



D'NONCE TECHNOLOGY BHD

(Company No. 503292-K)
(Incorporated in Malaysia)

**LETTER TO SHAREHOLDERS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING
IN RELATION TO THE
PROPOSED ADOPTION OF NEW CONSTITUTION
OF
D'NONCE TECHNOLOGY BHD**

The resolution in respect of the above proposal will be tabled at the Extraordinary General Meeting (“EGM”) to be held at Hall 1 & 2 of Level 3, Northam All Suite Penang, 55 Jalan Sultan Ahmad Shah, 10050 Penang on Monday, 18 November 2019 at 10.00 a.m. or at any adjournment thereof. The Notice of EGM and the Proxy Form are enclosed herein.

The Proxy Form must be completed and deposited at registered office of D’Nonce Technology Bhd (“Dnonce”) at 51-8-E Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not later than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof should you be unable to attend Dnonce’s EGM. The lodging of the Proxy Form will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

Last date and time for lodging the Proxy Form	:	16 November 2019 at 10.00 a.m.
Date and time of the EGM	:	18 November 2019 at 10.00 a.m.

DEFINITIONS

Unless the context otherwise requires, the following definitions shall apply throughout this Circular:

“Act”	:	The Companies Act, 2016, as amended from time to time, and any re-enactment thereof
“Board” or “Directors”	:	The Board of Directors of Dnonce
“Bursa Securities”	:	Bursa Malaysia Securities Berhad
“Constitution”	:	The Constitution of the Company
“Dnonce” or “the Company”	:	D’Nonce Technology Bhd
“EGM”	:	Extraordinary General Meeting of the Company
“Listing Requirements”	:	The Main Market Listing Requirements of Bursa Securities including any amendment thereto that may be made from time to time.
“Proposed Adoption”	:	Proposed adoption of the new Constitution of the Company

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ENCLOSURES :

NOTICE OF EGM

PROXY FORM



D'NONCE TECHNOLOGY BHD

(Company No. 503292-K)

(Incorporated in Malaysia)

Registered Office:

51-8-E, Menara BHL Bank
Jalan Sultan Ahmad Shah
10050 Penang

15 October 2019

Board of Directors:

Mr Lim Siang Kai (*Non-Executive Non-Independent Chairman*)

Mr Tho Yow Yin (*Chief Executive Officer*)

Mr Chong Kim Teck (*Independent Non-Executive Director*)

Mr Lam Kwong Fai (Lin Guanghui) (*Independent Non-Executive Director*)

Dato' Moktar Bin Mohd Noor (*Independent Non-Executive Director*)

To the Shareholders of Dnonce

PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY

1. INTRODUCTION

On 2 October 2019, the Board announced to Bursa Securities of its proposal to adopt a new Constitution replacing the existing Constitution of the Company and to seek shareholders' approval for the Proposed Adoption.

2. DETAILS AND RATIONALE OF THE PROPOSED ADOPTION

Arising from the implementation of the Act on 31 January 2017, Bursa Securities had, pursuant to Section 9 of the Capital Markets and Services Act 2007 amended the Listing Requirements. In this regard, listed issuers are required to amend their constitutions by 31 December 2019.

The Proposed Adoption is for the purpose of streamlining the Company's existing Constitution with the Act, which came into force on 31 January 2017, and to align to amendments made to the Listing Requirements, as well as for better clarity and to enhance administrative efficiency.

In view of substantial amount of the proposed changes to the Constitution, the Board proposed that the existing Constitution be altered or amended by the Company in its entirety by the replacement thereof with a new Constitution which incorporated all the proposed amendments (New Constitution) as set in Appendix A herein.

3. EFFECTS OF THE PROPOSED ADOPTION

The Proposed Adoption will not have any impact on the share capital of the Company and shall not have any material effect on the substantial shareholdings, net assets and earnings per share of the Company.

4. APPROVAL REQUIRED

The Proposed Adoption is subject to approval being obtained from the shareholders of Dnonce at the forthcoming EGM.

5 DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

None of the Directors and/or major shareholders of the Company and/or persons connected to them have any interest, direct or indirect, in the Proposed Adoption.

6. DIRECTORS' RECOMMENDATION

The Board, having considered all aspects of the Proposed Adoption, is of the opinion that the Proposed Adoption is in the best interest of the Company and hereby recommends that you vote in favour of the Special Resolution pertaining to the Proposed Adoption, to be tabled at the forthcoming EGM.

7. EGM

The EGM of the Company will be held at Hall 1 & 2 of Level 3, Northam All Suite Penang, 55 Jalan Sultan Ahmad Shah, 10050 Penang on Monday, 18 November 2019 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the Special Resolution so as to give effect to the Proposed Adoption.

If you are unable to attend and vote in person at the EGM, you are requested to complete and return the enclosed Proxy Form in accordance with the instructions therein as soon as possible and in any event so as to arrive at 51-8-E Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Georgetown, Pulau Pinang, not less than 48 hours before the time fixed for the EGM. The completion and returning of the Proxy Form does not preclude you from attending 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 of
D'NONCE TECHNOLOGY BHD

THO YOW YIN
Chief Executive Officer

APPENDIX A

THE COMPANIES ACT 2016

PUBLIC COMPANY LIMITED BY SHARES

MALAYSIA

CONSTITUTION

of

D'NONCE TECHNOLOGY BHD
(Company No. 503292-K)

Incorporated on 20th January 2000

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THE COMPANIES ACT, 2016
PUBLIC COMPANY LIMITED BY SHARES
CONSTITUTION
OF
D'NONCE TECHNOLOGY BHD

1. The name of the Company is D'NONCE TECHNOLOGY BHD.
2. The registered office of the Company is situated in Malaysia.
3. The regulation as contained in the Third Schedule of the Companies Act, 2016 shall not 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.

DEFINITIONS

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

WORDS	MEANINGS
Act	The Companies Act, 2016 and/or any statutory modification, amendment or re-enactment thereof.
Article(s)	Any provision in this Constitution as originally framed or as altered from time to time by Special Resolution.
Applicable Laws	Any laws, by-laws, rules, regulations, orders and/or official directions for the time being in force affecting the Company and its subsidiaries.
Auditors	The auditors of the Company for the time being.
Board	The Board of Directors for the time being of the Company and where the context permits or requires, shall mean the directors whose number is not less than the required quorum acting as a Board of Directors.
Central Depositories Act	The Securities Industry (Central Depositories) Act, 1991 and/or any statutory modification, amendment or re-enactment thereof
Company	D'NONCE TECHNOLOGY BHD
Constitution	The Constitution of the Company as originally framed or as altered from time to time by Special Resolution.
Depositor	A holder of Securities Account, established by the Depository
Depository	Bursa Malaysia Depository Sdn. Bhd.

Deposited Security	A security standing to the credit of a Securities Account and includes securities in a Securities Account that is in suspense.
Director(s)	The director(s) for the time being of the Company, includes any person occupying or acting in the position of director of the Company by whatever name called and whether or not validly appointed to occupy or duly authorised to act in the position includes a person in accordance with whose directions or instructions the majority of directors of the Company are accustomed to act and their alternate.
Dividend Reinvestment Scheme	A scheme which enables Members to reinvest cash dividends into new shares of the Company.
Employees Share Scheme	Share Issuance Scheme and a Share Grant Scheme, collectively.
Exchange	Bursa Malaysia Securities Berhad.
Exempt Authorised Nominee	An authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act
Listing Requirements	The Main Market Listing Requirements of the Exchange including any amendments thereto that may be made from time to time.
Market Day(s)	A day on which the stock market of the Exchange is open for trading in securities.
Member(s)	Any person(s) for the time being holding one or more shares in the Company whose names appear in the Register including Depositors whose names appear on the Record of Depositors.
Office	The registered office for the time being of the Company.
Ordinary Resolution	A resolution which has been passed by a simple majority of more than half of such Members who are entitled to vote and do vote in person, or where proxies are allowed, by proxy.
Record of Depositors	A record provided by the Depository to the Company under Chapter 24.0 of the Rules.
Register	The Register of Members to be kept pursuant to the Act, including the Record of Depositors.
Registrar	The Registrar of Companies under the Act and includes, any Regional, Deputy or Assistant Registrar of Companies.
Rules	The Rules of the Depository including any amendments thereto that may be made from time to time.
Seal	The common seal of the Company and, as appropriate, any official or duplicate seal kept by the Company
Secretary	Any person or persons appointed to perform the duties of the Secretary of the Company.
Securities	The same meaning given in the Capital Markets and Services Act, 2007 and/or any statutory modification, amendment or re-enactment thereof.

Securities Account	An account established by the Depository for a Depositor for the recording of deposit or withdrawal of securities and for dealing in such securities by the Depositor.
Shares	Stocks and/or shares of the Company.
Share Issuance Scheme	A scheme involving a new issuance of shares to employees and Directors of the Company and its subsidiaries.
Share Grant Scheme	A scheme involving the grant of the Company's existing shares to employees of the Company and its subsidiaries.
Share Registrar	The person for the time being keeping the Register.
Special Resolution	A resolution of which notice of not less than twenty one (21) days has been given and which has been passed by a majority of not less than seventy-five (75) per centum of such Members who are entitled to vote and do vote in person, or where proxies are allowed, by proxy.

Writing shall include printing, typewriting and lithography, and any other modes of representation or representing or reproducing words in a visible form or partly one and partly another.

Words importing the singular number only shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender, and words importing persons shall include corporations and companies.

Subject as aforesaid, any words or expressions defined in the Act shall, except where the subject or context forbids, bear the same meanings in this Constitution.

The headings are inserted for convenience and shall not affect the construction of this Constitution. Any reference to any statutory provisions shall be deemed to include any amendment or re-enactment thereof.

SHARE CAPITAL AND VARIATION OF RIGHTS

Issued Capital

6. The share capital of the Company is its issued share capital. The share in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential rights to distribution of capital or income deferred or other special rights, privileges, conditions and restrictions as to dividends, capital, voting or otherwise.

Power to issue shares

7. Without prejudice to any special rights previously conferred on the holders of any existing shares but subject to the Act and this Constitution, the Board may issue shares or convertible securities in the Company with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital, or otherwise as the Board, subject to an Ordinary Resolution of the Company may determine.

Share Buy-Back

8. Subject to the Act, approval of Members in meeting of Members, the Listing Requirements and any Applicable Laws, the Company shall have power to purchase its own shares and any shares so purchased by the Company may be dealt with as provided by the Act, the Listing Requirements and any Applicable Laws.

Employees Share Scheme

9. Subject to the approval of Members in meeting of Members, this Constitution, the Act, the Listing Requirements and/or any Applicable Laws, the Company may upon the recommendation of the Board establish a Share Issuance Scheme and/or a Share Grant Scheme. The terms and conditions of the Employees Share Scheme shall be determined by the Board.

Allotment of Shares

10. Subject to the Act and this Constitution, the Board may offer, allot, issue, grant option over, grant of every right or rights to subscribe for shares or any right or rights to convert any securities into shares or otherwise dispose of such shares to such persons provided that:-
- (a) The Company shall not offer, allot, issue, grant options over, grant of every rights or rights to subscribe for shares or any right or rights to convert any securities into shares without prior approval of Members in general meeting;
 - (b) The rights attaching to shares, other than ordinary shares shall be expressed in this Constitution and in the resolution creating them; and
 - (c) The Company shall not issue any shares which will have the effect of transferring a controlling interest in the Company to any person or company without the prior approval of Members in general meeting.

Issue of New Shares to Members

11. Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible securities shall, before issue be offered to such persons as at the date of the offer are entitled to received 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 the 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 expiration of that time, or 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 Board may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Board may likewise also dispose of any new share 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 Board, be conveniently offered under this Constitution.
12. The Company must ensure that all new issue 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 the Listing Requirements. 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.
13. Notwithstanding this Constitution, the Company shall comply with the provisions of the Central Depositories Act and the Rules in respect of all matters relating to the prescribed securities.

Rights of Preference Shareholders

14. Subject to the Act, any preference shares may with the sanction of an Ordinary Resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.

Modification of Class of Rights

15. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of not less than seventy five (75) per centum of the total voting rights of the Members in that class, or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate meeting the provisions of this Constitution relating to meetings of Members shall mutatis mutandis apply so that the necessary quorum shall be two (2) persons at least holding or representing by proxy one-third (1/3) of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll. To every such Special Resolution the provisions of Section 292 of the Act shall apply with such adaptations as are necessary.

Ranking of Class Rights

16. 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 term of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or in all respects *pari passu* therewith.

Commission on subscription of shares

17. The Company may exercise the powers of paying commission conferred by the Act, provided that the rate or the per centum or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the commission shall not exceed the rate of ten (10) per centum of the price at which the shares in respect whereof the commission is paid are issued or an amount equal to ten (10) per centum of that price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully paid shares or partly paid shares or by a combination of any of the aforesaid methods of payment. The Company may, on any issue of shares, also pay such brokerage as may be lawful.

Trust not to be recognised

18. Except as required by law and subject to Article 31 of this Constitution, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or unit of share or (except only as by this Constitution or by law otherwise provided) any other rights in respect of any share except in an absolute right to the entirety thereof in the registered holder.
19. No person shall exercise any rights of a Member until his name shall have been entered in the Register or the Record of Depositors and he/she shall have paid all calls and other monies for the time being due and payable on any share held by him.

LIEN**Company's lien on shares**

20. The Company shall have first and paramount lien on every Company's share (not being a fully paid share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share, including all unpaid installments and interest thereon and the Company shall also have a first and paramount lien on all shares (other than fully paid shares) registered in the name of a Member for all monies (whether presently payable or not) payable by him or his estate to the Company; but the Board may at any time declare any share to be wholly or in part exempt from provisions of this Article.
21. The Company's lien, if any, on shares and dividends from time to time declared shall extend to all dividends declared in respect of such shares, shall be restricted to unpaid calls and installments upon the specific shares in respect of which such monies are due and unpaid, and to such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of the Member or deceased Member.

Lien may be enforced by sale of shares

22. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen (14) days from a notice in writing, stating and demanding payment of such part of the amount in respect of which the privilege or 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.

The Board may effect transfer

23. To give effect to any such sale the Board may authorise a person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and the Board shall not be bound to see to the application of the purchase money, nor shall the purchaser's title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale and the remedy of the former holder of such share or of any person claiming under or through him in respect of any alleged irregularity or invalidity against the Company.

Application of proceeds of sale

24. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall be paid to the person entitled to the shares at the date of the sale, subject to a similar lien for sums not presently payable which exists over the shares before the sale.

CALL ON SHARES**The Board may make calls**

25. The Board may, subject to the Act, the Listing Requirements and this Constitution, from time to time make such calls upon the Members in respect of any monies unpaid on their shares as it thinks fit and each Member shall be liable to pay the amount of every call so made upon him to the Company and at the date, time and place appointed by the Board, provided that no call shall be payable at less than thirty (30) days from the date fixed for the payment of the last preceding call, and provided that each Member shall subject to receiving at least fourteen (14) days' notice specifying the date, time and place of payment pay to the Company at the date, time and place so specified the amount called on his shares. A call may be revoked or postponed as the Board may determine.

When call deemed made

26. A call shall be deemed to have made at the time when the resolution of the Board authorised the call was passed and such resolution may authorise the call to be paid by installments. No person shall be entitled to receive any dividend or to exercise any privilege as a Member until he shall have paid all calls for the time being due and payable on every share owned by him, together with interest and expenses (if any).

Interest on unpaid calls

27. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest or compensation on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding eight (8) per centum per annum as the Board may determine, but the Board shall be at liberty to waive payment of the interest or compensation wholly or in part.

Sum payable on allotment

28. Any sum which by the terms of issue of a share payable on allotment or at any fixed date, be deemed to be a call duly made and payable on the date on which by the terms of issue the shares becomes payable, and in case of non-payment, all the relevant provisions of this Constitution as to payment of interest and expenses, forfeiture or otherwise shall apply as if the sum had become payable by virtue of a call duly made and notified.

Difference in calls

29. The Board may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment of such calls.

Calls may be paid in advance

30. The Board may, if it thinks fit, receive from any Member willing to advance the same all or any part of the monies uncalled and unpaid upon any shares held by him, and upon all or any part of the monies so advanced may (until the same would, but for the advance, become payable) pay interest at such rate not exceeding (unless the Company in general meeting shall otherwise direct) eight (8) per centum per annum as may be agreed upon between the Board and the Member paying the sums in advance. Such capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. Except in liquidation, sum paid in advance of calls shall not, until the same would but for such advance have become payable, be treated as paid up on the shares in respect of which they have been paid.

INFORMATION OF SHAREHOLDING

Company may require information

31. The Company may by notice in writing require any Member of the Company within such reasonable time as is specified in the notice :-
- (a) to inform the Company whether he holds any voting shares in the Company as beneficial owner or as trustee or nominee; and
 - (b) if he holds such shares as trustee or nominee, to provide the Company to the extent that he knows the particulars of those persons for whom he holds such shares and by other particulars sufficient to enable those persons to be identified and the nature of their interest.
32. Where the Company is informed in pursuance of a notice given to any person under Article 31 or under this Article that any other person has an interest in any of the voting shares in the Company, the Company may by notice in writing require that other person within such reasonable time as is specified in the notice:-
- (a) to inform the Company whether he holds such interest as beneficial owner or as trustee or nominee; and
 - (b) if he holds the interest as trustee or nominee, to provide the Company to the extent that he knows the particulars of those persons for whom he holds such interest and other particulars sufficient to enable them to be identified and the nature of their interest.

TRANSFER OF SHARES

Deposited Securities

33. All transfer of Securities (including shares) deposited with the Depository shall be effected in accordance with the Act, the Central Depositories Act and the Rules and for such Deposited Securities, this Constitution shall not be applicable to the extent that they are inconsistent with the relevant provisions of the Act, the Central Depositories Act and the Rules. Subject to the Act, the Central Depositories Act, the Rules and this Constitution, any Member may transfer all or any of his Securities by instrument in writing in the usual common form conforming with the Act and approved by the Exchange or such form as may from time to time be prescribed under the Act or approved by the Exchange.

No restriction on fully paid securities

34. There shall be no restriction on the transfer of fully paid Securities, except where required by law. However, no Securities shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind.

Transfer by way of book entry

35. The transfer of any Securities or class of listed Securities of the Company shall be by way of book entry by the Depository in accordance with the Rules and notwithstanding Sections 105, 106 and 110 of the Act but subject to Section 148(2) of the Act and any exemption that may be made from compliance with Section 148 (1) of the Act, the Company shall be precluded from registering and effecting any transfer of Securities which have been deposited with the Depository by the Company.

Refusal to register transfer

36. The Board may in its absolute discretion refuse to register any transfer of Securities which the Company has a lien or not fully paid-up.

No liability

37. Neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of securities apparently made by sufficient parties, although the same may, by reason of any fraud or other cause not known to the Company or its Directors or any of its officers be legally inoperative or insufficient to pass the property in the securities 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 of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the securities transferred, or otherwise in defective manner. And in every such case, the person registered as transferee, his executors, administrators and assignees alone shall be entitled to be recognised as the holder of such shares and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto.
38. Neither the Company nor its Directors nor any of its officers shall be liable for any transfer of Securities effected by the Depository.

Suspension of transfer

39. The Company may at the Board's discretion require the Depository to suspend the registration of transfer at such times and for such periods as the Board may from time to time determine, not exceeding thirty (30) Market Days in any calendar year.

Renunciation

40. Subject to the provisions of this Constitution, the Board may recognise a renunciation of any Securities by the allottee thereof in favour of some other person.

TRANSMISSION OF SHARES

Death of member

41. In case of the death of a Member, the legal representatives of the deceased shall be the only person recognised by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased Member from any liability in respect of any share which had been held by him. "Legal representative" shall mean the Executor or the Administrator as the case may be.

Share of deceased or bankrupt member

42. Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon such evidence being produced as may from time to time properly be required by the Board 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 Board shall, in either case, have the same rights to decline or suspend registration as it would have had in the case of a transfer of the share by that Member before his death or bankruptcy. Provided always that where the share is a Deposited Security, a transfer of the share may be carried out by the person becoming so entitled in accordance with the Rules.

Notice of election

43. If the person so becoming entitled elects to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elect. If he elects to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of this Constitution relating to the rights to transfer 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 executed by that Member.

Rights of persons

44. 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 the Board may from time to time require, be entitled to the same dividends and other advantages and to the same rights (whether in relation to meetings of Members or to voting or otherwise) as the registered holder would have been entitled to if he had not died or become bankrupt; except that he shall not before being registered as Member in respect of the shares be entitled to exercise any right conferred by membership in relation to meetings of Members.

Notice to elect

45. The Board may at any time give notice required any such person to elect either to be registered himself or to transfer the share and if such notice is not complied with within thirty (30) days, the Board may then withhold payment of all dividends or other monies payable in respect of the share until requirements of such notice have been complied with.

Transmission of securities from Foreign Register

46. 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 maintained by the Share Registrar of the Company in the jurisdiction of the other stock exchange, to the Register maintained by the Share Registrar of the Company in Malaysia and vice versa provided there shall be no change in the ownership of such Securities.

OVERSEAS BRANCH REGISTER

Branch Register

47. The Company may establish and keep in any place outside Malaysia a branch register of its Members in accordance with Section 53 of the Act.
48. Subject to the Act and this Constitution, any such register shall be established and kept in such manner as the Board may from time to time determine.
49. For the purpose of any branch register, the Board may empower any officer of the Company or other person or persons or committee ("Local Authority") to keep the register in such manner and subject to such regulation as the Board may from time to time prescribe or allow and may delegate to any such Local Authority the duty of examining and passing or refusing transfers and transmissions and approving or refusing to approve transfers of shares.
50. The Local Authority shall from time to time transmit to the Office, copies of every entry on any branch register as required by Section 53 of the Act.

FORFEITURE OF SHARES

Notice requiring payment

51. If a Member fails to pay the whole or any part of any call or installment of a call on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment or any part thereof remains unpaid, serve a notice on the Member requiring payment of so much of the call or installment as is unpaid, together with any interest or compensation which may have accrued and any expenses that may have been incurred by reason of such non-payment.

Forfeiture notice

52. (i) At least fourteen (14) days' notice is given on each call and each Member shall be liable to pay the amount of every call so made upon him to the Company, by installments (if any) and at the date, time and place appointed by the Board, and the notice shall also state that in the event of non-payment on or before the specified date, time and place appointed the shares in respect of which the call was made will be liable to be forfeited.

(ii) Where any share has been forfeited in accordance with this Constitution, notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by reason of the death or bankruptcy, as the case may be.

Non-compliance with notice

53. Upon failure to comply with the notice served under Article 53, the share in respect of which the notice has been given shall be forfeited by a resolution of the Board to that effect unless the payment as required by the notice has been made before such resolution. The Board shall then send a notice to the Member of such forfeiture which include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture within fourteen (14) days of the forfeiture.

Annulment of Forfeiture

54. Notwithstanding any such forfeiture as aforesaid the Board, may at any time before the forfeited share has been otherwise disposed of, annul the forfeiture upon the payment of all calls and interest accrued thereon and expenses incurred in respect of the share and upon such further terms (if any) as the Board shall see fit to impose.

Sale of forfeited shares

55. Subject to the Act, a forfeited share shall thereupon become property of the Company, and may either be cancelled or sold or re-allotted or otherwise disposed of, either to the person who was before forfeiture the holder thereof or to any other person upon such terms and in such manner as the Board shall think fit.

Liability of member in respect of forfeited shares

56. A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all monies which, at the date of forfeiture, was payable by him to the Company in respect of the shares together with interest or compensation at the rate of eight (8) per centum per annum or such other rate as may be allowed under the Act and determined by the Board be calculated from the date of forfeiture on the money for the time being unpaid if the Board thinks fit to enforce payment of such interest or compensation and his liability shall cease if and when the Company receives payment in full of all such money in respect of the shares.

Consequences of forfeiture

57. 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 Member whose share is forfeited and the Company except only such of those rights and liabilities as are by this Constitution expressly saved or as are by the Act given or imposed in the case of past Member.

Evidence of forfeiture

58. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

Procedure for sale of forfeited shares

59. The Company may receive the consideration, if any, given for a forfeited share on any sale or disposition thereof and may execute the transfer of the share in favour of the person to whom the share is sold or disposed of and he shall be registered as the shareholder of the share, and he shall not have his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, or disposal of the share. Subject to any lien for sums not presently payable, if any, any residue of the proceeds of sale of shares which are forfeited and sold or disposed of, after the satisfaction of the unpaid calls or installments payable at fixed times and accrued interest and expenses, shall be paid to the person entitled to the shares immediately before the forfeiture thereof or his executors, administrators, or assignees or as he directs.

Non-payment of sums due on issue of shares

60. The provisions of this Constitution as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time as if the same had been payable by virtue of a call duly made and notified.

CONVERSION OF SHARES INTO STOCK

Conversion to be at meeting of Members

61. The Company may by Ordinary Resolution passed at a meeting of Members convert all or any of its paid up shares into stock or reconvert any such stock into paid up shares of any denomination.

Transfer of stock

62. The holders of the stock may transfer the same or any part thereof in the same manner and subject to the same in this Constitution and subject to which the shares from which the stock arose might, before the conversion, have been transferred or as near thereto as circumstances admit, but the Board may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum.

Rights of stockholders

63. The holders of stock shall according to the amount of the stock held by them have the same rights, privileges and advantages as regards to dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such right, privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by any such part of stock which would not, if existing shares, have conferred that right, privilege or advantage.

Application of Articles to stocks

64. All such provision of these Articles as are applicable to paid-up shares shall apply to stock and in all such provisions the words "share" and "shareholder" therein shall include "stock" and "stockholder" respectively.

INCREASE OF CAPITAL**Power to increase capital**

65. The Company may from time to time, whether all the shares for the time being issued have been fully called up or not, in general meeting by Ordinary Resolution increase its share capital by the creation and issue of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company by the resolution authorising such increase directs.

Waiver for issue

66. Subject to the Act and the Listing Requirements, the Company may apply to the Exchange for waiver of convening a meeting of Members to obtain the approval for further issues of shares (other than bonus or right issues) where :-
- (a) the aggregate issue of shares (other than bonus or rights issue and other issues of shares which have been specifically approved by the Members in meeting of Members) in any one (1) financial year in which such further issue or issues are made do not exceed ten (10) per centum (or such higher percentage as the Exchange may from time to time allow either in respect of a particular financial year, generally or otherwise) of the Company's issued share capital; and
 - (b) there is in force at the time of the application for such waiver, a resolution of the Company in meeting of Members authorising the Board to make such further issue or issues as stated above.

How far new shares to rank with original shares

67. Except so far as otherwise provided by the conditions of issue in this Constitution, any share capital raised by the creation of new shares shall be considered as part of the original share capital of the Company, and shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transaction, forfeiture and otherwise as the original share capital.

ALTERATION OF CAPITAL

Power to alter capital

68. The Company may from time to time by Ordinary Resolution alter its share capital in any one or more of the following manner:-
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (b) subdivide its share capital or any part thereof into shares of smaller amount than is fixed by this Constitution by subdivision of its existing shares or any of them, subject nevertheless to the provisions of the Act and so that as between the resulting shares, one (1) or more of such shares may, by the resolution by which such subdivision is effected, be given any preference or advantage as regards dividend, return of capital, voting or otherwise over the others or any other of such shares;
 - (c) cancel shares which at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled; and
 - (d) subject to the provisions of this Constitution and the Act, convert and/or re-classify any class of shares into any other class of shares.

REDUCTION OF CAPITAL

Power to reduce capital

69. The Company may reduce its share capital or any undistributable reserves, in any manner and with, and subject to, any authorisation and consent required by law and by way of passing:-
- (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.

Fractions

70. Subject to any direction by the Company in meeting of Members, if any consolidation or subdivision and consolidation of shares results in Members being entitled to any issued shares of the Company in fractions, the Board may deal with such fractions as it may determine including without limitation selling the shares to which Members are so entitled for such price as the Board may determine and paying and distributing to the Members entitled to such shares in due proportions the net proceeds of such sale.

MEETING OF MEMBERS

71. The main venue of all meetings of Members shall be within Malaysia at such time and place as the Board shall determine. The chairperson shall be present at the main venue of the meeting. All meetings of Members other than the annual general meetings shall be called extraordinary general meetings.
72. The meeting of Members may be held at more than (1) one venue using any technology or method that enables the Members to participate and to exercise the Members' rights to speak and vote at the meeting.

Calling of general meetings

73. A meeting of Members may be convened by the Board; or any Member holding at least ten (10) per centum of the issued share capital of the Company.

In addition, a meeting of Members other than an annual general meeting shall be convened on such requisition as referred to in Section 311 of the Act or if the Company makes default in convening a meeting in compliance with a requisition received pursuant to Section 311 of the Act, a meeting may be convened by the requisitionists themselves in the manner provided in Section 313 of the Act. Any meeting convened by requisitionist shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Board.

Business at meetings

74. Subject to Section 314 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. An annual general meeting shall be held to transact the business in accordance with the Act which include laying of financial statements and the reports of the Directors and Auditors, the election of Directors retiring by rotation, the fixing of fees and benefits payable to Directors, the appointment and fixing of the remuneration of the Auditors in accordance with the Act and any other business which under this Constitution ought to be transacted at any annual general meeting.

Notice of meeting

75. Every notice convening meetings of Members shall specify the place, the day and the time of the meeting, and the general nature of the business of the meeting. Notice shall be given to all Members, Directors and Auditors of the Company at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any Special Resolution is to be proposed or where it is an annual general meeting. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any Special Resolution is proposed or where it is an annual general meeting, of every such meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to the Exchange and other stock exchange (if any) upon which the Company is listed.

Records of Depositors

76. (a) The Company shall request the Depository in accordance with the Rules to prepare a Record of Depositors to whom notices of general meetings shall be given by the Company. The Company shall also request the Depository in accordance with the Rules, to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than three (3) Market Days before the general meeting (hereinafter referred to as the "General Meeting Record of Depositors").
- (b) Subject to Securities Industry (Central Depositories) (Foreign Ownership) Regulations, 1996 (where applicable), a Depositor shall not be regarded as a Member entitled to attend any general meeting and to speak and vote thereof unless his name appear in the General Meeting Record of Depositors.
- (c) Every notice of meeting in writing to the Exchange must include the date of the General Meeting Record of Depositors to be obtained pursuant to this Constitution for the purposes of determining whether a Depositor shall be regarded as a Member entitled to attend, speak and vote at the general meeting.

Requirement in notice calling meeting

77. In every notice calling a meeting of Members there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint one (1) or more proxies in accordance with Article 96 hereof, to attend, participate, speak and vote instead of him. A proxy may but need not be a member of the Company. Where a Member appoints more than one (1) proxy, he shall specify the proportion of his shareholdings to be represented by each proxy.

Omission to give notice

78. The accidental omission to give notice of any meeting to, or the non-receipt of notice of a meeting by any Member or any person entitled to receive such notice shall not invalidate any resolution passed or the proceedings at any such meeting.

PROCEEDINGS AT MEETINGS OF MEMBERS

No business unless quorum is present

79. No business shall be transacted at any meeting of Members unless a quorum of Members is present at the time when the meeting proceeds to business. Unless otherwise provided in this Constitution, two (2) Members present in person or by proxy shall be a quorum. For the purposes of this Constitution “Member” includes a person attending as a proxy or representing a corporation which is a Member and one (1) or more representatives appointed by a corporation shall be counted as one (1) Member; or one (1) or more proxies appointed by a person shall be counted as one (1) Member.

Directors’ entitlement

80. A Director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any meeting of Members and at any separate meeting of the holders of any class of shares in the Company.

Adjournment

81. If within thirty (30) minutes from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week (or if that day be a public holiday, then to the next business day following that public holiday) at the same time and place, or to such other day and at such other time and place as the Board may determine, but if a quorum is not present at an adjourned meeting, the Members present shall be a quorum.

Chairperson of meeting of Members

82. The Chairman of the Board (if any) shall preside as the chairperson at every meeting of Members of the Company. If the Chairman of the Board is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Directors present shall choose one (1) of their numbers to act, or if one (1) Director only is present he shall preside as chairperson of the meeting if he is willing to act.

Election of chairperson

83. If no Director is willing to act as chairperson of the meeting, or if no Director is present within fifteen (15) minutes after the time appointed for holding the meeting, the Members or proxy(ies) present and entitled to vote shall choose one (1) of their numbers to be the chairperson of the meeting. The election of the chairperson shall be by poll and a proxy is eligible for election as the chairperson of a meeting.

Chairperson’s power to adjourn meeting

84. The chairperson of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting by a poll), 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 the chairperson adjourns a meeting for thirty (30) days or more, at least fourteen (14) days’ notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid, it shall not be necessary to give any such notice of adjournment or of the business to be transacted at an adjourned meeting.

How matters to be decided

85. All resolutions set out in the notice of any meeting of Members or in any notice of resolution which may be properly moved or if intended to be moved at meeting of Members or any resolution put to the vote at any meeting of Members shall be decided upon by poll.

Evidence of passing resolution

86. The chairperson of the meeting declares whether or not the resolutions put to vote at a meeting of Members are carried, based on the poll results, which show the total number of votes cast on the poll (together with percentage) in favour of and against the resolution, as announced by the scrutineer.

How a poll is to be taken

87. A poll shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson of the meeting directs, and the result of the poll shall be the resolution of the meeting at which the poll was taken, but a poll demanded on the election of the chairperson or on a question of adjournment shall be taken immediately. The Company shall appoint at least one (1) scrutineer for the purpose of a poll, and may, in addition to the power of adjourning meetings contained in Article 84 hereof adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll.

Equality of votes

88. In the case of an equality of votes, the chairperson of the meeting at which the poll takes place shall be entitled to a second or casting vote.

Voting

89. Subject to this Constitution and to any rights or restrictions for the time being attached to any classes of shares, at meetings of Members or classes of Members, each Member entitled to attend and vote at a meeting of the Company or at the meeting of any class of members of the Company, may vote in person or by proxy or attorney; or a Member being a corporation by a duly authorised representative or proxy or attorney. A proxy shall be entitled to vote on any questions at any general meeting.
90. On a resolution to be decided on a poll vote every Member present in person or by proxy or by attorney or other duly authorised representative shall have one (1) vote for each share he holds.

Manner of poll

91. (a) A poll shall be taken as the chairperson of meeting directs including without limitation the use of ballot or voting papers or tickets or forms or by way of electronic polling and the Company shall appoint at least one (1) scrutineer(s) for the purposes of determining the outcome of the resolution(s) to be decided on a poll. The result of the poll shall be the resolution of the meeting.
- (b) Any vote cast by way of electronic polling shall be deemed to constitute a vote by the Members or their proxies for all purposes of this Constitution.

Votes of legal personal representatives of members

92. The legal personal representative of a deceased Member or the person entitled to any share in consequence of the death or bankruptcy of any Member may vote at any meeting of Members in respect thereof in the same manner as if he was the registered holder of such shares. Evidence to the Directors' satisfaction of the person claiming to exercise the right to vote shall be deposited at the Office at least forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting as the case may be at which the right to vote is to be exercised. If this is not done, the right to vote shall not be exercisable.

Votes of member of unsound mind

93. A Member who is of unsound mind or whose persons or estate is liable to be dealt with in any way under the law relating to mental disorder may vote by his committee or by such other person who properly has the management of his estate, and any such committee or other person may vote by proxy or attorney. Evidence to the Directors' satisfaction of the person claiming to exercise the right to vote shall be deposited at the Office at least forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting as the case may be at which the right to vote is to be exercised. If this is not done, the right to vote shall not be exercisable.

Member barred from voting

94. Subject to Article 76 hereof, no Member shall be entitled to be present or to vote on any question either personally or otherwise, as a proxy or attorney at any meeting of Members (including annual general meetings) or upon a poll or be reckoned in the quorum in respect of any shares :
- (a) upon which calls are due and unpaid; and
 - (b) where the instrument of proxy, the power of attorney or other authority, if any, naming another person/party (other than the said Member) as proxy, attorney, or person/party authorised to so act has not been deposited with the Company in accordance with Article 99 hereof.

Restriction on objections

95. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is 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 chairperson of the meeting whose decision shall be final and conclusive.

Appointment of proxy

96. A proxy may but need not be a Member of the Company. Subject to this Constitution, a Member may appoint up to a maximum of two (2) proxies to attend and vote at a meeting of the Company or at a meeting of any class of Members of the Company. Where the Member appoints more than one (1) proxy, such appointment shall be invalid unless the Member specified the proportion of his shareholdings to be represented by each proxy. The instrument appointing a proxy shall be in writing under the hand of the Member or his attorney duly authorised in writing or, if the Member is a corporation, shall either be executed under its common seal or under the hand of two (2) authorised officers, one of whom shall be a director, or of its attorney duly authorised in writing. The instrument appointing the proxy shall be deposited at the Office (or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting), not less than forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting or in the case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. The instrument appointing the proxy authorises the proxy to demand or join in demanding a poll.

Members' power to require circulation of resolutions and statements

97. Any Member may require the Company to give a notice of a resolution which may be properly moved at any meeting of Members, or circulate any statement pertaining to such resolution or such other business to be dealt with at the meeting, to the Members entitled to receive notice of a meeting of Members. The Company shall not be bound to give notice of such resolution or circulate any statement unless the Member shall have served at the Office a copy of the requisition signed by the member subject to compliance with Section 323 of the Act :
- (a) in the case of a requisition requiring notice of a resolution, at least twenty eight (28) days before the meeting; and
 - (b) in the case of any other requisition, at least seven (7) days before the meeting.

The above requisition shall contain

- (i) the proposed resolution;
- (ii) a statement of its intention to submit the proposed resolution at that meeting of Members; and
- (iii) a statement of not more than one thousand (1000) words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

Proxy Form

98. The instrument appointing a proxy shall be in such form as the Board may from time to time prescribe or approve.

Delivery of Proxy Form

99. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or certified true copy of that power or authority by a Lawyer, Company Secretary or the Commissioner of Oath shall be deposited at the Office or at such other place within Malaysia or in such other manner as is specified for that purpose in the notice convening the meeting not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. The instrument appointing a proxy transmitted by facsimile or electronic mail will not be accepted.

Validity of vote given under proxy or attorney

100. A vote given in accordance with the term of an instrument of proxy or attorney shall be valid, notwithstanding the previous determination of the authority of the person voting unless notice of determination was received by the Company at the Office at least twenty-four (24) hours before the commencement of the meeting or adjourned meeting at which the vote is given.

101. The termination of the authority of the person under Article 100 to act as proxy does not affect the constitution of the quorum at the meeting or adjourned meeting; or the validity of anything he did as chairperson of the meeting; or the validity of a poll demanded by him at a meeting or adjourned meeting; or the validity of the vote exercised by him at the meeting or adjournment.

Corporate representative

102. Subject to Section 333 of the Act, a corporation may by resolution of its directors or other governing body, if it is a Member of the Company, authorise such person as it thinks fit to act as its representative either at a particular meeting or at all meetings of Members or of any class of Members, and a person so authorised shall be in accordance with its authority and until its authority is revoked by the corporation be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual Member of the Company.

Appointment of proxy by Exempt Authorised Nominee

103. Every Member including authorised nominees as defined under the Securities Industry (Central Depositories) Act 1991 and Exempt Authorised Nominees which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account") is entitled to :

- (i) appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote instead of him at the meeting of Members and that such proxy need not be a Member; and
- (ii) appoint more than one (1) proxy in relation to the meeting provided that the Member specifies the proportion of his shareholdings to be represented by each proxy.

Attorney of Members

104. If the attorney of any Member acting for and on behalf of his principal as a Member, shall desire to do or perform any act, deed or thing under these presents or otherwise at law permitted to be done or performed by any attorney of a Member as such Member, he shall leave at the Office for registration a good and valid power of attorney, duly stamped and authorised him thereto, accompanied by a copy thereof during business hour not less than forty-eight (48) hours before any authorised act is acted on, and thereupon if the Company shall at its absolute discretion so decide, the Company shall register and return the original power of attorney and retain the copy thereof, and thereafter the Company may dispense with the production of the original power of attorney on each and every occasion when the attorney shall purport to act thereunder. A fee for such amount as is determined by the Board from time to time shall be paid to the Company for registering a power of attorney, but the Board may, by resolution, if they shall think fit, waive the payment of such fee or any part thereof.
105. Every act, deed or thing done or performed by an attorney under Article 104 shall be valid notwithstanding the previous death of the Member, or the revocation of the power of attorney, provided no intimation in writing of such death or revocation shall have been received at the Office before the acting, doing or performing of such act, deed or thing.

DIRECTORS: APPOINTMENT, REMOVAL, ETC.**Numbers of Directors**

106. All the Directors of the Company shall be natural persons and until otherwise determined by meeting of Members the number of Directors (disregarding alternate directors) shall be at least two (2) and not more than ten (10).

Retirement of Directors

107. At the first annual general meeting of the Company all the Directors shall retire from office, and at the annual general meeting in every subsequent year one-third (1/3) of the Directors for the time being, or if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election. Provided always that all Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires. An election of Directors shall take place each year.

Selection of Directors

108. The Directors to retire in each 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.

Notice of nomination of Director

109. (i) No person not being a retiring Director shall be eligible for election to the office of Director at any meeting of Members unless a Member intending to propose him has, at least eleven (11) clear days' before the meeting, left at the Office of the Company a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such Member to propose him, provided that in the case of a person recommended by the Directors for election, nine (9) clear day's notice only shall be necessary, and notice of each and every candidature for election to the Board shall be served on the Members at least seven (7) days before the meeting at which the election is to take place.
- (ii) The cost of serving the notice as aforesaid on the Members where the nomination is made by a Member, shall be borne by the Member making the nomination.

Retiring Director deemed to be re-appointed

110. The Company at the meeting at which a Director so retires may fill the vacated office by electing a person thereto. 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 unless at that meeting it is expressly resolved not to fill the vacated office; or a resolution for the re-election of the Director retiring at that meeting is put to the meeting and lost; or some other person is elected a Director in place of the retiring Director.

Motion for appointment of Directors

111. At any meeting of Members at which more than one (1) Director is to be elected, each candidate shall be the subject of a separate motion and vote unless a motion for the appointment of two (2) or more persons as Directors by a single resolution shall have first been agreed to by the meeting without any vote being given against it.

Increase or reduction of number of Directors

112. Subject to Article 109, the Company may from time to time by Ordinary Resolution passed at a meeting of Members increase or reduce the number of Directors to be appointed to the Board and may also determine in what rotation the increased or reduced number is to retire from the office.

Removal of Directors

113. The Company may by Ordinary Resolution of which special notice is given in accordance with Section 206 of the Act, remove any Director before the expiration of his period of office, and may if thought fit, by Ordinary Resolution appoint another Director in his stead. The person so appointed shall hold office for as long as the Director in whose place he is appointed would have the same if he had not been removed.

Power to add Directors

114. Notwithstanding Article 109, the Board shall have power at any time, and from time to time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board, but the total number of Directors shall not at any time exceed the number fixed in accordance with this Constitution. Any Director so appointed shall hold office only until the next annual general meeting of the Company 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.

Directors' qualification

115. The shareholding qualification for Directors may be fixed by the Company in a meeting of Members and until so fixed, no shareholding qualification for Directors shall be required. All the Directors shall be entitled to receive notice of and to attend all meetings of Members.

REMUNERATION OF DIRECTORS**Directors' Remuneration**

116. (a) Subject to the Act, the fees of the Directors, and any benefits payable to Directors of the Company and its subsidiaries including any compensation for loss of employment of a Director or former Director of the Company or its subsidiaries shall be subject to annual approval at a meeting of Members. Other remuneration of the Director who holds executive office shall from time to time be determined by the Board.
- (b) The fees payable to Directors who hold no executive office in the Company shall be paid by a fixed sum and not by a commission on or percentage of profits or turnover;
- (c) The salaries payable to Directors who hold executive office in the Company may not include a commission on or percentage of turnover;

- (d) The Directors who hold executive office shall, subject to the terms of any agreement (if any) entered into in any particular case, receive such remuneration package (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the Board may from time to time determine; and
- (e) Any fee paid to an Alternate Director shall be such as shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter.

Reimbursement of expenses

117. The Directors shall be paid all their travelling, accommodation and other expenses properly and necessarily expended by them in and about the business of the Company including their travelling, accommodation and other expenses incurred in attending meetings of Directors.

DISQUALIFICATION OF DIRECTORS

When office of Director deemed vacant

118. The office of Director shall become vacant if the Director :-

- (i) resigns from his office by notice in writing to the Company and deposited at the Office of the Company;
- (ii) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under Mental Health Act, 2001;
- (iii) is removed from his office of Director by Ordinary Resolution of the Company in general meeting of which special notice has been given;
- (iv) becomes disqualified from being a Director under Section 198 or 199 of the Act;
- (v) is absent from more than 50% of the total Board meetings held during a financial year unless an exemption or waiver is obtained from the Exchange;
- (vi) dies;
- (vii) has retired in accordance with the Act or this Constitution but is not re-elected; or
- (viii) otherwise vacate his office in accordance with the Act, Listing Requirements or this Constitution.

POWER AND DUTIES OF DIRECTORS

General powers of directors

119. Subject to any modification, exception or limitation contained in the Act and this Constitution, the business and affairs of the Company shall be managed by, or under the direction of the Board who may exercise all the powers necessary for managing, directing and supervising the management of the business and affairs of the Company subject to any modification, exception or limitation contained in the Act and the Company's Constitution. No alteration of this Constitution shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Directors by this Constitution and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.

Powers of Directors

120. Subject to the Act and the Listing Requirements, the Board shall not without the prior approval of the members in general meeting :-

- (i) 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 or a controlling interest in the Company's main undertaking or property;
- (ii) exercise any power of the Company to issue shares unless otherwise permitted under the Act;

- (iii) subject to Section 228 of the Act, enter into any arrangement or transaction with a Director of the Company or its holding company or its subsidiaries 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.

Directors' borrowing power

121. The Board may exercise all the powers of the Company to borrow any sum or sums of money from any person, bank, firm or company and to mortgage or charge its undertaking, property and uncalled capital, and 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 its wholly owned subsidiaries or of any related or associated corporation. The Board may exercise all the powers of the Company to guarantee and give guarantees or indemnities for the payment of money, the performance of contracts or obligations or for the benefit or interest of the Company or of any subsidiary. If the Directors or any of them or any person shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or caused to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons becoming liable as aforesaid from any loss in respect of such liability.

Restriction on borrowing

122. The Board shall not borrow any money or mortgage or charge any of the Company's or the subsidiaries' undertaking, property, or any uncalled capital, or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.

Powers to maintain Pension Fund

123. Subject to the Act, the Board may:

- (i) procure the establishment and maintenance of or participation in or contribution to any non-contributory or contributory pension or superannuation fund, scheme or arrangement or life assurance scheme or arrangement for the benefit of; or
- (ii) pay, provide for or procure the grant of donations, gratuities, pensions, allowances, bonuses, loans, credit, benefits or emoluments to; or
- (iii) procure the establishment and subsidy or subscription and support to any institutions, associations, clubs, funds or trusts calculated to advance the interests and well being of or for the benefit of; or
- (iv) pay for or towards the insurance

any Directors whether or not he holds or has held any executive office or employment with the Company, officers and employees and former Directors of the Company, officers and employees of the Company; or any body corporate which is or has been a subsidiary of the Company, and any member of his family (including a spouse and former spouse, his child and parents or any person who is or was dependent on him.

Power to act with others

124. The Board may procure that any of the matters referred to in this Constitution subject to the Act and other relevant statutory provisions be done by the Company either alone or in conjunction with any other person.

Powers to use official seal

125. The Board may exercise all the powers of the Company conferred by the Act in relation to any official seal for use outside Malaysia and in relation to branch registers.

Appointment of Attorneys

126. The Board may from time to time by power of attorney under the seal appoint any corporation, firm or person or body or persons, whether nominated directly or indirectly by the Board to be the attorney/attorneys of the Company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Board under this Constitution) and for such period and subject to such conditions as it may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretion vested in him.

Signing of cheques etc

127. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board from time to time by resolution determine.

Directors to act honestly

128. A Director shall at all times act honestly and use reasonable diligence in the discharge of the duties of his office and shall not make use of any information acquired by virtue of his position to gain directly or indirectly an improper advantage for himself or for any other person or to cause detriment to the Company.

Directors to give notice

129. Every Director shall give notice to the Company of such events and matters relating to himself as may be necessary or expedient to enable the Company and its officers to comply with the requirements of the Act.

Directors may hold other office

130. Subject always to Section 221 and 228 of the Act, 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 and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise nor shall any such contract, or any contract or arrangement entered into by or on behalf of the 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 relationship thereby established.

Directors may act in his professional capacity

131. 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 was not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as Auditors of the Company.

PROCEEDINGS OF THE BOARD**Meeting of Directors**

132. The Directors may meet together for the dispatch of business, adjourned and otherwise regulate their meetings as they may think fit. Any Director may at any time and the Secretary shall on the requisition of any of the Directors summon a meeting of the Directors.

Meetings by telephone, videophone etc

133. Directors or members of a committee of Directors as the case may be, may participate in a meeting of the Board or a committee of Directors as the case may be by means of conference telephone, conference videophone or any similar or other communication device by means of which all persons participating in the meeting can hear each other and participate throughout the duration of the communication between Directors and participants in a meeting pursuant to this Article shall constitute presence in person at such meeting. All information and documents must be made equally available to all participants prior to or during the meeting.

Notice of meeting of Directors

134. Unless otherwise determined by the Board from time to time, at least seven (7) days' notice of all meetings of Directors shall be given by hand, post, facsimile, electronic form or other form of electronic communications to all Directors and their alternates. Except in the case of an emergency, reasonable notice of every meeting of Directors shall be given in writing. Any Director may waive notice of any meeting either prospectively or retrospectively. The notice of each meeting of Directors shall be deemed to be served on a Director upon delivery if delivered by hand, or immediately is sent by facsimile, electronic form or other form of electronic communications or if sent by post, on the day on which a properly stamped letter containing the notice is posted.

Quorum of meeting of Directors

135. The quorum necessary for the transaction of the business of the Board shall be two (2) and a meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under this Constitution vested in or exercisable by the Board generally. A person who holds office only as an alternate Director shall, if his appointor is not present, be counted in the quorum.

Chairman of the Board

136. The Chairman shall be appointed amongst the Directors and the Board may determine the period for which he is to hold office. The Chairman shall preside as Chairman at meetings of Directors. If at any meeting the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Directors present may choose one of their numbers to be chairperson of the meeting.

Chairman to have casting vote

137. Subject to this Constitution, any question arising at any meeting of Directors shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a decision of the Board. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote except where the quorum is made up of only two (2) Directors or where only two (2) Directors are competent to vote on the question at issue.

Proceedings in case of vacancies

138. The remaining Director or Directors may continue to act notwithstanding any vacancy in their body, but if and so long their number is reduced below the minimum number fixed by or pursuant to this Constitution, the remaining Director or Directors may, except in an emergency act for the purpose of increasing the number of Directors to such minimum number or to summon a meeting of Members of the Company, but for no other purpose.

Disclosure of interest by Directors

139. Every Director shall comply with the provisions of Sections 219 and 221 of the Act in connection with the disclosure of his shareholding and interests in the Company and his interest in any contract or proposed contract with the Company and in connection with the disclosure, every Director shall state 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.

Restriction on voting

140. No Director shall as a Director participate in any discussion or vote in respect of any contract or proposed contract or arrangement in which he is so interested, and, if he does so vote, his vote shall not be counted. The Director must excuse himself and leave the place where the meeting is held until a decision has been made with regards to the matters under consideration. After which the Director shall be recalled to the place where the meeting is held and continue to sit in the meeting. A Director shall, notwithstanding his interest, be counted in the quorum for any meeting where a decision is to be taken upon any contract or proposed contract or arrangement in which he is in anyway interested.

Power to vote

141. A Director may vote in respect of :-

- (i) 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
- (ii) 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.

Directors may become Directors of other corporation

142. A Director of the Company may be or become a director or other office of or otherwise be 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 member or otherwise and no such Director shall be accountable to the Company for any remuneration or other benefit received by him as a director or office 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 aspects 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 and of this Constitution.

ALTERNATE DIRECTOR

143. Each Director may appoint any person (other than a Director) approved by a majority of the other members of the Board to act as his alternate Director and at his discretion by way of a notice to the Company, remove such alternate Director from office. An alternate Director may only be appointed as an alternate to one (1) Director at any point in time. Any fee paid by the Company to an alternate Director shall be deducted from that Director's remuneration.

144. An alternate Director shall (except as regards power to appoint an alternate Director and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors, and shall be entitled to receive notices of all meetings of the Directors and to attend, speak and vote at any such meeting at which his appointor is not present.

145. Any appointment or removal of an alternate Director may be made in writing and sent by hand, post, electronic mail, facsimile, or in any other form or manner, electronic or otherwise, as approved by the Board.

146. If a Director making any such appointment as aforesaid shall cease to be a Director (otherwise than by reason of vacating his office at a meeting of the Company at which he is re-elected), the person appointed by him shall thereupon cease to have any power or authority to act as an alternate Director.

147. A Director shall be liable for the acts and defaults of any alternate Director appointed by him.

148. 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.

CHIEF EXECUTIVE OFFICER

Appointment

149. The Board may from time to time appoint a person to perform the functions of a chief executive who shall carry the designation of Chief Executive Officer or such other designation as the Board deems fit. The appointment shall be for a fixed term of not more than three (3) years and be subject to such other conditions as the Board thinks fit. The Board may vest in such person the necessary powers the Board thinks fit for the discharge of his duties, subject to the control of the Board.

Remuneration

150. The remuneration of a Chief Executive Officer shall be fixed by the Board and may be by way of salary or commission or participate in profits or otherwise or by any or all of these modes but shall not include a commission on or percentage of turnover.

Chief Executive Officer subject to provisions of the contract and this Constitution

151. A Chief Executive Officer who is also appointed as a Director shall, subject to provisions of any contract between him and the Company, be subject to the same provisions as to retirement by rotation in accordance with Article 107 hereof, resignation and removal as the other Directors of the Company.

COMMITTEES OF THE BOARD

Powers of Directors to appoint

152. The Board may establish any committees, local boards, or agencies comprising two (2) or more persons for managing any of the affairs of the Company, either in Malaysia or elsewhere, and may lay down, vary or annul such rules and regulations as it may think fit for the conduct of the business thereof, and may appoint any person or persons to be the member or members of any such committee or local board or agency and may fix their remuneration and may delegate to any such committee or local board or agency any of the powers, authorities and discretion vested in the Board, with power to sub-delegate, and may authorise the member or members of any such committee or local board or agency or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit, and the Board may remove any person so appointed, and may annul or vary any such delegation, but no persons dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

Terms of reference of the Committees

153. Subject to the Listing Requirements, the Board shall determine the roles, responsibilities and authorities of the committees of Directors as set out in the terms of reference and the Board may from time to time amend the terms to ensure its relevance.

VALIDATION OF ACTS OF DIRECTORS

Directors' act to be valid

154. All acts done by any meeting of the Directors or committees of the Directors or by any person(s) appointed by the Board pursuant to Article 152 or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

CIRCULAR RESOLUTIONS

155. A resolution in writing signed by a majority of Directors who are entitled to vote on the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted provided that the signatories must include the Chairman. Where a Director has an alternate, then such resolution may also be signed by such alternate. All such resolutions shall be described as "Directors' Circular Resolution" and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by the Secretary in the Company's minutes book. Any such resolution may consist of several documents in like form, each signed by one (1) or more Directors or their alternates. The expressions "in writing" and "signed" include approval by legible confirmed transmission by facsimile or other forms of electronic communications. For the avoidance of doubt, it is not necessary for all the Directors to sign on the exact same copy of the printed resolution. Each Director may print, sign and submit his/her duly signed resolution to the Secretary individually or separately.

AUTHENTICATION OF DOCUMENTS

156. Any Director or the Secretary or any other person approved by the Board shall have the power to authenticate any documents effecting the Constitution of the Company and any resolution passed by the Company or the Board 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.

Conclusive evidence of resolutions and extract or minutes of meeting

157. A documents purporting to be a copy of a resolution of the Board or an extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of Article 156 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.

MINUTES AND REGISTER

Minutes to be entered into Book

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

- (i) of all appointment of officers.
- (ii) of the names of all the Directors present at each meeting of the Directors and of any committees of Board and of the Company in a meeting of Members.
- (iii) of all resolutions and proceedings of meetings of Members and of meetings of the Directors and committees of the Board.
- (iv) of all orders made by the Board and any committees of Board.

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.

Directors to comply with Act

159. The Board shall comply with the Act in regards to keeping at the Office, a register of Directors and Secretaries, a register of substantial shareholders, a register of Directors' shareholdings and such other registers of the Company as are required by the Act.

Minutes kept at the office

160. The books containing the minutes of proceedings of any meeting of Members shall be kept by the Company at the Office of the Company or the principal place of business, and shall be open to the inspection of any Member without charge.

Registers to be kept

161. The Company shall also keep at the Office, registers which shall be open to the inspection of any Member without charge and to any other person on payment of not exceeding RM10.00 for each inspection, of all such matters required to be so registered under the Act, and in particular :
- (a) a register of substantial shareholders and of information received in pursuance of the requirements under Section 144 of the Act; and
 - (b) a register of the particulars of each of the Directors' shareholdings and interests as required under Section 59 of the Act.

SECRETARY

162. The Secretary or Secretaries shall in accordance with the Act be appointed by the Board for such term, at such remuneration and upon such conditions as they think fit, and the Board may from time to time appoint a temporary substitute for the Secretary or Secretaries who shall be deemed to be the Secretary during the term of his appointment and any Secretary or Secretaries so appointed may be removed by them.
163. The Secretary may resign from his office by giving a notice to the Board at the last known address of the Company.

SEAL

Authority for use of Seal

164. (a) The Seal shall only be used pursuant to a resolution of the Board, or of a committee of the Board authorised to use the Seal.
- (b) Subject to Article 164 (c), the instrument to which the Seal is affixed shall be signed by:
- i) any person authorised by the Board or a committee of the Board authorised by the Board either generally or in relation to specific instruments or instruments of specific descriptions; or
 - ii) two (2) Directors; or
 - iii) one (1) Director and a Secretary.
- (c) The Board or a committee of the Board authorised by Board may:
- i) dispense with autographic signatures of all or any person referred to in Article 164(b) in relation to specific instruments or instruments of specific descriptions and substitute such autographic signatures with facsimile signatures affixed or reproduced by a method or system whether mechanical, electronic or otherwise approved by the Board or such committee; or
 - ii) dispense with all or any of the signatures referred to in Article 164(b) in the case of any certificates for shares, debentures or other securities of the Company.
- (d) The Company may exercise the powers conferred by Section 62 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Board.
- (e) The Company may exercise the powers conferred by Section 63 of the Act with regard to duplicate common seal, and such powers shall be vested in the Board. The Company may also have share seal pursuant to Section 63 of the Act. The share seal is an exact copy of the Seal of the Company with addition on its face of the words "Securities". The provisions in this Article as to autographic or facsimile signatures and the dispensation of signatures shall apply to the affixing of such duplicate seal.
- (f) Notwithstanding Article 164(c), the Seal and duplicate common seal shall not be affixed to any instrument with all autographic or facsimile signatures unless the method or system of control by the Company on the affixing of the Seal and duplicate common seal with such signatures dispensed with has been approved by the Board and a copy of such approval has been forwarded to the Exchange.

ACCOUNTS

Accounting records

165. The Board shall cause proper accounting records to be kept in accordance with the Act.

Place of storage

166. Subject to Section 245(5) and (6) of the Act, the accounting records shall be kept at the Office or at such other place or places within Malaysia as the Board thinks fit and shall always be open for inspection by the Directors. The accounting and other records of operations outside Malaysia may be kept by the Company at a place outside Malaysia provided that such accounting and other records shall be sent to and kept at a place in Malaysia and be made available for inspection by the Directors at all times.

Inspection of Records

167. The Board may from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records and other books of the Company or any of them shall be open to the inspection of Members (not being a Directors or officer authorised by the Board) or any other person. No Member (not being a Director or such officer) or any other person shall have any right of inspecting any accounting records or other books or papers of the Company except:

- (i) if conferred by the Act or other applicable law; or
- (ii) if ordered by a court of competent jurisdiction; or
- (iii) if authorised by the Board.

Copies of reports may be sent

168. The Board shall cause to be prepared, sent to every Member and laid before the Company in its annual general meeting the audited financial statements and the directors' and auditors' reports in accordance with the Act. A copy of such documents in printed form or in CD-ROM or other electronic form permitted under the Listing Requirements or any combination thereof shall, not less than twenty-one (21) days (or any such other period as prescribed by the Exchange or regulatory authorities) before the date of the annual general meeting be sent to every Member, Auditors, the Exchange, every debenture holder of the Company and every person who is entitled to receive notice of general meetings under Section 257 of the Act or this Constitution. Provided that this Article shall not be required 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 or the office of the Share Registrar.

AUDIT

Appointment of Auditors and attendance at meetings of Members where financial statements are laid

169. (i) The Auditors shall be appointed for each financial year by Ordinary Resolution at the annual general meeting of the Company in accordance with Section 271 of the Act.
- (ii) The Auditors shall attend every annual general meeting where the financial statements of the Company are to be laid, so as to respond according to his knowledge and ability to any question relevant to the audit of the financial statements in accordance with Section 285 of the Act.

Duties and restriction of Auditors

170. No person may be appointed as Auditors of the Company if he cannot consent to be appointed as Auditors under Section 264(1) of the Act. The duties of Auditors shall be regulated by the Act.

Validity of acts

171. All acts done by any person acting as Auditors shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.

DIVIDENDS AND RESERVES

Distribution of dividends out of profit

172. The Company may make a distribution of dividends to the Members out of profits of the Company available if the Company is solvent, but no dividend shall exceed the amount as authorised by the Board.

Distribution only if Company is solvent

173. The Board may authorise a distribution at such time and in such amount as the Board considers appropriate, if the Board is satisfied that the Company will be solvent immediately after the distribution is made. The Company is regarded as solvent if the Company is able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made.

Dividend Reinvestment Scheme

174. Subject to the approval of the Members in a meeting of Members, this Constitution, the Act, the Listing Requirements and/or any Applicable Laws, the Company may upon the recommendation of the Board establish a Dividend Reinvestment Scheme and issue shares pursuant to such scheme. However, any Member of the Company may elect not to participate in such scheme.

Directors may form reserve fund and invest

175. The Board may, before authorising any distribution of dividend, set aside out of the profits of the Company such sums as it thinks proper as reserve fund which shall be applied by the Board, in its absolute discretion as it thinks conducive to the interest of the Company and pending any such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares in the Company) as the Board may from time to time think fit and may from time to time vary or realise such investments and dispose of all or any part thereof for the benefit of the Company and without being bound, keep the same separate from the other assets. The Board may also without placing the same reserve carry forward any profits which it may think prudent not to divide.

Payment of dividends

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 or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of call shall be treated for the purposes of this Article as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividend as from a particular rate that share shall rank for dividend accordingly.

Deduction of dividends

177. The Board may deduct from any dividend payable to any Member all sums of money, if any, presently payable by him to the Company on account or calls or otherwise in relation to the shares of the Company.

Dividends due may be retained until registration

178. The Board may retain the dividends payable upon shares in respect of which any person is under the provisions as to the transmission of share herein before contained entitled to become a Member, or which any person is under those provisions entitled to transfer, until such person shall become a Member in respect of such shares or shall transfer the same.

Unclaimed dividends may be invested

179. All dividends unclaimed for one (1) year, subject to the Unclaimed Moneys Act, 1965 after having been declared may be dealt with in accordance with the provisions of the Unclaimed Moneys Act, 1965 and/or any statutory modification, amendment or re-enactment thereof.

Distribution of specific assets

180. The Board in authorising a distribution of dividends may direct payment of such dividends wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other company or in any one or more of such ways and where any difficulty arises in regard to payment of such distribution, the Board may settle the same as it thinks expedient, and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Board.

No interest on dividends

181. No dividend or other monies payable in respect of a share shall bear interest against the Company unless provided by the rights attached to the share.

Mode of Payment

182. (a) Any dividend, interest or other monies payable in cash in respect of a share may be paid by way of telegraphic transfer or electronic transfer or remittance to such bank account as designated by such holder or the person entitled to such payment (“eDividend”), cheque or dividend warrant or via any other mode or manner as may be prescribed by the Act, the Listing Requirements and/or Applicable Laws.

(b) In the event that a Member has not provided the details of his bank account to the Depository, any dividend, interest or other monies payable in cash in respect of a share may be paid by cheque, bank draft, dividend warrant or postal order sent:-

i) By post to the registered address of the person entitled as appearing in the Record of Depositors; or

ii) By post to the registered address of the person becoming entitled to the share by reason of death, bankruptcy or mental disorder of the holder or by operation of law or if such address has not been provided or supplied, to such address to which such cheque or warrant might have been posted if the death, bankruptcy, mental disorder of the holder or by operation of law had not occurred;

iii) By post to such address as the person entitled as appearing in the Record of Depositors may direct in writing however, the Company may at its discretion be entitled to send such cheque or dividend warrant to such other address or by such other means as in this Constitution notwithstanding such direction.

(c) Every cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be made payable to:-

i) the order of the person entitled; or

ii) the order of the person entitled by reason of death, bankruptcy or mental disorder of the holder or by operation of law; or

iii) the order of such other person as the person entitled may direct or direct to be sent;

(d) Every such mode of payment stated above shall operate as a good and full discharge to the Company in respect of the dividend, interest or other monies payable represented thereby, notwithstanding that it may subsequently appear that the cheque or warrant has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be sent at the risk of the person entitled to the money thereby represented.

CAPITALISATION OF PROFITS

Bonus Issue

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

Power of applications of undivided profits

184. Whenever such a resolution as in Article 183 shall have been passed the Board 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 Board to make such provision by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits 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.

LANGUAGE

Translation

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

NOTICES AND OTHER DOCUMENTS

Notice in writing

186. Unless expressly provided otherwise in this Constitution, any notice or other documents (including annual report and/or Audited Financial Statements) required to be sent under the Listing Requirements or permitted to be given, circulated or served under the Act or this Constitution ("Notice or Other Documents") by the Company or its Board shall be served by the Company or the Secretary on any Member or any person pursuant to this Constitution shall be in writing and shall be given to such Member or person either in hard copy or soft copy by electronic means or by advertisement.

Method of notice

187. The Company may give any notice or any document required to be sent under the Listing Requirements to Members or any persons entitled to receive such Notice or Other Documents either:-

- (i) personally or by post in prepaid envelope addressed to the Member or such person at his registered address as appearing in the Register and/or the Records of Depositors in Malaysia or by leaving it at that address within Malaysia; or
- (ii) by facsimile, electronic mail, telex, telegram, mobile communication apps, compact disc read only memory, digital video disc read-only memory and any other use of electronic means communicating writing in visible form to his registered address or such electronic mail address or number supplied by the Member or such person to the Company; or
- (iii) Advertisement in accordance with Article 190.

Last known address for service

188. Any Member who has not supplied to the Company an address within Malaysia for the service of notices or any other documents shall not be entitled to receive such Notice or Other Documents from the Company. The contact details of a Member as provided to the Depository shall be deemed as the last known address provided by such Member to the Company for purposes of communication with such Member.

Publication on website

189. (a) Subject to the Act and the Listing Requirements, the Company may publishes the Notice or Other Documents required to be sent under the Listing Requirements on the Company's website.
- (b) If the Company publishes the Notice or Other Documents on its website, the Company shall separately notify its Members in writing either by post or electronic email or short messaging services (with proof electronic mail delivery) stating:-
- i) the publication of the Notice or Other Documents on the Company's website;
 - ii) type of meeting, place, date and time of the meeting; and
 - iii) the designated website link or address where a copy of the notice or any other documents may be downloaded.
- (c) The Notice or Other Documents shall be made available on the Company's website throughout the period beginning from the date of notification referred to in subsection (b) above until the conclusion of the meeting.

Advertisement

190. Any Notice or Other Documents is required to be given to Members and not expressly provided for by this Constitution or the Act shall be sufficiently given if given by advertisement. Any Notice or Other Documents required to be or which may be given by advertisement shall be advertised once either in Bahasa Malaysia or English in one (1) nationally circulated daily newspaper.

Notice in case of death or bankruptcy

191. Notice or Other Documents may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a Member by sending it through representatives of the deceased, or assignee of the bankrupt, or by any like description, at the address, if any, within Malaysia supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been served if the death or bankruptcy had not occurred. Every person who, by operation of law, transfer, transmission or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and/or address being entered in the Register and 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. Any Notice or Other Documents delivered or sent by post to, or left at, the registered address of 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.

Who may receive notice

192. Notice of every meeting of Members shall be given to:-
- (i) every Member with a registered address in Malaysia or an address for service of notices in Malaysia;
 - (ii) every person entitled to a share in consequence of the death or bankruptcy of a Member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting;
 - (iii) the Directors for the time being of the Company;
 - (iv) the Auditors for the time being of the Company; and
 - (v) the Exchange and every stock exchange, if any, in which the shares of the Company are listed.

Except as aforesaid, no other person shall be entitled to receive notices of meeting of Members.

When service effected

193. A Notice or Other Documents shall be deemed given:-

- (i) if sent by post, on being posted and shall be deemed posted on a certain date if it is proven that an envelope containing a notice was properly addressed prepaid and put in the post on that date;
- (ii) if delivery by hand, on the date of delivery if on that date it is left at an address of the Member;
- (iii) to the current address of Member or served at the time of transmission of the electronic communication by the email server or facility operated by the Company or its service provider to the current address of Members notwithstanding any delayed receipts, non-delivery or "returned mail" reply message or any other error message indicating that the electronic communication was delayed or not successfully sent;
- (iv) by making it available on Bursa Link or the Company's website;
- (v) in the case of an advertisement it shall be the day which the advertisement appears on the newspaper; and
- (vi) in the case of telex, facsimile, telegram, electronic mail or other means of communicating writing in visible form on dispatch or transmission.

WINDING UP

Distribution of assets in specie

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

Distribution of assets

195. Without prejudice to the rights of holders of shares issued upon special terms and conditions pursuant to this Constitution, the following provisions shall apply :-

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

SECURITY CLAUSE

Discovery of Company's confidential information

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

INDEMNITY

Indemnity

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

RECONSTRUCTION

Power of the Board and liquidators to accept shares, as consideration for sale

198. On sale of the undertaking of the Company, the Board or the liquidators on a winding up may, if authorised by a Special Resolution, accept fully paid or partly paid-up shares, debentures or securities of any other company, either incorporated in Malaysia or not, either then existing or to be formed for the purchase in whole or in part of the property of the Company, and the Board (if the profits of the Company permit), or the liquidators (on such winding up), may distribute such shares or securities, or any property of the Company amongst the members without realisation, or vest the same in trust for them and any Special Resolution may provide for the distribution or appropriation of the cash, shares or other securities, benefits or property, otherwise than in accordance with the strict legal rights of the Members or contributories of the Company, and for valuation of any such securities or property at such price and in such manner as the meeting may approve, and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised, and waive all rights in relation thereto, save only in the case of the Company which is proposed to be or is in the course of being wound up, such statutory rights (if any) under Section 457 of the Act as are incapable of being varied or excluded by this Constitution. In case any of the shares are to be divided as foresaid involves a liability to calls or otherwise any person entitled to such division to any of the said shares may, within ten (10) days after the passing of the Special Resolution, by notice in writing, direct the Board or the liquidator to sell his proportion and pay him the net proceeds and the Board or liquidator shall, if practicable, act accordingly.

ALTERATION OF CONSTITUTION

Power of the Board and liquidators to accept shares, as consideration for sale

199. The Company shall not delete, amend or add to any of this Constitution unless prior approval has been sought from the Members of the Company in a meeting of Members by a Special Resolution for such deletion, amendment or addition.

COMPLIANCE WITH THE LISTING REQUIREMENTS

200. (a) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done.
- (b) Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done.
- (c) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
- (d) If the Listing Requirements require this Constitution to contain a provision and they do not contain such a provision, this Constitution is deemed to contain that provision.

- (e) If the Listing Requirements require this Constitution not to contain a provision and they contain such a provision, this Constitution is deemed not to contain that provision.
- (f) If any provision of this Constitution is or becomes inconsistent with the Listing Requirements, this Constitution is deemed not to contain that provision to the extent of the inconsistency.

PERSONAL DATA

201. A Member who is a natural person is deemed to have consented to the collection, use and disclosure of his personal data (whether such personal data is provided by that Member or is collected through a third party) by the Company or its agents or service providers from time to time for any of the following purposes:-

- (i) implementation and administration of corporate action by the Company or its agents or service providers;
- (ii) internal analysis and/or market research by the Company or its agents or service providers;
- (iii) investor relations communications by the Company or its agents or service providers;
- (iv) administration by the Company or its agents or service providers of that Member's holding of shares in the capital of the Company;
- (v) implementation and administration of any service provided by the Company or its agents or service providers; to its Members to receive notices of meetings, annual reports and other Members' communications and/or for proxy appointment, whether by electronic means or otherwise;
- (vi) processing by the Company or its agents or service providers of proxies and representatives appointed for any general meeting or any adjournment thereof and the preparation and compilation of the ballot papers, voting slips, attendance lists, minutes and other documents relating to any general meeting including any adjournment thereof;
- (vii) implementation and administration of, and compliance with any provision of this Constitution;
- (viii) compliance with applicable laws; and purposes which are reasonably related to any of the above purpose.



D'NONCE TECHNOLOGY BHD

(Company No. 503292-K)

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of D’nonce Technology Bhd (“DTB” or “Company”) will be held at Hall 1 & 2 of Level 3, Northam All Suite Penang, 55 Jalan Sultan Ahmad Shah, 10050 Penang on Monday, 18 November 2019 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

SPECIAL RESOLUTION

PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY

THAT the Company’s existing Constitution be deleted in its entirety and that a new Constitution as set out in Appendix “A” be adopted as the new Constitution of the Company with immediate effect.

AND THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Adoption of new Constitution with full powers to assent to any conditions, modifications and/or amendments as may be required by any authorities to give effect to the Proposed Adoption of new Constitution of the Company.

By Order of our Board

HING POE PYNG (MAICSA 7053526)

WONG YEE LIN (MIA 15898)

Joint Secretaries

Penang

Date: 15 October 2019

Notes:

- 1. A member entitled to attend and vote at the meeting is entitled to appoint at least one (1) but not more than two (2) proxies to attend, speak and vote on his/her/its behalf. A proxy may but need not be a member of the Company. An instrument for the appointment of a proxy or proxies, titled "Proxy Form", is provided in connection with this Notice of Extraordinary General Meeting.*
- 2. Where a member appoints two (2) proxies, the appointment shall be invalid unless the proportions of shareholdings to be represented by each proxy are specified.*
- 3. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. Where a member of the Company is an exempt authorised nominee (as defined and permitted under the SICDA) 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 authorised nominee may appoint in respect of each omnibus account it holds. Where a member is a corporation, it may appoint a proxy or proxies under the Proxy Form, or appoint such person as its representative at the meeting in accordance with section 333 of the Companies Act 2016.*
- 4. The instrument appointing a proxy or proxies shall be signed by the appointor or his/her/its attorney duly authorised in writing or, if the member is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.*
- 5. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company, 51-8-E Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than forty-eight (48) hours before the time for the meeting or any adjournment thereof.*
- 6. For the purpose of determining a member who shall be entitled to attend the meeting, a Record of Depositors as at 11 November 2019 has been requested. Only a depositor whose name appears on the Record of the Depositors as at 11 November 2019 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.*

PROXY FORM



D'NONCE TECHNOLOGY BHD
 (Company No. 503292-K)
 (Incorporated in Malaysia)

Number of Shares Held	CDS ACCOUNT NO.
	- - - - -

I/We
 (Full Name in block letters & NRIC no./Passport No./Company no.)

of
 (Address)

being a member of D'NONCE TECHNOLOGY BHD hereby appoint
 (Full name in block letters & NRIC no./Passport No.)

of
 (Address)

No. of shares represented Percentage (%) of shareholding represented
 or failing him/her
 (Full name in block letters & NRIC no./Passport No.)

of
 No. of shares represented Percentage (%) of shareholding represented

as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting of our Company to be held at Hall 1 & 2 of Level 3, Northam All Suite Penang, 55 Jalan Sultan Ahmad Shah, 10050 Penang on Monday, 18 November 2019 at 10.00 a.m., and at any adjournment thereof and to vote as indicated below:

No.	Resolution	For	Against
1.	<u>Special Resolution</u> Proposed Adoption Of New Constitution Of The Company		

Please indicate with an "X" in the space provided whether you wish your votes to be cast for or against the resolution. In the absence of specific directions, your proxy will vote or abstain as he/she thinks fit.

Signed this..... day of 2019
 Signature / Common Seal of Shareholder

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint at least one (1) but not more than two (2) proxies to attend, speak and vote on his/her/its behalf. A proxy may but need not be a member of the Company.
2. Where a member appoints two (2) proxies, the appointment shall be invalid unless the proportions of shareholdings to be represented by each proxy are specified.
3. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. Where a member of the Company is an exempt authorised nominee (as defined and permitted under the SICDA) 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 authorised nominee may appoint in respect of each omnibus account it holds. Where a member is a corporation, it may appoint a proxy or proxies under the Proxy Form, or appoint such person as its representative at the meeting in accordance with section 333 of the Companies Act 2016.
4. The instrument appointing a proxy or proxies shall be signed by the appointor or his/her/its attorney duly authorised in writing or, if the member is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
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6. For the purpose of determining a member who shall be entitled to attend the meeting, a Record of Depositors as at 11 November 2019 has been requested. Only a depositor whose name appears on the Record of the Depositors as at 11 November 2019 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

Fold this flap for sealing

Then fold here

AFFIX
STAMP

The Secretaries
D'NONCE TECHNOLOGY BHD (503292-K)
Registered Office
51-8-E Menara BHL Bank
Jalan Sultan Ahmad Shah
10050 Penang
Malaysia

1st fold here
