

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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SERBA DINAMIK HOLDINGS BERHAD

(Company No. 1167905 - P)

(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

**PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY
TRANSACTIONS OF A REVENUE OR TRADING NATURE**

The ordinary resolution in respect of the above proposal will be tabled at the forthcoming Annual General Meeting ("AGM") of Serba Dinamik Holding Berhad ("SDHB") to be held at Auditorium Room, Level 3A, Connexion@Nexus, Bangsar South City, No.7 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on Friday, 26 May 2017 at 9.00 a.m. The Notice of the AGM together with the Form of Proxy are set out in the Annual Report of the Company for financial year 31 December 2016 ("Annual Report 2016"). Shareholders are advised to refer to the Notice of the AGM and the Form of Proxy.

This Circular is dated 28 April 2017

DEFINITIONS

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

“Act”	: Companies Act, 2016, as amended from time to time and any re-enactment thereof
“AGM”	: Annual General Meeting
“the Board” or “the Directors”	: Board of Directors of Serba Dinamik Holding Berhad
“Bursa Securities”	: Bursa Malaysia Securities Berhad
“Director”	: Shall have the meaning given in Section 2(1) of the Capital Markets and Service Act 2007 and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a Director or Chief Executive Officer of SDHB or any other company which is its subsidiary
“EPCC”	: Engineering, Procurement, Construction and Commissioning services
“Interested Related Parties”	: Related Parties who are deemed interested in the Recurrent RPTs
“LPD”	: 31 March 2017, being the latest practicable date prior to the printing of this Circular
“Main Market Listing Requirements”	: Bursa Securities Main Market Listing Requirements, as may be amended or modified from time to time
“Persons Connected”	: Such person, in relation to the Director or Major Shareholder, who falls under any one of the following categories: <ul style="list-style-type: none">(a) a family member of the Director or Major Shareholder;(b) a trustee of a trust (other than a trustee for an employee share scheme or pension scheme) under which the Director, Major Shareholder or family member of the Director or Major Shareholder is the sole beneficiary;(c) a partner of the Director, Major Shareholder or a partner of a person connected with that Director or Major Shareholder;(d) a person who is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder;(e) a person in accordance with whose directions, instructions or wishes the Director or Major Shareholder is accustomed or is under an obligation, whether formal or informal, to act;(f) a body corporate or its directors which/who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder;(g) a body corporate or its directors whose directions, instructions or wishes the Director or Major Shareholder is accustomed or under an obligation, whether formal or informal, to act;(h) a body corporate in which the Director, Major Shareholder and/or persons connected with him are entitled to exercise, or control the exercise of, not less than 15% of the votes attached to voting shares in the body corporate; or(i) a body corporate which is a related corporation
“Proposal” or “Proposed RRPT Mandate”	: Proposed shareholders’ mandate for Recurrent RPTs of SDHB Group

DEFINITIONS

“Recurrent RPTs”	: RPTs involving recurrent transactions of a revenue or trading nature which are necessary for the day-to day operations and are in the ordinary course of business of SDHB Group
RPTs	: Transactions with Related Parties
“Related Parties”	: Director(s), Major Shareholder(s) and Person(s) Connected
“RM” and “sen”	: Ringgit Malaysia and sen respectively
“SDHB” or “the Company”	: Serba Dinamik Holding Berhad
“SDHB Group”	: SDHB and its subsidiary companies

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include corporations.

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

Any reference to a time of day in this Circular shall be reference to Malaysian time, unless otherwise stated.

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SERBA DINAMIK HOLDINGS BERHAD

(Company No. 1167905 - P)
(Incorporated in Malaysia)

Registered Office:

No. 8-5 Level 5
Pusat Dagangan UMNO Shah Alam
Lot 8, Persiaran Damai, Seksyen 11
40100 Shah Alam,
Selangor Darul Ehsan

28 April 2017

Board of Directors:

Dato' Mohamed Nor Bin Abu Bakar, *Independent Non-Executive Chairman*
Dato' Dr. Ir. Mohd Abdul Karim Bin Abdullah, *Managing Director/Chief Executive Officer*
Dato' Awang Daud Bin Awang Putera, *Deputy Group Managing Director and Non-Independent Executive Director*
Abdul Kadier Sahib, *Non-Independent Non-Executive Director*
Hasman Yusri Bin Yusoff, *Independent Non-Executive Director*
Sharifah Irina Binti Syed Ahmad Radzi, *Independent Non-Executive Director*
Tengku Dato' Seri Hasmuddin Bin Tengku Othman, *Independent Non-Executive Director*

To: **The Shareholders of Serba Dinamik Holding Berhad**

Dear Sir/Madam

PROPOSED RRPT MANDATE

1. INTRODUCTION

On 13 April 2017, the Board announced the Company's intention to seek the shareholders' approval for the Proposed RRPT Mandate at the 1st AGM of SDHB, which will be held on 26th May 2017.

The purpose of this Circular is to provide you the details of the Proposed RRPT Mandate and to seek your approval for the ordinary resolution in respect thereof to be tabled at the AGM, notice of which is set out in the Annual Report 2017.

2. DETAILS OF THE PROPOSED RRPT MANDATE

2.1 Main Market Listing Requirements

Pursuant to Paragraph 10.09 of the Main Market Listing Requirements, a listed issuer may seek a shareholders' mandate in respect of related party transactions involving recurrent transactions of a revenue or trading nature which are necessary for its day-to-day operations subject to the following: -

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where;
 - (i) the consideration, value of the assets, capital outlay or costs of the aggregated transaction is RM1.0 million or more; or

- (ii) any one of the percentage ratios of such aggregated transactions is 1% or more, whichever is the higher;
- (c) the listed issuer to issue circular to shareholders in relation to the shareholders' mandate;
- (d) in a meeting to obtain the shareholders' mandate, the interested director, interested major shareholder or interested person connected with a director or major shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder, must not vote on the resolution approving the transactions. An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions; and
- (e) an immediate announcement is made to Bursa Securities when the actual value of a recurrent related party transaction entered into by the listed issuer, exceeds the estimated value of the recurrent related party transaction disclosed in the circular by 10% or more and the announcement must include the information as may be prescribed by Bursa Securities.

Where a listed issuer has procured shareholders' mandate pursuant to the above, the provisions of Paragraph 10.08 of the Main Market Listing Requirements shall not apply during the validity period of the shareholders' mandate.

2.2 Details of the Proposed RRPT Mandate

It is anticipated that in the normal course of the Group's business, Recurrent RPTs between SDHB Group and the Related Parties are likely to occur at any time and with some degree of frequency.

In this respect, the Directors are seeking approval from shareholders for the Proposed RRPT Mandate which will allow the Group to enter into Recurrent RPTs referred to in Section 2.2.2 with the Related Parties, provided such transactions are made at arms' length, SDHB Group's normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of SDHB.

The Proposed RRPT Mandate is subject to annual renewal. In this respect, authority conferred by the Proposed RRPT Mandate shall take effect on 26 May 2017 being the date of the 1st AGM and shall continue in force (unless revoked or varied by the Company in general meeting) until the conclusion of the next AGM of the Company or the expiry of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act) or revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier.

2.2.1 Principal Activities of SDHB Group

The principal activity of the Company is that of investment holding. The principal activities of the subsidiary and associate companies of SDHB are as follows: -

Name of companies	Effective Equity Interest (%)	Principal Activities
Direct subsidiaries and associate companies:		
Serba Dinamik Group Berhad	100.00	Investment holding and provision of management services
Serba Dinamik International Ltd.	100.00	Operation and maintenance of plants and facilities, engineering, procurement, construction and commissioning and related products and services
Serba Dinamik Sdn. Bhd.	100.00	Operation and maintenance of plants and facilities, engineering, procurement, construction and commissioning, technical training and related products and services
Serba Dinamik IT Solutions Sdn. Bhd.	100.00	Information and communications technology software and solutions
SD Controls Sdn. Bhd.	80.00	Testing and calibration of process control and instrumentation

PART A

Name of companies	Effective Equity Interest (%)	Principal Activities
SD Advance Engineering Sdn. Bhd.	51.00	Maintenance of micro turbines and related products and services
Serba Dinamik (Brunei) Sdn. Bhd.	75.00	Operation and maintenance of plants and facilities, engineering, procurement, construction and commissioning and related products and services
AR Global Engineering Sdn. Bhd.	100.00	process control and instrumentation and related products and services
Serba Dinamik RMC FZE	100.00	Maintenance, repair and overhaul, fabrication and logistic services
Subsidiaries and associate companies held through Serba Dinamik International Ltd.:		
PT Serba Dinamik Indonesia	75.00	Operation and maintenance of plants and facilities, engineering, procurement, construction and commissioning and related products and services
Serba Dinamik International Petroleum Services W.L.L	99.00	Operation and maintenance of plants and facilities, engineering, procurement, construction and commissioning and related products and services
PT Kubic Gasco	51.00	Processing and supply of compressed natural gas
Serba Dinamik International Qatar	49.00	Dormant
Subsidiaries companies held through Serba Dinamik Sdn Bhd.:		
Quantum Offshore Limited	100.00	Design, engineering and installation of auxiliary power generators and firefighting systems and equipment
Top Luxury Sdn. Bhd.	100.00	Dormant
Adat Sanjung Sdn. Bhd.	30.00	Investment holdings
Subsidiaries Companies Held through Serba Dinamik IT Solutions Sdn Bhd.:		
Telegistics Asia Sdn. Bhd.	100.00	Internet and mobile applications solutions
Subsidiaries companies held through PT Kubic Gasco:		
PT Delta Conusa Gas	90.00	Dormant
PT Muaro Jambi Energi	82.00	Dormant

2.2.2 Classes of Related Parties

The Related Parties having interest in the Recurrent RPTs to be entered by SDHB Group for which the Proposed RRPT Mandate is sought are as follows: -

Company within SDHB Group	Transacting Related Parties	Interested Related Party	Nature of Transactions	Estimated aggregate value of the transaction for period ending 30 June 2017 (as per prospectus) (RM'000)	Actual Value transacted up to LPD (RM'000)	Estimated aggregate value of the transaction from 26 May 2017 to the next AGM (RM'000)
- Serba Dinamik Sdn. Bhd.	- One River Power Sdn. Bhd. (1)	Directors - Dato' Dr. Ir. Mohd Abdul Karim Abdullah - Dato' Awang Daud Bin Awang Putera	- Sales of goods and services which include engineering, procurement, testing, delivering, installation, construction and commissioning which covers the Civil Structure Works, Electro-Mechanical Plant Equipment and Power Transmission System by Serba Dinamik to One River Power (revenue generated from EPCC Contract)	216,000	64,708	170,000*
- Serba Dinamik Sdn. Bhd.	- Konsortium Amanie JV Sdn. Bhd. ("KAJV") (2)	Directors - Dato' Dr. Ir. Mohd Abdul Karim Abdullah	- Sales of goods and services which include the design and build of membrane water treatment plant, intakes service tank, installation of raw water and clean water pipes, retrofitting, and other works by Serba Dinamik to KAJV (revenue generated from EPCC Contract)	-	-	150,000*

* The values are merely indicative estimates for the period from the forthcoming AGM to be held on 26 May 2017 to the next AGM expected to be held in the month of May 2018. Due to the nature of the transactions, the actual values of the transactions may vary significantly from the estimated values disclosed.

(1) One River Power Sdn Bhd is a wholly-owned subsidiary of Pristine Falcon Sdn Bhd, which in turn is the wholly-owned subsidiary of Adat Sanjung Sdn Bhd, which is our associate company. Dato' Dr. Ir. Mohd Abdul Karim Abdullah and Dato' Awang Daud Bin Awang Putera who is SDHB directors and major shareholders is a director of One River Power Sdn Bhd.

(2) KAJV is an associate company of SDHB. Dato' Dr. Ir. Mohd Abdul Karim Abdullah who is a SDHB director and major shareholders will be appointed as director of KAJV.

2.2.3 Amount due and owing by related parties

As at the financial year ended 31 December 2016, there is no amount due and owing to SDHB Group by its related parties arising from the RRPT as set out in Sections 2.2.2 of this Circular, which exceeded the credit term.

2.2.4 Review and Disclosure Procedures

SDHB Group has established procedures to ensure that the Recurrent RPTs are conducted at arm's length and on normal commercial terms consistent with the Group's usual business practices and policies, are undertaken on transaction prices and terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders. The terms and conditions of the transactions will be determined by the products provider's usual commercial terms or in accordance with applicable industry norm.

Records will be maintained by the Company to record all the Recurrent RPTs entered into to ensure that relevant approvals have been obtained and review procedures in respect of such transactions are adhered to. The management of SDHB Group has been kept informed of procedures applicable to the Recurrent RPTs, who will ensure that the transaction with the Related Parties will only be entered into after taking into account the pricing, quality and terms and conditions consistent with normal trade practices.

The Audit and Risk Committee periodically reviews the procedures set by SDHB to monitor related party transactions to ensure these transactions are carried out on normal commercial terms not more favourable to the related party than those generally available to the public and are not detrimental to the minority shareholders of the Company. In its review, the Audit and Risk Committee may, as it deems fit, request for additional information pertaining to the transactions from independent sources or professionals.

Wherever practicable and/or feasible, at least 2 other contemporaneous transactions with unrelated third parties for similar products and/or services and/or quantities will be used as comparison for determining whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities. In the event that quotation or comparative pricing from unrelated third parties cannot be obtained (for instance, if there are no unrelated third party customers/vendors of similar products or services, or if the products or services is a propriety item), the transaction price will be determined based on the Group's usual business practices and policies to ensure the Recurrent RPTs is not detrimental to SDHB Group.

There are no specific thresholds for approval of Recurrent RPT. All Recurrent RPTs are reviewed and authorised by Chief Financial Officer and ultimately approve by Audit and Risk Committee, provided always that such personnel have no interest in the transaction and the said transaction has been approved pursuant to a shareholders' mandate obtained at an AGM for Recurrent RPTs.

If a member of the Board and/or Audit and Risk Committee has an interest (direct or indirect), as the case may be, the Director concerned shall abstain from deliberation and any decision making in respect of the Recurrent RPTs.

2.2.5 Statement by Audit and Risk Committee

The Audit and Risk Committee is satisfied that the review procedures for Recurrent RPTs as set out in Section 2.2.4 above are sufficient to ensure that such Recurrent RPTs will be carried out on normal commercial terms which are not prejudicial to the interest of shareholders, and that the terms of the Recurrent RPTs are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders of SDHB.

The Audit and Risk Committee is of the view that the Group has in place adequate procedures and processes to monitor, track and identify Recurrent RPTs in a timely and orderly manner, and such procedures and processes are reviewed on a yearly basis or whenever the need arises.

2.2.6 Disclosure

The Company will made the required disclosure in the Annual Report for the subsequent financial year during which the Proposed RRPT Mandate is in force, providing amongst others, the following information: -

- (i) the type of Recurrent RPTs made;
- (ii) the names of the Related Parties involved in each type of Recurrent RPTs, and their relationship with the Company; and
- (iii) the value of the transactions.

3. RATIONALE AND BENEFITS FOR THE PROPOSED RRPT MANDATE

The Recurrent RPTs entered or to be entered into by the Group are in the ordinary course of business. They are recurring transactions of a revenue or a trading nature which are likely to occur with some degree of frequency. These Recurrent RPTs may be time sensitive by nature, making it impractical to seek shareholders' approval on a case by case basis before entering into such RPTs. As such the Board is seeking the RRPT Mandate under Paragraph 10.09 of the Main Market Listing Requirements for these Recurrent RPTs so as to facilitate the efficiency with which these transactions are carried out.

By obtaining the Proposed RRPT Mandate and renewal of the same on an annual basis, the necessity to announce and/or convene separate general meetings to seek shareholders' approval as and when such Recurrent RPTs occur would not arise. This would substantially reduce the time, administrative requirements, inconvenience and expense associated with the convening of general meetings on an ad hoc basis, without compromising the corporate objectives of the Group or adversely affecting the business opportunities available therein.

The RRPT are intended to meet the business needs of the Group at the best possible terms. By transacting with the Related Parties, the Group would have access to all available markets and enhance the ability to explore beneficial business opportunities which will benefit The Group. In most dealings with the Related Parties, the Group and the Related Parties have a good understanding of each other's business needs and expectations thus providing a platform where all parties can benefit from conducting the RRPT.

4. EFFECTS OF THE PROPOSED RRPT MANDATE

The Proposed RRPT Mandate is not expected to have any effect on the earnings and net assets of SDHB Group.

5. VALIDITY PERIOD FOR THE PROPOSED RRPT MANDATE

If approved at the 1st AGM, the Proposed RRPT Mandate of the Company will take effect from the date of the passing of the Ordinary Resolution relating thereto at the 1st AGM and will continue in force until:-

- (i) the conclusion of the next AGM of the Company following the 1st AGM, at which such Proposed RRPT Mandate was passed, at which time the said authority will lapse, unless by a resolution passed at the meeting, authority is renewed; or
- (ii) the expiration of the period within which the next AGM of SDHB is required to be held pursuant to Section 340 of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340 of the Act); or
- (iii) revoked or varied by a resolution passed by the shareholders in a general meeting;

whichever is the earlier.

The Directors will seek your approval for the Proposed RRPT Mandate at the 1st AGM of the Company and at each subsequent AGM, subject to satisfactory review by the Audit and Risk Committee of its continued application to the related parties' transactions.

6. APPROVAL REQUIRED

The Proposed RRPT Mandate is subject to the approval of the shareholders of SDHB at the 1st AGM to be convened.

7. INTERESTS OF DIRECTORS AND MAJOR SHAREHOLDERS

The direct and indirect interest of the Directors and Major Shareholders who are interested in the Proposed Shareholders' Mandate as at LPD are as follows:

	Direct Interest		Indirect Interest	
	No. of Shares	%	No. of Shares	%
Interested Directors				
Dato' Dr. Ir. Mohd Abdul Karim Abdullah	-	-	349,288,100	26.2 ⁽¹⁾
Dato' Awang Daud Bin Awang Putera	-	-	176,347,500	13.2 ⁽¹⁾
Interested Major Shareholders				
Dato' Dr. Ir. Mohd Abdul Karim Abdullah	-	-	349,288,100	26.2 ⁽¹⁾
Dato' Awang Daud Bin Awang Putera	-	-	176,347,500	13.2 ⁽¹⁾

Note:

(1) Deemed interest by virtue of their substantial shareholdings in Serba Dinamik Holding Berhad

By virtue of their directorships and shareholdings in SDHB and the Related Parties as disclosed in Section 2.2.2 above, the interested Directors, namely Dato' Dr. Ir. Mohd Abdul Karim Abdullah and Dato' Awang Daud Bin Awang Putera have abstained and will continue to abstain from the Board's deliberations. They will also abstain from voting in respect of their direct and/or indirect shareholdings in SDHB, on the resolution approving the Proposals at the forthcoming AGM.

In addition, the interested Major Shareholders of the Company, namely Dato' Dr. Ir. Mohd Abdul Karim Abdullah and Dato' Awang Daud Bin Awang Putera will abstain from voting in respect of their direct and/or indirect shareholdings on the resolution approving the Proposals at the forthcoming AGM.

The aforementioned interested Directors and interested Major Shareholders of the Company have also undertaken to ensure that the persons connected to them (if any) will abstain from deliberating and/or voting in respect of their direct and/or indirect shareholdings on the resolution approving the Proposals at the forthcoming AGM.

Save as disclosed above, none of the other directors and Major Shareholders of SDHB and/or Persons Connected with them, has any interest, direct or indirect in the Proposed RRPT Mandate.

8. DIRECTORS' RECOMMENDATION

The Board of Directors (with the exception of Dato' Dr. Ir. Mohd Abdul Karim Abdullah and Dato' Awang Daud Bin Awang Putera) having considered all aspects of the Proposed RRPT Mandate is of the opinion that the Proposed RRPT Mandate is in the best interest of the Company. Accordingly, the Board (with the exception of Dato' Dr. Ir. Mohd Abdul Karim Abdullah and Dato' Awang Daud Bin Awang Putera) recommend that you vote in favour of the ordinary resolution pertaining to the Proposed RRPT Mandate to be tabled at the 1st AGM.

9. AGM

The ordinary resolution to approve the Proposed RRPT Mandate is set out as Special Business in the Notice of the 1st AGM contained in SDHB's Annual Report 2016, which is sent to you together with this Circular. An extract of the said ordinary resolution is set out in Appendix A of this Circular.

The 1st AGM will be held at Auditorium Room, Level 3A, Connexion@Nexus, Bangsar South City, No.7 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on Friday, 26 May 2017 at 9.00 a.m.

If you are unable to attend in person at the 1st AGM, please complete the Form of Proxy in accordance with the instructions contained therein and forward it to the office of the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32 Tower A, Vertical Business Suite Avenue 3, Bangsar South No.8, Jalan Kerinchi 59200 Kuala Lumpur, Malaysia not later than forty-eight (48) hours before the time fixed for holding the meeting or any adjournment thereof.

The lodging of the Form of Proxy will not preclude you from attending and voting in person at the 1st AGM should you subsequently wish to do so.

10. FURTHER INFORMATION

Shareholders of SDHB are advised to refer to Appendix B for further information.

Yours faithfully
For and on behalf of the Directors
SERBA DINAMIK HOLDING BERHAD

DATO' MOHAMED NOR BIN ABU BAKAR
Independent Non-Executive Chairman

APPENDIX A – EXTRACT OF RESOLUTION

**RESOLUTION 5
PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A
REVENUE OR TRADING NATURE**

“THAT, approval be and is hereby given for the Proposed of Shareholders' Mandate for the Company and/or its subsidiaries to enter into the categories of recurrent related party transactions of a revenue or trading nature falling within the nature of transactions set out in Section 2.2 under Part A of the Circular to Shareholders dated 28 April 2017 (“the Circular”), with the related parties falling within the classes of persons set out in Section 2.2 under Part A of the Circular, such transactions are necessary for the Company and/or its subsidiaries' day-to-day operations and which are carried out in the ordinary course of business, on terms which are not more favorable to the related parties than those generally available to the public and are not detriment of the minority shareholders.

THAT the authority conferred by such mandate shall commence upon the passing of this resolution and continue to be in force until:

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company, at which time it will lapse, unless by a resolution passed at the next AGM, the authority is renewed;
- (ii) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“Act”) (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
- (iii) revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is the earlier.

AND THAT the Directors of the Company be hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to this Ordinary Resolution.”

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APPENDIX B – FURTHER INFORMATION

I. DIRECTORS' RESPONSIBILITY STATEMENT

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

II. MATERIAL CONTRACTS

As at 31 March 2017 (being the latest practicable date prior to the printing of this Circular), there are no material contracts (not being contracts entered into in the ordinary course of business), which have been entered into by SDHB Group during the two (2) years immediately proceeding the date of this Circular.

III. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at 31 March 2017 (being the latest practicable date prior to the printing of this Circular), neither SDHB nor its subsidiary companies are involved in any litigation, claims and/or arbitration either as plaintiff or defendant, and the Board does not have any knowledge of any proceedings pending or threatened against SDHB or its subsidiaries, or of any facts likely to give rise to any proceedings, which would have a material adverse effect on the business or financial position of SDHB and its subsidiaries.

IV. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection at the Registered Office of SDHB situated at No. 8-5 Level 5, Pusat Dagangan UMNO Shah Alam, Lot 8, Persiaran Damai, Seksyen 11, 40100 Shah Alam, Selangor Darul Ehsan during normal office hours from Mondays to Fridays (except public holidays) from the date of this Circular up to the date of the 1st AGM: -

- (i) Memorandum and Articles of Association of SDHB;
- (ii) Audited consolidated financial statements of SDHB for financial years ended 31 December 2016 only as SDHB was incorporated on 2 December 2015.

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PROPOSED AMENDMENTS TO THE COMPANY’S CONSTITUTION

THAT the Constitution of the Company be amended as follows:

- i. Wherever appearing in the Constitution the term “these Articles” shall be amended to “this Constitution”;
- ii. Wherever appearing in the Constitution the word “Article” or “Articles” shall be amended to “Clause” or “Clauses”;
- iii. The clauses in the Constitution be re-numbered accordingly following amendments and deletions in various provisions therein;
- iv. That the following clauses and articles in the Constitution be amended as follows:

Clause No.	Current Clause	Proposed Amendments
4.	The powers of a company as contained in the Third Schedule in the Companies Act, 1965 (“the Act”) shall apply to the Company.	(Deleted)
6.	The capital of the Company is RM400,000.00 Malaysian Currency divided into 800,000 ordinary shares of RM0.50 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.	(Deleted)
Art. No.	Current Article	Proposed Amendment
1.	Table “A” excluded The Regulations contained in Table “A” set out in the Fourth Schedule to the Companies Act, 1965 shall not apply to the Company, except in so far as the same are repeated or contained in these Articles.	Third Schedule excluded The Regulations set out in the Third - Schedule to the Companies Act, 2016 shall not apply to the Company, except in so far as the same are repeated or contained in this Constitution .
2.	“Articles” - These Articles of Association as originally framed or altered from time to time by special resolution.	(Deleted)
	<i>New</i>	“Constitution” - This Constitution as originally framed or altered from time to time by special resolution.
	Any matter required or expressed to be obtained or carried out in writing shall, unless the contrary intention appears, be in printing and lithography and any other mode or modes of representing or reproducing words in a visible form.	Any matter required or expressed to be obtained or carried out in writing shall, unless the contrary intention appears, be in printing and lithography and any other mode or modes of representing or reproducing words, symbols or other information which may be displayed in a

Company No.

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		visible form, whether in a physical document or in an electronic format.
3(1).	<p>Issue of Shares</p> <p>Without prejudice to any special rights previously conferred on the holders of any existing Shares or class of Shares and subject always to the provisions of the Act and to these Articles, and to the provisions of any resolution of the Company, the shares of the Company shall be under the control of the Directors who may allot and issue or otherwise dispose of the same to such persons, and on such terms and conditions with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting or return of share capital, and either at par or at a premium or otherwise and at such time or times as the Directors may think fit, but the Directors in making any issue of Shares shall comply with the following conditions:</p> <p>(a) <i>No Change</i></p> <p>(b) no Shares shall be issued at a discount, except in compliance with the provisions of Section 59 of the Act;</p> <p>(c) <i>No Change</i></p> <p>(d) in the case of shares offered to the public for subscription the amount payable on application on each share shall not be less than 5% of the nominal amount of the shares;</p> <p>(e) <i>No Change</i></p> <p>(f) subject to any direction to the contrary that may be given by the Company in general meeting, and Article 3(1)(g) below.....</p> <p>(g) notwithstanding Article 3(1)(f) above,</p>	<p>Issue of Shares</p> <p>Without prejudice to any special rights previously conferred on the holders of any existing Shares or class of Shares and subject always to the provisions of the Act and to this Constitution these Articles, and to the provisions of any resolution of the Company, the shares of the Company shall be under the control of the Directors who may allot and issue or otherwise dispose of the same to such persons, and on such terms and conditions with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting or return of share capital, monetary denominations and at such time or times as the Directors may think fit, but the Directors in making any issue of Shares shall comply with the following conditions:</p> <p>(a) <i>No change</i></p> <p>(b) (Deleted)</p> <p>(e)(b) <i>No change</i></p> <p>(d)(c) in the case of shares offered to the public for subscription the amount payable on application on each share shall not be less than 5% of the issue price of the shares;</p> <p>(e)(d) <i>No change</i></p> <p>(f)(e) subject to any direction to the contrary that may be given by the Company in general meeting, and Article Clause 7(1)(f) below</p> <p>(g)(f) notwithstanding ArticleClause 7(1)(e) above,</p>

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5(1).	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, liable to be redeemed out of profits on such terms and in such manner as may be provided for by these Articles and the Directors may, redeem such shares on such terms and in such manner and either at par or at a premium as they may think fit. If the Company at any time issues preference shares, it shall indicate at the same time whether it reserves the right to issue further preference capital ranking equally with or in priority to preference shares already issued.	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, liable to be redeemed out of profits on such terms and in such manner as may be provided for by this Constitution and the Directors may, redeem such shares on such terms and in such manner and at such price as they may think fit. If the Company at any time issues preference shares, it shall indicate at the same time whether it reserves the right to issue further preference capital ranking equally with or in priority to preference shares already issued.
7.	Modification of class rights 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 three-fourths of the issued Shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting, the provisions of these Articles relating to general meetings shall <i>mutatis mutandis</i> apply, but so that the necessary quorum shall be at least two persons holding or representing by proxy one-third of the issued shares of the class provided if any such separate general meeting shall be adjourned by reason of there being no quorum present, and at the adjourned meeting, a quorum shall not be present within half an hour from the time appointed for such adjourned meeting, those holders of the shares of the class in question who are present in person or by proxy shall be a quorum. 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 152 of the Act shall, with such adaptations as are necessary, apply.	Modification of class rights 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 seventy five per centum of the total voting rights of the shareholders of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting, the provisions of this Constitution relating to general meetings shall <i>mutatis mutandis</i> apply, but so that the necessary quorum shall be at least two persons holding or representing by proxy one-third of the issued shares of the class provided if any such separate general meeting shall be adjourned by reason of there being no quorum present, and at the adjourned meeting, a quorum shall not be present within half an hour from the time appointed for such adjourned meeting, those holders of the shares of the class in question who are present in person or by proxy shall be a quorum. 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, with such adaptations as are necessary, apply.

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9.	<p>The Company may exercise the powers of paying commissions conferred by the provisions of the Act to any persons in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure, whether absolutely or conditionally, for any shares of the Company, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act, and the rate of the commission shall not exceed the rate of 10% of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 10% of such price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid Shares or partly in one way and partly in the other. The Company may also on any issue of Shares pay such brokerage as may be lawful.</p>	<p>The Company may exercise the powers of paying commissions conferred by the provisions of the Act to any persons in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure, whether absolutely or conditionally, for any shares of the Company, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act, and the rate of the commission shall not exceed the rate of 10% of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 10% of such price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid Shares or partly in one way and partly in the other. The Company may also on any issue of Shares pay such brokerage as may be lawful.</p>
17(1).	<p>Calls when payable</p> <p>The Directors may, subject to the provisions of these Articles, from time to time make such calls upon the Members in respect of all moneys unpaid on their shares (whether on account of the nominal value of the Shares or by way of premium) as they think fit, and not by the conditions of allotment thereof made payable at fixed times, and each Member shall be liable to pay the amount of every call so made upon him to the Company and at the time and place appointed by the Directors; Provided that no call shall be payable at less than one month from the date fixed for the payment of the last preceding call and provided that a least 14 days notice is given to the Members of each call. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed and may be required to be paid by installments. A call may be revoked or postponed as the Directors may determine.</p>	<p>Calls when payable</p> <p>The Directors may, subject to the provisions of this Constitution, from time to time make such calls upon the Members in respect of all moneys unpaid on their shares (whether on account of the nominal value of the Shares or by way of premium) as they think fit, and not by the conditions of allotment thereof made payable at fixed times, and each Member shall be liable to pay the amount of every call so made upon him to the Company and at the time and place appointed by the Directors; Provided that no call shall be payable at less than one month from the date fixed for the payment of the last preceding call and provided that a least 14 days notice is given to the Members of each call. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed and may be required to be paid by installments. A call may be revoked or postponed as the Directors may determine.</p>

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19.	Non-payment of calls Any sum (whether on account of the nominal value of the Shares or by way of premium) which by the terms of allotment of a share is made payable upon allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium and any installment of a call, shall, for all purposes of these Articles be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment the provisions of these Articles as to payment of interest and expenses forfeiture and the like, and all other relevant provisions of the Act or of these Articles shall apply as if such sum were a call duly made and notified as hereby provided.	Non-payment of calls Any sum (whether on account of the nominal value of the Shares or by way of premium) which by the terms of allotment of a share is made payable upon allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium and any installment of a call, shall, for all purposes of this Constitution be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment the provisions of this Constitution as to payment of interest and expenses forfeiture and the like, and all other relevant provisions of the Act or of this Constitution shall apply as if such sum were a call duly made and notified as hereby provided.
38(2).	Company may require information from any other person having an interest in the voting shares Where the Company is informed in pursuance of a notice given to any person under Article 38(1) or under this Article 38(2) 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:	Company may require information from any other person having an interest in the voting shares Where the Company is informed in pursuance of a notice given to any person under Clause 42(1) or under this Clause 42(2) 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:
41.	Transfer of securities Subject to these Articles, there shall be no restriction on the transfer of fully-paid-up shares except where required by law. The transfer of any listed security or class of listed security of the Company shall be by way of book entry by the Depository in accordance with the Rules and, notwithstanding Sections 103 and 104 of the Act, respectively, but subject to subsection 107C(2) of the Act and any exemption that may be made from compliance with subsection 107C(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the listed securities.	Transfer of securities Subject to this Constitution , there shall be no restriction on the transfer of fully-paid-up shares except where required by law. The transfer of any listed security or class of listed security 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, respectively, but subject to subsection 148(2) of the Act and any exemption that may be made from compliance with subsection 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the listed securities.

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52.	Conversion of Shares into stock and reconversion The Company may by ordinary resolution at a general meeting convert all or any of its paid-up Shares into stock and may from time to time, in like manner, reconvert any such stock into paid-up Shares of any denomination.	Conversion of Shares into stock and reconversion The Company may by ordinary resolution at a general meeting convert all or any of its paid-up Shares into stock and may from time to time, in like manner, reconvert any such stock into paid-up Shares of any number .
56.	Power to increase capital The Company may from time to time, whether all the Shares for the time being authorised shall have been issued or all the Shares for the time being issued shall have been fully paid up or not, by ordinary resolution passed at a General Meeting of the Company increase its share capital by the creation and issue of new Shares, such new capital to be of such amount and to be divided into shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company by the resolution authorising such increase directs.	Power to increase capital The Company may from time to time, whether all the Shares for the time being authorised shall have been issued or all the Shares for the time being issued shall have been fully paid up or not, by ordinary resolution passed at a General Meeting of the Company 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.
59.	Alteration of capital The Company may, from time to time, by Ordinary Resolution: (a) consolidate and divide any or all of its share capital into shares of larger amount than its existing Shares; or (b)	Alteration of capital The Company may, from time to time, by Special Resolution: (a) consolidate and divide any or all of its share capital into shares of larger or smaller amount than its existing Shares; or (b) No change
59(c).	Power to sub-divide Shares subdivide its capital or any part thereof into shares of smaller amount than is fixed by its Memorandum of Association subject, nevertheless, to the provisions of Section 62(1)(d) of the Act, so that in the sub-division the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case	(Deleted)

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	<p>of the share from which the reduced share is derived. Any resolution whereby any share sub divided may determine that as between the resulting shares, one 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.</p>	
60.	<p>Power to reduce capital</p> <p>The Company may by Special Resolution reduce its share capital, any capital redemption reserve fund or any share premium account, in any manner and with and subject to any incident to authorised and consent required by law.</p>	<p>Power to reduce capital</p> <p>The Company may by Special Resolution in accordance with Section 115 of the Act reduce its share capital., any capital redemption reserve fund or any share premium account, in any manner and with and subject to any incident to authorised and consent required by law.</p>
61.	<p>Reduction in accordance with Act, etc.</p> <p>Anything done in pursuance of Article 59 and Article 60 shall be done in a manner provided and subject to any conditions imposed by the Act so far as they shall be applicable, and, so far as they shall not be applicable, in accordance with the terms of the resolutions authorizing the same, and, so far as such resolution shall not be applicable, in such manner as the Directors deem most expedient.</p>	<p>Reduction in accordance with Act, etc.</p> <p>Anything done in pursuance of Clause 63 and Clause 64 shall be done in a manner provided and subject to any conditions imposed by the Act so far as they shall be applicable, and, so far as they shall not be applicable, in accordance with the terms of the resolutions authorizing the same, and, so far as such resolution shall not be applicable, in such manner as the Directors deem most expedient.</p>
62.	<p>Annual General Meeting</p> <p>The Directors shall convene an Annual General Meeting to be held once at least in every calendar year at interval of not more than 15 months after the holding of the last preceding Annual General Meeting, and at such place as may be determined by the Directors in accordance with the Act and that the Directors shall comply with the Article 159 herein.</p>	<p>Annual General Meeting</p> <p>The Directors shall convene an Annual General Meeting to be held once at least in every calendar year at interval of not more than 15 months after the holding of the last preceding Annual General Meeting, and at such place as may be determined by the Directors in accordance with the Act and that the Directors shall comply with the Clause 163 herein.</p>
64.	<p>Convening of Extraordinary General Meeting</p> <p>The Directors may, whenever they think fit by resolution, convene an Extraordinary</p>	<p>Convening of Extraordinary General Meeting</p> <p>The Directors may, whenever they think fit by resolution, convene an Extraordinary General</p>

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	<p>General Meeting, and they shall, on the requisition of the holders of as is referred to in Section 144 of the Act or if the Company defaults in convening a meeting in compliance with a requisition received pursuant to Section 144 of the Act, a meeting may be convened by the requisitionists themselves in the manner as provided in Section 144 of the Act.</p>	<p>Meeting, and they shall, on the requisition of the holders of as is referred to in Section 311 of the Act or if the Company defaults 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 as provided in Section 313 of the Act.</p>
67.	<p>When meeting by shorter notice deemed to be duly called</p> <p>The meeting shall, notwithstanding that it is called by notice shorter than is required by Article 66 whether in respect of a Special Resolution or otherwise be deemed to be duly called if it is so agreed:-</p> <p>(a) in the case of the Annual General Meeting by all the Members entitled to attend and vote thereat;</p> <p>(b) in the case of any other meeting, by a majority in number of the Members, having a right to attend and vote thereat being a majority which together holds not less than 95% in nominal value of the shares giving a right to attend and vote.</p>	<p>When meeting by shorter notice deemed to be duly called</p> <p>The meeting shall, notwithstanding that it is called by notice shorter than is required by Clause 70 whether in respect of a Special Resolution or otherwise be deemed to be duly called if it is so agreed:-</p> <p>(a) in the case of the Annual General Meeting by all the Members entitled to attend and vote thereat;</p> <p>(b) in the case of any other meeting, by a majority in number of the Members, having a right to attend and vote thereat being a majority which together holds not less than 95% in total voting rights of the shares giving a right to attend and vote.</p>
68(1).	<p>Contents of notice</p> <p>The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and every notice calling a general meeting shall specify the place and the day and hour of the meeting and there shall appear with reasonable prominence in every such notice a statement that a Member entitled to attend and vote is entitled to appoint not more than one proxy to attend and vote instead of him and that a proxy need not be a member of the Company and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.</p>	<p>Contents of notice</p> <p>The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and every notice calling a general meeting shall specify the place and the day and hour of the meeting and there shall appear with reasonable prominence in every such notice a statement that a Member entitled to attend and vote is entitled to appoint not more than two (2) proxies to attend and vote instead of him and that a proxy need not be a member of the Company and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.</p>

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73.	<p>Routine business</p> <p>All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all business that is transacted at an Annual General Meeting with the exception of declaring a dividend, the consideration of the audited financial statements and audited group financial statements (if any) and the reports of the Directors and of the Auditors, the election of Directors in the place of those retiring and fixing of Directors' remuneration, and the appointment of and fixing of the remuneration of the Auditors. No business shall be transacted at an Extraordinary General Meeting except business of which notice has been given in the notice convening the meeting and no business shall be transacted at an Annual General Meeting, other than business of which notice has been given as aforesaid, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the report of the Directors and Auditors, the election of Directors, and the appointment and fixing of the remuneration of the Directors and Auditors.</p>	<p>Routine business</p> <p>All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all business that is transacted at an Annual General Meeting with the exception of declaring a dividend tabled by the Board for shareholders consideration, the consideration of the audited financial statements and audited group financial statements (if any) and the reports of the Directors and of the Auditors, the election of Directors in the place of those retiring and fixing of Directors' remuneration, and the appointment of and fixing of the remuneration of the Auditors. No business shall be transacted at an Extraordinary General Meeting except business of which notice has been given in the notice convening the meeting and no business shall be transacted at an Annual General Meeting, other than business aforesaid of which notice has been given as aforesaid, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the report of the Directors and Auditors, the election of Directors, and the appointment and fixing of the remuneration of the Directors and Auditors.</p>
74.	<p>Persons entitled to notice</p> <p>(1) Notice of every general meeting shall be given in any manner authorized by this Constitution to:-</p> <p>(a)</p> <p>(b); and</p> <p>(c)</p>	<p>Persons entitled to notice</p> <p>(1) Notice of every general meeting shall be given in any manner authorized by this Constitution, the Act and/or the Listing Requirements to:-</p> <p>(a)</p> <p>(b)</p> <p>(c); and</p> <p>(d) every Director of the Company.</p>
76.	<p>Meeting adjourned or dissolved for lack of quorum</p> <p>If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting if convened on the requisition of Members shall be dissolved. In any other case it shall stand adjourned to the same day in the next</p>	<p>Meeting adjourned or dissolved for lack of quorum</p> <p>If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting if convened on the requisition of Members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week (and if that day is a public</p>

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	<p>week (and if that day is a public holiday, to the next working day following the public holiday), at the same time and place or to such other day and other such time and place as the Directors may determine, and if at such adjourned meeting the holding of which is required to comply with any statutory provisions of the Act, or modification thereof, a quorum is not present within 15 minutes from the time appointed for holding the meeting, any Members present in person or by proxy or by attorney or by its duly authorised representative shall form a quorum.</p>	<p>holiday, to the next working day following the public holiday), at the same time and place or to such other day and other such time and place as the Directors may determine, and if at such adjourned meeting the holding of which is required to comply with any statutory provisions of the Act, or modification thereof, a quorum is not present within 15 minutes from the time appointed for holding the meeting, any Members present in person or by proxy or by attorney or by its duly authorised representative shall form a quorum. For the purpose of consisting a quorum one or more representatives appointed by a corporation shall be counted as one member, or one or more proxies appointed by a person shall be counted as one member.</p>
79.	<p>Reaching a resolution</p> <p>At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands of persons present and entitled to vote, unless, before or on the declaration of the result of the show of hands, a poll is demanded in writing by either-</p> <p>(a) by the Chairman of the meeting;</p> <p>(b) by at least five Members entitled to vote at such meeting present in person or by proxy; or</p> <p>(c) by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting; or</p> <p>(d) by any Member or Members entitled to vote at such meeting holding shares in the Company conferring a right to vote at the meeting, being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares of conferring that right,</p>	<p>Reaching a resolution</p> <p>At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands of persons present and entitled to vote, unless:-</p> <p>(A) voting by poll is required by the Listing Requirements or other applicable laws, rules and regulations; or</p> <p>(B) before or on the declaration of the result of the show of hands, a poll is demanded in writing by either:-</p> <p>(a) by the Chairman of the meeting;</p> <p>(b) by at least three (3) Members entitled to vote at such meeting present in person or by proxy; or</p> <p>(c) <i>No change</i></p> <p>(d) <i>No change</i></p>

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80.	Poll to be taken as Chairman shall direct If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.	Poll to be taken as Chairman shall direct If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may appoint scrutineers for the purposes of a poll and may either: (1) adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll and for this purpose, the Chairman may delegate any other Director or the Secretary to be the chairman of such adjourned meeting at which the result of the poll will be declared; or (2) determine that the results of the poll, if certified by the scrutineer, any Director or the Secretary of the Company, shall be published on the Company's website without the requirement for the results being declared at any meeting or adjourned meeting.
83.	Business to be continued if poll demanded The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business, other than the question on which a poll has been demanded. The Chairman of the meeting may (and if so directed by the meeting shall) appoint scrutineers and may, in addition to the powers of adjourning meeting contained in Article 78, adjourn the meeting to a place and time fixed for the purpose of declaring the result of the poll.	Business to be continued if poll demanded The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business, other than the question on which a poll has been demanded. The Chairman of the meeting may (and if so directed by the meeting shall) appoint scrutineers and may, in addition to the powers of adjourning meeting contained in Clause 82 , adjourn the meeting to a place and time fixed for the purpose of declaring the result of the poll.
85(3).	Votes for Members There shall be no restriction as to the qualification of the proxy. A proxy need not be a Member and the provisions of Section	Votes for Members There shall be no restriction as to the qualification of the proxy. A proxy need not be a Member and the provisions of Section 149(1)(b)

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	<p>149(1)(b) of the Act shall not apply to the Company. A Member shall not be precluded from attending and voting in person at any general meeting after lodging the form of proxy. However, such attendance shall automatically revoke the proxy's authority.</p>	<p>of the Act shall not apply to the Company. A Member shall not be precluded from attending and voting in person at any general meeting after lodging the form of proxy. However, such attendance shall automatically revoke the proxy's authority.</p>
90(1).	<p>Appointment of multiple proxies</p> <p>A Member shall not be entitled to appoint more than one proxy to attend and vote at the same meeting. Where a Member of the Company is an Authorised Nominee as defined under the Central Depositories Act, it may appoint one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. And that a proxy need not be a member of the Company and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.</p>	<p>Appointment of multiple proxies</p> <p>A Member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. Where a Member of the Company is an Authorised Nominee as defined under the Central Depositories Act, it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. And that a proxy need not be a member of the Company. and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.</p>
100.	<p>Directors' remuneration</p> <p>The remuneration of the Directors for a calendar year, and every subsequent calendar year thereafter shall be such amount as may be determined by a fixed sum, and not by a commission on or percentage of profits or turnover, by an ordinary resolution of the Company in general meeting, and shall unless any resolution otherwise provides, be divisible among the Directors in such proportions and manner as the Directors may agree, or failing such agreement, be divisible equally except that any Director holding office for part of a year in respect of which such fees are payable, shall be entitled to a proportionate part of such fees related to the period during which he has held office. Unless such amount so determined as aforesaid is subsequently varied by an ordinary resolution, such amount shall be applicable for all calendar years subsequent to the passing of the ordinary resolution approving the determination of that amount. Where already determined, such fees shall not be increased except by an ordinary resolution of</p>	<p>Directors' remuneration</p> <p>The remuneration of the Directors (comprising fees and other benefits) for a calendar year, and every subsequent calendar year thereafter shall be such amount as may be determined by a fixed sum, and not by a commission on or percentage of profits or turnover, by an ordinary resolution of the Company in general meeting, and shall unless any resolution otherwise provides, be divisible among the Directors in such proportions and manner as the Directors may agree, or failing such agreement, be divisible equally except that any Director holding office for part of a year in respect of which such fees are payable, shall be entitled to a proportionate part of such fees related to the period during which he has held office. Unless such amount so determined as aforesaid is subsequently varied by an ordinary resolution, such amount shall be applicable for all calendar years subsequent to the passing of the ordinary resolution approving the determination of that amount. Where already determined, such remuneration shall not be increased except by an ordinary resolution of the Company in general meeting, where notice of the proposed increase</p>

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	the Company in general meeting, where notice of the proposed increase has been given in the notice convening the meeting.	has been given in the notice convening the meeting.
102.	<p>Disqualification of a Director</p> <p>The office of a Director shall be vacant if the Director:-</p> <p>(a) ceases to be a Director upon his attainment of the age of 70 years (but subject to Section 129(6) of the Act wherein he shall be eligible for reappointment) or by virtue of the Act;</p> <p>(b) has a receiving order in bankruptcy made against him or becomes bankrupt or makes any arrangement or composition with his creditors generally or by reason of an order made under Section 130 or Section 304 of the Act;</p> <p>(c) becomes of unsound mind or lunatic in Malaysia or elsewhere or an order is made by any court or other competent authority claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a committee or other person (by whatever name called) to exercise powers with respect to his property and/or affairs;</p> <p>(d) ceases to be a Director by virtue of any provisions of the Act or becomes prohibited by law from being a Director or under any securities laws as defined in the Listing Requirements or is convicted by a court of law whether in Malaysia or elsewhere;</p> <p>(e) resigns his office by notice in writing given to the Company and deposited at the Office;</p> <p>(f) is convicted of any offence (whether in Malaysia or elsewhere) involving fraud or dishonesty or of an offence (whether in Malaysia or elsewhere) punishable on</p>	<p>Disqualification of a Director</p> <p>The office of a Director shall be vacant if the Director:-</p> <p>(a) ceases to be a Director upon his attainment of the age of 70 years (but subject to Section 129(6) of the Act wherein he shall be eligible for reappointment) or by virtue of the Act;</p> <p>(b)(a) has a receiving order in bankruptcy made against him or becomes bankrupt or makes any arrangement or composition with his creditors generally or by reason of an order made under Section 198 or 199 of the Act;</p> <p>(c)(b) becomes of unsound mind or lunatic in Malaysia or elsewhere or an order is made by any court or other competent authority claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a committee or other person (by whatever name called) under the Mental Health Act 2001 to exercise powers with respect to his property and/or affairs;</p> <p>(d)(c) <i>No change.</i></p> <p>(e)(d) <i>No change.</i></p> <p>(f)(e) is convicted of any offence (whether in Malaysia or elsewhere) involving bribery, fraud or dishonesty or of an offence (whether in Malaysia or elsewhere) punishable on conviction with imprisonment;</p> <p>(g)(f) is removed from office pursuant to the Act;an ordinary resolution of the Company passed in the general meeting; and</p>

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	<p>conviction with imprisonment;</p> <p>(g) is removed from office pursuant to an ordinary resolution of the Company passed in the general meeting; and</p> <p>(h) is absent from more 50% of the total Board's meetings held during a financial year, save and except in a case where the Stock Exchange has granted a waiver to the Director from compliance with the Listing Requirements.</p>	<p>(h)(g) <i>No change.</i></p>
120.	<p>Proceedings at committee meetings</p> <p>Subject to any rules and regulations made pursuant to Article 118, a Committee may meet and adjourn as it thinks proper and questions arising at any meeting shall be determined by a majority of votes of the members present, (if more than one) and in the case of an equality of votes the Chairman shall have a second or casting vote.</p>	<p>Proceedings at committee meetings</p> <p>Subject to any rules and regulations made pursuant to Clause 122, a Committee may meet and adjourn as it thinks proper and questions arising at any meeting shall be determined by a majority of votes of the members present, (if more than one) and in the case of an equality of votes the Chairman shall have a second or casting vote.</p>
126.	<p>Borrowing powers of Directors</p> <p>Subject to Article 128, the Directors may from time to time at their discretion raise or borrow for the purpose of the Company such sums of money as they think proper and may also raise or secure the payment of such money in such manner and upon such terms and conditions in all respects as they think fit, and in particular by the issue of debentures or debenture stock of the Company, or other securities (whether at par or at a discount or premium or otherwise), charged upon all or any part of the property of the Company (both present and future) including uncalled capital, or by means of charges, mortgages, bonds and dispositions in security or bonds or cash deposit, with or without power of sale, and upon such other terms and conditions as the Directors shall think fit. The Directors may exercise all the powers of the Company to guarantee and give guarantees or indemnities for payment of money, the performance of contracts or</p>	<p>Borrowing powers of Directors</p> <p>Subject to Clause 132, the Directors may from time to time at their discretion raise or borrow for the purpose of the Company such sums of money as they think proper and may also raise or secure the payment of such money in such manner and upon such terms and conditions in all respects as they think fit, and in particular by the issue of debentures or debenture stock of the Company, or other securities (whether at par or at a discount or premium or otherwise), charged upon all or any part of the property of the Company (both present and future) including uncalled capital, or by means of charges, mortgages, bonds and dispositions in security or bonds or cash deposit, with or without power of sale, and upon such other terms and conditions as the Directors shall think fit. The Directors may exercise all the powers of the Company to guarantee and give guarantees or indemnities for payment of money, the performance of contracts or obligations or for the benefit or interest of the Company or its subsidiaries.</p>

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	obligations or for the benefit or interest of the Company or its subsidiaries.	
132.	<p>Calling of meetings</p> <p>(1) A Director may at any time summon a meeting of the Directors, and the Secretary, upon the request of the Chairman or any one Director, shall convene a meeting of the Directors. Unless otherwise determined by the Directors, a seven days' notice of all Directors' meetings shall be given to all Directors and their alternate Directors, except in the case of an emergency, where reasonable notice of the meeting shall be sufficient or unless requirement is waived by them.</p> <p>(2) The notice of directors' meeting shall be given in the manner provided by Article 132(3) to all Directors of the Company and their alternates, provided that a Directors' meeting shall, notwithstanding that it has been called by a shorter notice than seven days, be deemed to have been duly called if all the Directors present thereat and constituting a quorum so agree. The notice of directors' meeting served in the manner referred to in Article 132(3) shall apply <i>mutatis mutandis</i> to the service of notice of Directors' meeting on Directors as it applies to the service of notice on the Members of the Company.</p> <p>(3) Unless otherwise determined by the Directors from time to time, notice of all Directors' meetings shall be given to all Directors and their alternates at their registered addresses by post, facsimile or electronic mail.</p>	<p>Calling of meetings</p> <p>(1) No change.</p> <p>(2) The notice of directors' meeting shall be given in the manner provided by this Clause to all Directors of the Company and their alternates, provided that a Directors' meeting shall, notwithstanding that it has been called by a shorter notice than seven days, be deemed to have been duly called if all the Directors present thereat and constituting a quorum so agree. The notice of directors' meeting served in the manner referred to in the sub-Clause hereunder shall apply <i>mutatis mutandis</i> to the service of notice of Directors' meeting on Directors as it applies to the service of notice on the Members of the Company.</p> <p>(3) Unless otherwise determined by the Directors from time to time, notice of all Directors' meetings shall be given to all Directors and their alternates at their registered addresses or service address provided them for this purpose by post, facsimile or electronic mail.</p>
133(2).	<p>Quorum</p> <p>Where only two Directors are present, or only two Directors are present who are not disqualified pursuant to Article 102 or who are competent to vote, the chairman shall not</p>	<p>Quorum</p> <p>Where only two Directors are present, or only two Directors are present who are not disqualified pursuant to Clause 106 or who are competent to vote, the chairman shall not have a second or</p>

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	<p>have a second or casting vote. In the event that no quorum is present after one half of an hour of the time appointed for the said meeting, the meeting shall be adjourned to the same day and time the following week and at the same place where for the purpose of the adjourned meeting, any two Directors shall form a quorum.</p>	<p>casting vote. In the event that no quorum is present after one half of an hour of the time appointed for the said meeting, the meeting shall be adjourned to the same day and time the following week and at the same place where for the purpose of the adjourned meeting, any two Directors shall form a quorum.</p>
136.	<p>Circular Resolutions</p> <p>(1) A resolution passed by the Directors in writing signed or approved by letter, telex, facsimile, telegram signed by a majority of the Directors or their alternates for the time being in Malaysia shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted; provided that where a Director is not so present but has an alternate who is so present, then such resolutions shall be signed by such alternate. All such resolutions shall be described as "Directors' Circular Resolutions" and may consist of several documents in the like form each signed by one or more of the Directors and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's minutes book following the receipt thereof by him.</p> <p>(2) A resolution passed by the Committee of the Directors in writing signed or approved by letter, telex, facsimile, telegram by all of the Committee members or their alternates for the time being in Malaysia shall be as valid and effectual as if it had been passed at a meeting of the Committee of Directors duly called and constituted; provided that where a Committee member is not so present but has an alternate who is so present, then such resolutions shall be signed by such alternate. All such resolutions shall be described as "Committee of Directors' Circular Resolutions" and may consist of several documents in the like form each signed</p>	<p>Circular Resolutions</p> <p>(1) A resolution passed by the Directors in writing signed or approved by letter, telex, facsimile, telegram or other electrical means or digital written message purporting to include a signature of a Director signed by a majority of the Directors or their alternates for the time being in Malaysia shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted; provided that where a Director is not so present but has an alternate who is so present, then such resolutions shall be signed by such alternate. All such resolutions shall be described as "Directors' Resolution in Writing" and may consist of several documents in the like form each signed by one or more of the Directors and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's minutes book following the receipt thereof by him.</p> <p>(2) A resolution passed by the Committee of the Directors in writing signed or approved by letter, telex, facsimile, or telegram or other electrical means or digital written message purporting to include a signature of a Director by all of the Committee members or their alternates for the time being in Malaysia shall be as valid and effectual as if it had been passed at a meeting of the Committee of Directors duly called and constituted; provided that where a Committee member is not so present but has an alternate who is so present, then such resolutions shall be signed by such alternate. All such resolutions shall be</p>

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	<p>by one or more of the Committee members and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's minutes book following the receipt thereof by him.</p>	<p>described as "Committee of Directors' Resolution in Writing" and may consist of several documents in the like form each signed by one or more of the Committee members and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's minutes book following the receipt thereof by him.</p>
137.	<p>Authority to one Director to vote for absent Director</p> <p>A Director who has not appointed an alternate Director may authorise any other Director to vote for him at any meeting or meetings at which he is not present and in that event the Director so authorised shall have a vote for each Director he is so authorized in addition to his own vote. Every such consent and authority shall be in writing or by cable, telegram or facsimile which shall be produced at the meeting or meetings at which the same is to be used and be left with the Secretary for filing.</p>	<p>Authority to one Director to vote for absent Director</p> <p>A Director who has not appointed an alternate Director may authorise any other Director to vote for him at any meeting or meetings at which he is not present and in that event the Director so authorised shall have a vote for each Director he is so authorized in addition to his own vote. Every such consent and authority shall be in writing or by cable, telegram or facsimile or electronic means which shall be produced at the meeting or meetings at which the same is to be used and be left with the Secretary for filing.</p>
144.	<p>Save as provided in Article 146, a Director shall not vote in respect of any contract or arrangement or any other proposal whatever in which he has directly or indirectly a personal material interest otherwise than by virtue of his interests in shares or debentures or other securities or otherwise in or through the Company. A Director shall not be counted in the quorum of a meeting in relation to any resolution on which he is debarred from voting.</p>	<p>Save as provided in Clause 150, a Director shall not vote in respect of any contract or arrangement or any other proposal whatever in which he has directly or indirectly a personal material interest otherwise than by virtue of his interests in shares or debentures or other securities or otherwise in or through the Company. A Director shall not be counted in the quorum of a meeting in relation to any resolution on which he is debarred from voting.</p>
146.	<p>Voting in respect of directors' appointment or employment with the Company</p> <p>Where proposals are under consideration concerning the appointment (including fixing or varying the terms of appointment) of two or more Directors to offices or employments with the Company or any other company in which the Company is interested, such proposals may be divided and considered in relation to each Director separately and such</p>	<p>Voting in respect of directors' appointment or employment with the Company</p> <p>Where proposals are under consideration concerning the appointment (including fixing or varying the terms of appointment) of two or more Directors to offices or employments with the Company or any other company in which the Company is interested, such proposals may be divided and considered in relation to each Director separately and such case, each of the</p>

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	case, each of the Directors concerned if not debarred from voting under Article 145(iv) shall be entitled to vote (and the counted in the quorum) in respect of each resolution except that concerning his own appointment.	Directors concerned if not debarred from voting under Clause 149(iv) shall be entitled to vote (and the counted in the quorum) in respect of each resolution except that concerning his own appointment.
148.	Suspension, relaxation or ratification of any transaction not duly authorized The Company may by Ordinary Resolution suspend or relax the provisions of Articles 144 and Article 145 to any extent or ratify any transaction not duly authorized by reason of a contravention of any of those Articles.	Suspension, relaxation or ratification of any transaction not duly authorized The Company may by Ordinary Resolution suspend or relax the provisions of Clause 148 and Clause 149 to any extent or ratify any transaction not duly authorized by reason of a contravention of any of those Clauses .
150.	Appointment of Secretary The Secretary or Joint-Secretaries to the Company in accordance with the Act shall be appointed by the Directors for such term, at such remuneration and upon such conditions, as they may think fit, and any Secretary or Joint-Secretaries so appointed may be removed by them but without prejudice to any claims for damages for any breach of contract of service against the Company. An assistant or deputy Secretary or Joint-Secretaries may be appointed by the Directors by resolution.	Appointment/Resignation of Secretary (1) The Secretary or Joint-Secretaries to the Company in accordance with the Act shall be appointed by the Directors for such term, at such remuneration and upon such conditions, as they may think fit, and any Secretary or Joint-Secretaries so appointed may be removed by them but without prejudice to any claims for damages for any breach of contract of service against the Company. An assistant or deputy Secretary or Joint-Secretaries may be appointed by the Directors by resolution. (2) The office of the Secretary shall be vacated if the Secretary resigns by giving a thirty-day notice in writing to the Company, left at the Office and copies lodged with the Directors for the time being at their last known address or service address.
156.	Minutes of general meeting The books containing the minutes of proceedings of any general meeting shall be kept by the Company at the Office or the principal place of business in Malaysia of the Company and shall be open to the inspection of any Member without charge.	Minutes of general meeting The books containing the minutes of proceedings of any general meeting shall be kept by the Company at the Office or the principal place of business in Malaysia of the Company or such other place for which notice has been given to the Registrar of Companies and shall be open to the inspection of any Member without charge.

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157.	<p>Form of registers, etc.</p> <p>(1) Any register, index, minutes book, book of account or other book required by these Articles or the Act to be kept by or on behalf of the Company may be kept either by making entries in bound books or by recording them in any other manner. In any case in which bound books are not used, the Directors shall take adequate precautions for guarding against falsification and for facilitating its discovery, production or reproduction.</p> <p>(2) The Company shall also keep at the Office, registers (whether in a legible or non-legible form) which shall be open to the inspection of any Members without charge and to any other person, on payment for each inspection of a prescribed fee, all such matters required to be registered under the Act, and in particular:</p> <p>(a) a register of substantial shareholders and of information received in pursuance of the requirements under Sections 69L(1) and 69O(4) of the Act; and</p> <p>(b) a register of the particulars of each of the Directors' shareholdings and interests as required under Section 134 of the Act.</p>	<p>Form of registers, etc.</p> <p>(1) Any register, index, minutes book, book of account or other book required by this Constitution or the Act to be kept by or on behalf of the Company may be kept either by making entries in bound books or by recording them in any other manner, electronic or otherwise, that allows the documents and information to be easily accessible and reproduced into written form. In any case in which bound books are not used, the Directors shall take adequate precautions for guarding against falsification and for facilitating its discovery, production or reproduction.</p> <p>(2) The Company shall also keep at the Office or such other place for which notice has been given to the Registrar of Companies, registers (whether in a legible or non-legible form) which shall be open to the inspection of any Members without charge and to any other person, on payment for each inspection of a prescribed fee, all such matters required to be registered under the Act, and in particular:</p> <p>(a) a register of substantial shareholders and of information received in pursuance of the requirements under Section 144 of the Act; and</p> <p>(b) a register of the particulars of each of the Directors' shareholdings and interests as required under Section 59 of the Act.</p>
159.	<p>Presentation of accounts and copies of accounts</p> <p>The Directors shall from time to time in accordance with Section 169 of the Act and the Listing Requirements cause to be prepared and laid before the Company in general meeting such profit and loss account, balance sheets and Directors' report as are referred to in the said section and Listing Requirements. The annual report shall be issued to the Members and given to</p>	<p>Presentation of accounts and copies of accounts</p> <p>The Directors shall from time to time in accordance with Section 244(2) of the Act and the Listing Requirements cause to be prepared and laid before the Company in general meeting such profit and loss account, balance sheets and Directors' report as are referred to in the said section and Listing Requirements. The annual report shall be issued to the Members and given to the Stock Exchange within a period not</p>

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	<p>the Stock Exchange within a period not exceeding four months from the close of the financial year of the Company. A copy of the Directors' report, balance sheet (including every document required by law to be annexed thereto) and profit and loss accounts (or income and expenditure accounts) in printed or electronic format or any other format that may be developed in future for the playback of images shall not less than 21 days before the date of the meeting be sent to every Member of, and to every debenture-holder of the Company and to every other person who is entitled to receive notices from, the Company under the provisions of the Act, the Central Depositories Act, the Rules and of these presents. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware of or to more than one of joint holders but any Members 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.</p>	<p>exceeding four months from the close of the financial year of the Company. A copy of the Directors' and Auditors' reports and the financial statements, balance sheet (including every document required by law to be annexed thereto) and profit and loss accounts (or income and expenditure accounts) in printed or electronic format or any other format that may be developed in future for the playback of images shall not less than 21 days before the date of the meeting be sent to every Member of, and to every debenture-holder of the Company and to every other person who is entitled to receive notices from, the Company under the provisions of the Act, the Central Depositories Act, the Rules and of these presents. Provided that this Clause shall not require a copy of these documents to be sent to any person of whose address the Company is not aware of or to more than one of joint holders but any Members 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.</p>
161.	<p>Auditors</p> <p>The Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.</p>	<p>Auditors</p> <p>The Auditors shall be appointed for each financial year of the Company and their duties regulated in accordance with the provisions of the Act.</p>
169.	<p>Declaration of dividends</p> <p>The Company in a general meeting may declare dividends, but no such dividends shall be payable except out of profits of the Company and shall not exceed the amount recommended by the Directors, provided that the Directors may, if they think fit, from time to time, pay to the Members such interim dividends as appear to them to be justified by the profits of the Company. No higher dividend shall be paid than is recommended by the Directors and the declaration of the Directors as to the amount of the net profits shall be conclusive.</p>	<p>Declaration of dividends</p> <p>(1) The Company in a general meeting may, subject to Sections 131 to 133 of the Act by ordinary resolution, declare dividends, but no such dividends shall be payable except out of profits of the Company and shall not exceed the amount recommended by the Directors, provided that the Directors may, if they think fit, from time to time, pay to the Members such interim dividends as appear to them to be justified by the profits of the Company. No higher dividend shall be paid than is recommended by the Directors and the declaration of the Directors as to the amount of the net profits shall be conclusive.</p>

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173(1) & (2).	Power to capitalise profits (1) The Company in general meeting may at any time and from time to time pass a resolution that any sum not required for the payment or provision of any fixed preferential dividend, and (i) being any part of the undivided profits in the hands of the Company or (ii) for the time being standing to the credit of any reserve fund or reserve account of the Company, including premiums received on the issue of any shares or debentures of the Company, and/or accretion to capital accruing on sale or shown by a valuation or revaluation of any property or assets of the Company, be capitalised, and that such sum be appropriated as capital to and amongst the ordinary shareholders in the proportions in which they would have been entitled thereto if the same had been distributed by way of dividend on the ordinary shares and in such manner as the resolution may direct. (2) A share premium account and a capital redemption reserve may, for the purposes of this Article, be applied only in the paying up of unissued Shares to be issued to Members of the Company as fully paid bonus Shares.	Power to capitalise profits (1) The Company in general meeting may at any time and from time to time pass a resolution that any sum not required for the payment or provision of any fixed preferential dividend, and (i) being any part of the undivided profits in the hands of the Company or (ii) for the time being standing to the credit of any reserve fund or reserve account of the Company, including premiums received on the issue of any shares or debentures of the Company, and/or accretion to capital accruing on sale or shown by a valuation or revaluation of any property or assets of the Company, be capitalised, and that such sum be appropriated as capital to and amongst the ordinary shareholders in the proportions in which they would have been entitled thereto if the same had been distributed by way of dividend on the ordinary shares and in such manner as the resolution may direct. (2) (Deleted)
174(1).	Service of notices and when service effected (1) A notice or any other document under these Articles may be given by the Company to any Member either personally or by sending it by post to him in a prepaid letter addressed to him at his registered address in Malaysia as appearing in the Register of Members or the Record of Depositors or (if he has no registered address within Malaysia) to the address, if any, within Malaysia supplied by him to the Company for the giving of notices to him or Register of Directors, if any, supplied by him to the Company for giving of notices to him,	Service of notices and when service effected (1) A notice or any other document under this Constitution to be given to or by any person pursuant to this Constitution shall be in writing either in hardcopy, in electronic form or partly in hardcopy and partly in electronic form except that a notice calling a meeting of the Directors need not be in writing. (2) Notices may be given by the Company to any Member either personally or by sending it by post to him in a prepaid letter addressed to him at his registered address in Malaysia or service address as

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	<p>Only members described in the Register of Members or the Record of Depositors shall be entitled to receive any notice from the Company. Any notice or other documents if served or sent by post, shall be deemed to have been served or delivered by properly addressing, stamping prepaying, and posting a letter containing the notice and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.</p> <p>(2)</p> <p>(3)</p>	<p>appearing in the Register of Members or the Record of Depositors or (if he has no registered address within Malaysia) to the service address, if any, within Malaysia supplied by him to the Company for the giving of notices to him or Register of Directors, if any, supplied by him to the Company for giving of notices to him, only members described in the Register of Members or the Record of Depositors shall be entitled to receive any notice from the Company. Any notice or other documents if served or sent by post, shall be deemed to have been served or delivered by properly addressing, stamping prepaying, and posting a letter containing the notice and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post or sent by electronic mail and other methods of communicating writing in visible form to the electronic address supplied by such Member to the Company for the purpose or by publishing on a website in accordance with Section 320 of the Act.</p> <p>(2)(3)</p> <p>(3)(4)</p>
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