of profits not shall any dividend or other monies payable on or in respect of any share bear interest against the Company and no dividend shall be paid in excess of the amount recommended by the Directors.
176. 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 is paid, but no amount paid on a share in advance of all shall be appointed and paid pro-rata according to the amounts paid up on the shares during any portion or portions of the period in respect of which dividends is paid except that if any share issue on terms providing that it shall rank for dividend accordingly.
177. The Directors may if they think fit from time to time pay to the members such dividends as appear to the Directors to be justified by the profits of the Company. If at any time the share capital of the Company is divided into different classes the directors may pay such dividends in respect of those shares in the capital of the Company which confer on the holders thereof preferential rights with regard to dividend and provided that the Directors act bona fide they shall not incur any responsibility to the holder of shares conferring any preferential rights for any damage that they may suffer by reason of the payment of a dividend on any shares having deferred or non preferential rights. The Directors may also pay half-yearly or at other suitable intervals to be determined by them any dividend which may be payable at a fixed rate if they are of the opinion that the profits justify the payment.

178. The Directors may deduct from any dividend payable to any member all sums of money (if any) immediately payable by him to the Company on account of calls or otherwise in relation to the shares of the Company held by him.
179. The Directors may retain any dividend or other moneys payable on or in respect of a share other than fully paid shares on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.
180. 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.
181. 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.
182. All dividends unclaimed for more than one year after having been declared may be dealt with in accordance with the provisions of the Unclaimed Monies Act, 1965.
183. Any dividend declared on Deposited Securities shall accrue to the Depositors whose names appear on the Record of Depositors issued to the Company or the Company's Registrar pursuant to the Rules.
184. Any dividend, interest or other money payable in cash in respect of shares may be paid by way of direct transfer by means of the electronic payment systems upon terms and subject to conditions as the directors may stipulate or by cheque or warrant and sent through the post directed to the registered address of the holder or to such person and to such address as the holder may in writing direct or, if several persons are entitled thereto in consequence of the death or bankruptcy of the holder, to any one of such persons or to such person and to such address as such persons may by writing direct, subject to the Rules. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or person or persons entitled to the share in consequence of the death or bankruptcy of the holder may direct and the payment of any such cheque or warrant shall operate as a good discharge to the Company in respect of the dividend represented thereby. Every such cheque or warrant shall be sent at the risk of the person entitled to the money thereby represented. No unpaid dividend or interest shall bear interest against the Company.
185. Any general meeting declaring a dividend or bonus may upon the recommendation of the Directors, make 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 in particular may issue fractional shares and may fix the value for distribution of such specific assets or any part thereof and may determine that cash payment shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustee upon such trusts for the persons entitled to the dividend as may seem expedient to the Directors.

CAPITALISATION OF PROFITS

186. The Company may, upon the recommendation of the Directors, by ordinary resolution resolve either unconditionally or subject to such conditions as it may deem fit that it is desirable to capitalise any sum standing or which will stand to the credit of the profit and loss account or otherwise available or which will become 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 the Directors be authorised to appropriate the sum resolved to be capitalised to the members holding ordinary shares in the proportions in which such sum would have been divisible amongst them had the same been applied or been applicable in paying dividends and to apply such sum; their behalf, either in or towards paying the amounts (if any) 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, such shares or debentures to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid or partly in one way and partly in the other.
187. Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional shares or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorize any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

FINANCIAL STATEMENTS

188. The Directors shall cause proper accounting and other records to be kept and shall distribute copies of financial statements and other documents as required by the Act and shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting. Subject always to Section 47 of the Act the books of account or records of operations shall be kept at the Office or at such other place as the Directors think fit and shall always be open to inspection by the Directors.
189. The Directors shall from time to time in accordance with Section 248 of the Act, cause to be prepared and laid before the Company in general meeting such financial statements and report as are referred to in the section. A copy of each such documents shall not less than 21 days (or such other shorter period as may be agreed by all members entitled to attend and vote at the meeting) before the date of the meeting, be sent to every member of, and to every holder of debentures of the Company under the provisions of the Act or of this Constitution. The requisite number of copies of each such document as may be required by the Exchange and Securities Commission provided that this Clause shall not require a copy of these documents to be sent to any person of whose address the Company is not aware but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.

190. Save as may be necessary for complying with the provisions of the Act or as the Company may by special resolution otherwise resolve, the Directors shall not be bound to publish any list or particulars of the securities or investments held by the Company or to give any information with reference to the same to any member.

AUDIT

191. Auditors shall be appointed in accordance with Section 271 to Section 287 of the Act and their duties regulated in accordance with Section 262 to Section 266 of the Act.
192. 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.
193. The Auditors shall be entitled to attend any general meeting and to receive all notices of and other communications relating to any general meeting which any member is entitled to receive, and to be heard at any general meeting on any part of the business of the meeting which concerns the Auditors.

LANGUAGE

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

DESTRUCTION OF RECORDS

195. The Company shall be entitled to destroy. In any manner, all instruments of transfer which shall have been registered at any time after a reasonable time from the 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 year from the date of cancellation or cessation thereof, and all notifications of change of name or address after the expiration of one 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 an instrument of transfer or other document so destroyed was duly and properly made and every share certificate so destroyed was a valid certificate duly and properly cancelled and every other 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:
- 195.1 the foregoing provisions of this Clause 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;
- 195.2 nothing contained in this Clause shall be construed 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

AUTHENTICATION OF DOCUMENTS

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

NOTICES

198. A notice or other document shall be served by the Company or the Secretary on any member or Director, as the case may be, either personally or by sending it through the post in prepaid letter addressed to such member or Director at his registered address or service address as appearing in the register of Directors and the Records of Depositors, as the case may be, in Malaysia or (if he has no address within Malaysia) to the address, if any, within Malaysia supplied by him to the Company for the giving of notices to him.
199. A notice or other document if served by post shall be deemed to be served 3 days following that on which a properly stamped letter containing the same is posted. In proving service by post it shall be sufficient to prove that the letter containing the notice or document was properly addressed and stamped and put into a Government post office letter box.
200. A notice or other document may also be served by the Company or the Secretary on any Director in hard copy, in electronic form or partly in hard copy and partly in electric form. Notices given in hard copy shall be sent to the Director personally or by post to the address supplied by the Director for such purpose of if given in electronic form, transmitting to the electronic address provide by the Director for such purpose.
201. Every person who, by operation of law, transfer, transmission or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address being entered in the Record of Depositors as the registered holder of such share, shall have been duly given to the person from whom he derives the title to such share provided always that a person entitled to a share in consequence of the death or bankruptcy of a member, upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share, and upon supplying also an address within Malaysia for the service of notices, shall be entitled to have served upon him at such address any notice or document to which the member but for his death or bankruptcy would be entitled, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (as claiming through or under him) in the share.
202. Subject always to the provisions of Clause 201, any notice or document in hard copy or electronic form or partly in hard copy and partly in electronic form delivered or sent by post to, or left at, the registered address or electronic address provided by any member shall, if such member be then deceased, and whether or not the Company has notice of his death, be deemed to have been duly served on his legal personal representatives.

203. Subject to the Listing Requirements, laws, rules and regulations:-

- (1) require the Company to send notices and any documents to the Members by electronic means if –
 - (a) the constitution of the Company —
 - (i) provides for the use of electronic means to communicate with the members; and
 - (ii) specifies the manner in which electronic means is to be used; and
 - (b) the members are given a right to request for a hard copy of such document.
- (2) In the event a member requests for a hard copy of such document, the Company must forward a hard copy of the document to the members as soon as reasonably practicable after the receipt of the request, free of charge.
- (3) If the Company publishes the documents on the Company's website as a form of electronic means used to communicate with the members, the Company must separately and immediately notify the securities holders of this in writing.

204(1) Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

- (a) every member at his registered address as appearing in the Record of Depositors, as the case may be, in Malaysia, or (if he has no address within Malaysia) to the address, if any, within Malaysia supplied by him to the Company for the giving of notices to him;
- (b) given in electronic form shall be transmitted to the electronic address provided by the member to the company for such purpose or by publishing on a website;
- (c) 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;
- (d) the auditor for the time being of the Company; and
- (e) the Exchange.

204(2) Save as otherwise provided in this Constitution or in the Act, no other person shall be entitled to receive notice of general meetings.

204(3) Any notice on behalf of the Company or of the Board of Directors shall be deemed effectual if it purports to bear the signature of the Secretary or other duly authorised officer of the Company.

WINDING UP

205. If the Company is wound up (whether the liquidation is voluntary, under supervision, or by the Court), the liquidator may, with the sanction of a special resolution of the Company, divide amongst the members in specie or in kind the whole or any part of the assets of the Company (whether they consist of property of

the same kind or not) and may for that purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of any such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, thinks fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

206. Save that this Clause shall be without prejudice to the rights of holders of shares issued upon special terms and conditions, the following provisions shall apply:-
- 206.1 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.
- 206.2 If in a winding-up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding-up, the excess shall be distributed among the members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding up, on the shares held by them respectively.
207. On a voluntary winding up of the Company, no commission or fee shall be paid to a liquidator without the prior approval of the members in general meeting. The amount of such commission or fee shall be notified to all members not less than 7 days before the meeting at which it is to be considered.

SECRECY CLAUSE

208. 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 my 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.

INDEMNITY

209. Subject to the provisions of the Act, every Director, Managing Director, Deputy Managing Director, Assistant Managing Director, agent, auditor. Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.

RECONSTRUCTION

210. On the sale of the undertaking of the Company, the Directors or the liquidators on a winding up may, if authorised by a special resolution, accept fully paid or partly paid-up shares, debentures or securities of any other company, either then existing or to be formed for the purchase in whole or in part of the property of the Company, and the Directors (if the profits of the Company permit), or the liquidators (on-a winding up), may distribute such shares or securities, or any property of the Company amongst the members

without realisation, or vest the same in trust for them and any special resolution may provide for the distribution or appropriation of the cash, shares or other securities, benefits or property, otherwise than in accordance with the strict legal rights of the members or contributories of the Company, and for valuation of any such securities or property at such price and in such manner as the meeting may approve, and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised, and waive all rights in relation thereto, save only in the case of the Company which is proposed to be or is in the course of being wound up, such statutory rights (if any) under the Act as are incapable of being varied or excluded by these Articles.

EFFECT OF LISTING REQUIREMENTS

211. Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done.
212. Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done.
213. 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).
214. If the Listing Requirements require this Constitution to contain a provision and they do not contain such a provision, this Constitution are deemed to contain that provision.
215. If the Listing Requirement requires this Constitution not to contain a provision and they contain such a provision, this Constitution are deemed not to contain that provisions.
216. If any provision of this Constitution is or becomes inconsistent with the Listing Requirements, this Constitution are deemed not to contain that provision to the extent of the inconsistency.
217. For the purpose of this Constitution, unless the context otherwise requires, "Listing Requirements" means Bursa Malaysia Securities Berhad ACE Market Listing Requirements including any amendment to the Listing Requirements that may be made from time to time.

THE ACT, CENTRAL DEPOSITORIES ACT AND THE RULES

218. Notwithstanding this Constitution, the Company shall comply with the Act, Central Depositories Act, the Listing Requirements and the Rules in respect of all matters relating to Securities or otherwise where applicable.



TT VISION HOLDINGS BERHAD
(Registration No. 201801011030 (1273046-H))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of TT Vision Holdings Berhad (“**TTVHB**” or the “**Company**”) will be held at TT Vision Holdings Berhad, Plot 106, Hilir Sungai Keluang 5, Bayan Lepas Industrial Zone Phase IV, 11900 Bayan Lepas, Penang on Friday, 18 November 2022 at 2:30 p.m. for the purpose of considering, and, if thought fit, passing the following resolutions, with or without any modifications:-

SPECIAL RESOLUTION 1

PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY

“THAT subject to the approval of Bursa Malaysia Securities Berhad (“Bursa Securities”) for the proposed listing of the Company on the ACE Market of Bursa Securities, and the approval of any other relevant regulatory authority and/or third party, if required, approval be and is hereby given for the Company to revoke the existing Constitution of the Company in its entirety and in place thereof, the proposed new Constitution of the Company as set out in Appendix A be and is hereby adopted as the Constitution of the Company.

AND THAT the Board of Directors of the Company (“Board”) be and is hereby authorised and empowered to sign, execute, deliver and cause to be delivered on behalf of the Company all documents as the Board may consider necessary, with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as the Board may deem fit, necessary and/or expedient to implement, finalise and give full effect to the Proposed Adoption of New Constitution of the Company.”

ORDINARY RESOLUTION 1

PROPOSED LISTING

“THAT subject to the approvals by the relevant authorities for the proposed listing of the Company on the ACE Market of Bursa Malaysia Securities Berhad (“Proposed Listing”), approval be and is hereby given for the Company to undertake an initial public offering in conjunction with the Proposed Listing AND THAT the Directors be authorised to allot and issue such new ordinary shares in the Company by way of a Prospectus to be issued by the Company (in conjunction with the Proposed Listing) and all such new ordinary shares upon allotment and issuance shall rank equally in all respects with the existing ordinary shares of the Company.”

ORDINARY RESOLUTION 2

AUTHORITY FOR DIRECTORS TO ISSUE NEW SHARES

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue new shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit including such new shares to be issued by the Company to identified persons pursuant to the proposed listing of the Company on the ACE Market of Bursa Malaysia Securities Berhad (“Bursa Securities”) in accordance with the relevant provisions under the ACE Market Listing Requirements of Bursa Securities;

THAT pursuant to Section 85 of the Companies Act, 2016 to be read together with Clause 63 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the existing shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of such new shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 AND THAT the Board of Directors of the

Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company;

THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities;

AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

**BY THE ORDER OF THE BOARD
TT VISION HOLDINGS BERHAD**

LIM YONG CHIAT
(MAICSA 7060553)
(SSM PC NO. 201908000066)
Company Secretary
Penang

26 October 2022

Notes:-

- (1) *A shareholder who is entitled to attend and vote at the Meeting shall be entitled to appoint up to two (2) proxies to attend and vote at the Meeting in his stead. Where a shareholder appoints two (2) proxies, he shall specify the proportions of his shareholding to be represented by each proxy.*
- (2) *In accordance with Clause 73 of the Company's Constitution to issue a General Meeting Record of Depository as at 11 November 2022, only members whose names appear in the General Meeting Record of Depository as at 11 November 2022 shall be regarded as members and entitled to attend, speak and vote at the Meeting.*
- (3) *A Proxy may but need not be a member of the Company. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.*
- (4) *The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under the seal or by at least two (2) authorised officers, one of whom shall be director (or in the case of a sole director, by that director in the presence of a witness who attests the signature) or under the hand of an officer or attorney duly authorised.*
- (5) *Where a member of the Company is an authorized nominee as defined under the Securities Industries (Central Depositories) Act 1991, it may appoint at least one(1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
- (6) *Where a member of the Company is an exempt authorized nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.*
- (7) *To be valid, the instrument appointing a proxy must be deposited at the Share Registrar's office situated at 2nd Floor, Wisma Penang Garden, 42, Jalan Sultan Ahmad Shah, 10050 George Town, Pulau Pinang not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting at which person named in the instrument purposes to vote.*



TT VISION HOLDINGS BERHAD
(Registration No. 201801011030 (1273046-H))
(Incorporated in Malaysia)

FORM OF PROXY

CDS ACCOUNT NO.	
NO. OF SHARES HELD	

I/We, _____
(Full name in capital letters)

Tel: _____ NRIC No./Passport No./Registration No. _____

of _____
(Full address)

being member of **TT Vision Holdings Berhad ("Company")**, hereby appoint:

FULL NAME (IN CAPITAL LETTERS)	NRIC NO/PASSPORT NO.	PROPORTION OF SHAREHOLDINGS	
		NO OF SHARES	%
ADDRESS			

*and/or

FULL NAME (IN CAPITAL LETTERS)	NRIC NO/PASSPORT NO.	PROPORTION OF SHAREHOLDINGS	
		NO OF SHARES	%
ADDRESS			

or failing *him/her, the Chairman of the meeting as *my/our proxy, to vote for *me/us on *my/our behalf at the Extraordinary General Meeting of the Company to be held at TT Vision Holdings Berhad, Plot 106, Hilir Sungai Keluang 5, Bayan Lepas Industrial Zone Phase IV, 11900 Bayan Lepas, Penang on Friday, 18 November 2022 at 2.30 p.m. and at any adjournment thereof, on the following resolutions referred to in the Notice of the Extraordinary General Meeting.

*My/our proxy/proxies shall vote as follows:-

	For	Against
SPECIAL RESOLUTION 1 PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY		
ORDINARY RESOLUTION 1 PROPOSED LISTING		
ORDINARY RESOLUTION 2 AUTHORITY TO ISSUE NEW SHARES		

(Please indicate with an "X" in the spaces provided above on how you wish your votes to be cast. If you do not do so, the proxy/proxies will vote or abstain from voting at his/her discretion.)

Signed this _____ day of _____ 2022

Signature(s) of Member/Common Seal

Notes:-

- (1) A shareholder who is entitled to attend and vote at the Meeting shall be entitled to appoint up to two (2) proxies to attend and vote at the Meeting in his stead. Where a shareholder appoints two (2) proxies, he shall specify the proportions of his shareholding to be represented by each proxy.
- (2) In accordance with Clause 73 of the Company's Constitution to issue a General Meeting Record of Depository as at 11 November 2022, only members whose names appear in the General Meeting Record of Depository as at 11 November 2022 shall be regarded as members and entitled to attend, speak and vote at the Meeting.
- (3) A Proxy may but need not be a member of the Company. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- (4) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under the seal or by at least two (2) authorised officers, one of whom shall be director (or in the case of a sole director, by that director in the presence of a witness who attests the signature) or under the hand of an officer or attorney duly authorised.
- (5) Where a member of the Company is an authorized nominee as defined under the Securities Industries (Central Depositories) Act 1991, it may appoint at least one(1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (6) Where a member of the Company is an exempt authorized nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- (7) To be valid, the instrument appointing a proxy must be deposited at the Share Registrar's office situated at 2nd Floor, Wisma Penang Garden, 42, Jalan Sultan Ahmad Shah, 10050 George Town, Pulau Pinang not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting at which person named in the instrument purposes to vote.

Fold this flap for sealing

Then fold here

STAMP

The Share Registrar of TT VISION HOLDINGS BERHAD
AGRITEUM Share Registration Services Sdn Bhd

2nd Floor, Wisma Penang Garden
42, Jalan Sultan Ahmad Shah
10050 George Town, Penang
Malaysia

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