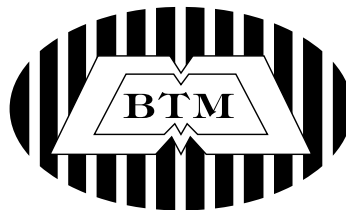


THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

The Bursa Malaysia Securities Berhad (“Bursa Securities”) takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

Bursa Securities has not perused the contents prior to the issuance of this Circular as it is an Exempt Circular pursuant to Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.



BTM RESOURCES BERHAD

(Company No : 303962-T)

(Incorporated In Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE

PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY

The resolution in respect of the above proposal will be tabled as Special Resolution at the Extraordinary General Meeting (“EGM”) of BTM RESOURCES BERHAD which will be held at Arcadia II, Level 3, Hotel Armada, Lot 6, Lorong Utara C, Section 52, 46200 Petaling Jaya, Selangor Darul Ehsan on Monday 30th December 2019 at 11.00 a.m. The Notice of EGM and the Form of Proxy are enclosed in this Circular.

The Form of Proxy must be lodged at the Registered Office at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, at least forty-eight (48) hours before the time appointment for holding the EGM. The lodging of the Proxy does not preclude you from attending and voting in person at the EGM should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy : Saturday, 28 December 2019 at 11.00 a.m.

Date and time of the EGM : Monday, 30 December 2019 at 11.00 a.m

DEFINITIONS

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

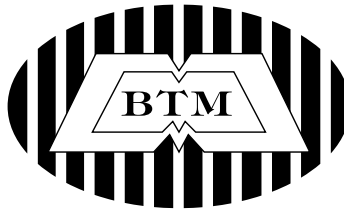
“Act”	:	Companies Act 2016 and includes any amendments thereto from time to time
“BTM”	:	BTM Resources Berhad (303962-T)
“Board”	:	The Board of Directors of BTM Resources Berhad
“Bursa Securities”	:	Bursa Malaysia Securities Berhad (200301033577) (653998-W)
“Circular”	:	Circular to Shareholders dated 6 December 2019 in relation to the Proposed Adoption
“Constitution”	:	Constitution of BTM Resources Berhad
“Director(s)”	:	Directors of the Company and shall have the meaning given in Section 2(1) of the Capital Markets and Services Act, 2007 and Section 2 of the Act
“EGM”	:	Extraordinary General Meeting
“Group”	:	BTM and its subsidiaries
“Listing Requirements”	:	Main Market Listing Requirements of Bursa Securities and any Practice Notes issued in relation thereto, including any amendments thereto from time to time.
“M&A”	:	Memorandum and Articles of Association of BTM
“Proposed Adoption”	:	Proposed Adoption of New Constitution of the Company.

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

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 a reference to Malaysian time, unless otherwise specified

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BTM RESOURCES BERHAD

(Company No : 303962-T)
(Incorporated In Malaysia)

Registered Office:
Level 2, Tower 1, Avenue 5
Bangsar South City
59200 Kuala Lumpur

6 December 2019

Board of Directors:

Tan Sri Dato' (Dr.) Abdul Aziz Bin Abdul Rahman	<i>Chairman, Senior Independent Non-Executive Director</i>
Dato' Seri Yong Tu Sang	<i>Managing Director</i>
Yong Hin Siong	<i>Executive Director</i>
Yong Emmy	<i>Non-Executive Director</i>
Datuk Haji Mohamed Iqbal Bin M.M. Mohamed Ganey	<i>Independent Non-Executive Director</i>
Choong Show Tong	<i>Independent Non-Executive Director</i>
Datuk Woo Thin Choy	<i>Non-Independent Non-Executive Director</i>

To : The Shareholders of BTM Resources Berhad

Dear Sir/Madam,

PROPOSED ADOPTION

1 INTRODUCTION

The Board had on 14th November 2019, announced that the Company proposed to seek shareholders' approval for the Proposed Adoption at the forthcoming EGM.

The purpose of this Circular is to provide you with the relevant information on the Proposed Adoption, sets out the views and recommendations of the Board and to seek your approval for the special resolution to be tabled at the EGM of the Company.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION IN RELATION TO THE PROPOSED ADOPTION TO BE TABLED AT THE FORTHCOMING EGM. THE NOTICE OF THE FORTHCOMING EGM AND THE FORM OF PROXY ARE ENCLOSED IN THIS CIRCULAR.

2 DETAILS OF THE PROPOSED ADOPTION

The Board proposed that the Company to revoke its existing M&A in its entirety and in place thereof, adopt a new Constitution to be in line with the Act which came into effect on 31 January 2017 and to be aligned with the Listing Requirements.

A copy of the new Constitution of the Company proposed to be adopted is set forth in Appendix A of this Circular.

3 RATIONALE OF THE PROPOSED ADOPTION

The Proposed Adoption is to streamline the existing M&A to be in line with Act which was implemented with effect from 31 January 2017, the amendments to the Listing Requirements and prevailing statutory and regulatory and requirements applicable to the Company and to provide clarity and consistency throughout so as to facilitate and enhance administrative efficiency.

4 EFFECTS OF THE PROPOSED ADOPTION

The Proposed Adoption will not have any effect on the issued and paid-up share capital, net assets per share, earnings per share, gearing and substantial shareholdings structure of the Company.

5 INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

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

6 DIRECTORS' RECOMMENDATION

The Board, having considered all aspects of the Proposed Adoption, is of the opinion that the Proposed Adoption is in the best interest of the Company and its shareholders. Accordingly, the Board recommends that you vote in favour of the special resolution pertaining to the Proposed Adoption to be tabled at the forthcoming EGM of the Company.

7 APPROVAL REQUIRED AND EGM

The Proposed Adoption is subject to the approval of the shareholders of BTM at the forthcoming EGM.

The special resolution to approve the Proposed Adoption is set out in the notice of EGM, enclosed in this Circular. The EGM of the Company will be held at Arcadia II, Level 3, Hotel Armada, Lot 6, Lorong Utara C, Section 52, 46200 Petaling Jaya, Selangor Darul Ehsan on Monday 30th December 2019 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the special resolution to give effect to the Proposed Adoption.

If you are unable to attend and vote in person at the EGM and wish to appoint a proxy or proxies to attend and vote on your behalf, you are requested to complete and return the enclosed Form of Proxy, in accordance with the instructions therein as soon as possible and in any event so as to arrive at the register office of the Company, HMC Corporate Services Sdn Bhd, Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, at least forty-eight (48) hours before the time appointment for holding the EGM.

8. FURTHER INFORMATION

8.1 DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board and that they collectively and individually accepts full responsibility for the accuracy of the information given herein and confirm that, after making all reasonable enquiries and to the best of its knowledge and belief, there are no other facts, the omission of which would make any statement herein false or misleading.

8.2 DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of BTM at HMC Corporate Services Sdn Bhd, Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur during normal business hours from Mondays to Fridays (except for public holidays) for a period from the date of this Circular up to and including the date of the forthcoming EGM of the Company :-

- (i) M&A ;
- (ii) The audited financial statements of the Group for the past two (2) financial years ended 31 December 2017 and 31 December 2018 ; and
- (iii) The latest unaudited consolidated financial statements of the Company for the financial period ended 30 September 2019.

Yours faithfully,
for and on behalf of the Board of
BTM RESOURCES BERHAD

DATO' SERI YONG TU SANG
Group Managing Director

Company No. 303962-T

COMPANIES ACT 2016
MALAYSIA

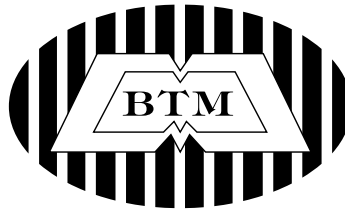
PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

BTM RESOURCES BERHAD

Incorporated in Malaysia on 10 June 1994



BTM RESOURCES BERHAD

THE COMPANIES ACT, 2016

A COMPANY LIMITED BY SHARES

THE CONSTITUTION OF BTM RESOURCES BERHAD

COMPANY NO. 303962-T

1. INTRODUCTION

1.1 Company Incorporation

BTM Resources Berhad (“the Company”) was incorporated in Malaysia on 10th June, 1994.

1.2 Type of Company

The Company is a public company limited by shares.

1.3 Registered Office

The registered office of the Company shall be situated in Malaysia.

1.4 Members’ liabilities

The liability of the Members is limited.

2. DEFINITION AND INTERPRETATION

2.1 Definition

(a) In this Constitution, unless the context otherwise requires:

“Act”	the Companies Act, 2016, and any statutory modification, amendment or re-enactment thereof and any other legislation for the time being in force concerning companies and affecting the Company;
“Applicable Laws”	All laws, bye-laws, regulations, rules, orders and/or official directions for the time being in force affecting the Company and its subsidiaries, including but not limited to the Act, the Demutualisation Act, the Securities Laws, the Listing Requirements and every other law for the time being in force concerning companies and affecting the Company and any other directives or requirements imposed on the Company by the Securities Commission and/or other relevant regulatory bodies and/or authorities;
‘Article’	any provisions in this Constitution as originally framed or as altered from time to time in accordance with the Applicable Laws;
“Auditors”	the auditors for the time being of the Company;
“Board”	the board of Directors of the Company and where the context permits or requires, shall mean the Directors whose number is not less than the required quorum acting as a board of Directors;
“Bursa Depository”	means Bursa Malaysia Depository Sdn Bhd and/or its nominee;
“Chairman”	the Chairman for the time being of the Board;
“CMSA”	the Capital Markets and Services Act, 2007;
“Company”	BTM Resources Berhad (Company No. 303962-T), the abovenamed Company by whatever name from time to time called;
“Constitution”	this Constitution as originally framed or as altered from time to time by Special Resolution;

“Directors”	the directors for the time being of the Company;
“Independent Director”	has the meaning assigned to it in the Listing Requirements;
“Listing Requirements” or “LR”	means the Listing Requirements of Bursa Malaysia Securities Berhad including any amendments to the Listing Requirements that may be made from time to time;
“Member”	any person for the time being holding shares in the Company and whose name appears in the Register of Members and depositors whose names appear on the Record of Depositors (except Bursa Malaysia Depository Nominees Sdn Bhd);
“Minister”	the Minister of Finance, Malaysia;
“Office”	the registered office for the time being of the Company;
“Ordinary Resolution”	a resolution which has been passed by a simple majority of more than half of such members who are entitled to vote and do vote in person, or where proxies are allowed, by proxy;
“Record of Depositors”	means the record of depositors provided by Bursa Depository to the Company under Chapter 24.0 of the Rules of Bursa Depository;
“Register of Members”	the register of members to be kept pursuant to the Act;
“Registrar of Companies”	the Registrar of Companies designated under Section 20A(1) of the Companies Commission of Malaysia Act 2001;
“SCMA”	the Securities Commission Malaysia Act 1993;
“Seal”	the common seal of the Company;
“Secretary”	any person or persons appointed to perform the duties of the secretary of the Company;
“Securities Commission”	the Securities Commission Malaysia established under the Securities Commission Malaysia Act 1993;
“Securities Laws”	has the meaning assigned to it under the SCMA, which shall include the SCMA, CMSA, SICDA and any guidelines, written notices and circulars issued by the Securities Commission;
“SICDA”	the Securities Industry (Central Depositories) Act, 1991;
“Special Resolution”	a resolution of which a notice of not less than twenty-one (21) days has been given and which has been passed by a majority of not less than seventy-five per centum (75%) of such members who are entitled to vote and do vote in person, or where proxies are allowed, by proxy.

- (b) Unless otherwise defined herein, words and expressions defined in the Act shall when used hereinafter the same meanings.
- (c) A reference to a statute or a statutory provision herein shall be deemed to include any modification, re-enactment or consolidation thereof and any regulations, rules, orders or other statutory instruments made pursuant thereto.

- (d) Expressions referring to “writing” shall include, unless the contrary intention appears, references to printing, lithography, photography and any other modes of representing or reproducing words, letters, figures or marks in a visible form or in any other form or manner, whether in hard copy or in electronic form sent by way of an electronic communication or otherwise in a form that allows the document and/or information to be easily accessible and reproduced into written, electronic or visible form.
- (e) Expressions referring to “electronic communications” shall include, but shall not be limited to, unless the contrary intention appears, references to delivery of documents or information in electronic form by electronic means to the electronic mail address or any other address or number of the addressee, as permitted by the Applicable Laws.

2.2 Interpretation

- (a) Unless these be something in the subject or context inconsistent therewith:-
 - (i) words denoting the singular number only shall include the plural and vice versa;
 - (ii) words denoting the masculine gender only shall include the feminine and neuter gender and vice versa;
 - (iii) words denoting persons shall include firms, partnership, companies and corporations;
 - (iv) the abbreviation “RM” or “Ringgit Malaysia” means the lawful currency of Malaysia;
- (b) Where a word or phrase is given a defined meaning in this Constitution, any other grammatical form in respect of such word or phrase has a corresponding meaning.
 - (i) Any reference in this Constitution to a numbered Article shall be construed as a reference to the Article bearing that number in this Constitution.
 - (ii) The headings and sub-headings in this Constitution are inserted for convenience of reference only and shall not affect the interpretation and construction of the provision therein.
- (c) The reference to “any act or thing done” includes, but is not limited to, the making of a determination or the passing of a resolution, the granting or exercise of a power (including delegated power), the execution of a document or the appointment or removal or any person from an office or position.

3. OBJECTS

3.1 Objects

The objects for which the Company is established are:-

- (a) To carry on the business of a holding company and for that purpose to invest the capital, land, and other moneys of the Company in the purchase and acquisition, in the name of the Company or its nominees, of shares, stocks debentures, debenture stock, bonds, notes, obligations, and securities issued or guaranteed by any company, any government or other authority of whatever nature in any part of the world in accordance with the provisions of the Applicable Laws.
- (b) To acquire any such shares, stocks, debentures, debenture stocks, bonds, notes, obligations or securities by original subscription. contract, tender, purchase, exchange, underwriting participation in syndicates or otherwise and whether or not fully paid up and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit under the Applicable Laws.
- (c) To exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares, stocks, debentures, debenture stocks and other securities and to provide for managerial and other executive supervisory and consultant services for or in relating to any company in which the Company is interested upon such terms as may be thought fit in accordance with the Securities Laws and/or Applicable Laws.
- (d) To undertake any of the business of a holding company and to acquire and hold for investment, shares, stock, debentures, debenture stock, bonds, obligations and securities issued or guaranteed by the Company or private undertaking or any syndicate or persons constituted or carrying on business in Malaysia or elsewhere in accordance with the Securities Laws and/or Applicable Laws.
- (e) To carry on any trade or business whatsoever which can, in the opinion of the Directors, be advantageously carried on by the Company in connection with or auxiliary to the general business of the Company in accordance with the Applicable Laws.

- (f) To enter into any contracts in relation to and to erect, construct, maintain, make, operate, own, alter, repair, pull down and restore, either alone or jointly with any other companies or persons, works of all descriptions including wharves, docks, piers, railways, tramways, roads, bridges, warehouses, factories, mills, engines, machines, railway carriages and wagons, gas works, electric works, water works drainage and sewerage and buildings of every description .
- (g) To hold shares or invest in, and to acquire, lease, promote or sell, and to manage, conduct or undertake the business of management or otherwise howsoever direct the operations of any business, company, corporation, firm of any other whatsoever enterprise, undertaking or venture, and generally to undertake any of the business of a holding, or management company in accordance with the Applicable Laws.
- (h) To carry or conduct all or any of the business of builders, carpenters, carriers, contractors, decorators, dredgers, prospectors, job masters, quarrymen, quarry proprietors, refiners and smelters, victuallers, agents, dealers, exporters and importers, merchants, makers or manufacturers for or in all goods, lines, matters and things including bricks furniture, hardware, lime, metals, sands, stone, tiles, timber, terra cotta and all other building requisites, estate house or land agents in accordance with the Applicable Laws.
- (i) To carry on the business of exporters, importers, cultivators, winners, sawmillers, and manufacturers of and dealers and traders in every description of timber, wood and cane, raw, manufactured or partly manufactured goods and articles of any description made entirely or partly of wood, timber or cane or any combination thereof, products any by-products of any descriptions obtained from wood, timber, cane or other forest or plant matter or thing of any whatsoever description, or resulting from the handling, manufacture, or processing of wood, timber, cane or other forest produce, plant matter, or thing including coal, charcoal, paper plastics and other synthetic materials in accordance with the Applicable Laws.
- (j) To obtain, procure, purchase, take on lease or sublease, exchange or otherwise acquire in any part of the world any concessions, grants, claims, licences, leases, options, rights or privileges for any mining objects or purposes or any mines, mining rights or concessions or any metalliferous lands, gravels or rivers, or any lands of whatsoever tenure or title containing or supposed to contain tin, precious stones, gold, silver, land, wolfram, copper, iron, oil, coal, or other valuable products and to explore, work, exercise, develop or otherwise turn to account, deal with or dispose of any such concessions, grants, claims, licences, leases, mines, lands, options, right or privileges and produce thereof in accordance with the Applicable Laws.
- (k) To carry on any other business which may seem to the Company that is capable of being conveniently carried on in connection with its commercial objectives subject to the Applicable Laws; and
- (l) To do all such other things as are incidental or conducive to the attainment of the aforesaid objects.

3.2 Powers of the Company

Subject to Applicable Laws, the Company shall be capable of exercising all the functions of a body corporate and have full rights, powers and privileges to attain or pursue the aforesaid.

4. SHARE CAPITAL

4.1 Class of Shares

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.

4.2 Alteration of share capital

Subject always to the provision of Article 1.4 hereof, the Company shall have the power to increase or reduce the capital, to consolidate or sub-divide the shares into shares of larger or smaller amounts and to issue all or any part of the original or any additional capital as fully paid or partly paid shares, and with any special or preferential rights or privileges, or subject to any special terms or conditions and either with or without any special designation, and also from time to time to alter, modify, commute, abrogate or deal with any such privileges, terms, conditions or designations in accordance with the regulations for the time being of the Company.

4.3 Allotment of shares

Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares and subject to the provisions of this Constitution, Applicable Laws, any other requirements of the Securities Commission, and to the provisions of any resolution of the Company, the Company may issue, allot or otherwise dispose of such shares to such persons at such price, on such terms and conditions, with such preferred, deferred or other special rights and subject to such restrictions and at such times as the Board may determine but the Board in making any issue of shares shall comply with the following conditions:-

- (a) In the case of shares other than ordinary shares, no special rights shall be attached until the same have been expressed in this Constitution and in the resolution creating the same;
- (b) no issue of shares shall be made which will have the effect of transferring more than fifty per cent (50%) of the total voting shares in the Company to any person, company or syndicate, including to any of the persons acting in concert (as defined in the SCMA or the CMSA, as applicable) with any such party, without the prior approval of the Members in a meeting of Members and no issue of shares shall be made to any person, company or syndicate which will have the effect of transferring, together with any other voting shares already held by any such person, company or syndicate or by any such party and by persons acting in concert with any such party, voting shares in the Company of more than the threshold as may be specified by the Minister under the CMSA, unless the prior written approval of the Minister is obtained; and
- (c) no Director shall participate in a scheme that involves a new issuance of shares or other convertible securities to employees unless the Members in a general meeting have approved the specific allotment to be made to such Director.

4.4 Rights of preference shareholders

Subject to Applicable Laws and any other requirements of the Securities Commission, any preference shares may with the sanction of an Ordinary Resolution be issued on the terms that they are or at the option of the Company are liable to be redeemed and the Company shall not issue preference shares ranking in priority over preference shares already issued :

- (a) A holder of preference shares must have a right to vote in each of the following circumstances:-
 - (i) When the dividend or part of the dividend on the share is in arrears for more than six (6) months;
 - (ii) On a proposal to reduce the Company's share capital;
 - (iii) On a proposal for the disposal of the whole of the Company's property, business and undertakings;
 - (iv) On a proposal that affects the rights attached to the preference shares;
 - (v) On a proposal to wind up the Company; and
 - (vi) During the winding up of the Company;
- (b) A holder of preference shares shall be entitled to the same rights as a holder of ordinary shares in relation to receiving notices, reports, audited financial statements and attending meetings.

4.5 Repayment of preference capital

Notwithstanding Article 4.4 hereof, the repayment of preference share capital other than redeemable preference shares or any alteration of preference shareholders' rights shall only be made pursuant to a Special Resolution of the preference shareholders concerned PROVIDED ALWAYS that where the necessary majority for such a Special Resolution is not obtained at the meeting, consent in writing obtained from the holders of seventy-five per centum (75%) of the preference capital concerned within two (2) months of the meeting shall be as valid and effectual as a Special Resolution carried at the meeting.

5. VARIATION OF RIGHTS

5.1 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 or abrogated with the consent in writing of the holders of seventy-five per centum (75%) of the issued shares of that class or with the sanction of a Special Resolution passed at a separate meeting of the holders of the shares of that class. To every such separate meeting the provisions of this Constitution relating to meetings of Members shall mutatis mutandis apply so that the necessary quorum shall be two (2) persons at least holding or representing by proxy at least one-third (1/3) of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll. To every such Special Resolution the provisions of Section 292 of the Act shall apply with such adaptations as are necessary.

5.2 Alteration of rights by issuance of new shares

The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall, unless otherwise expressly provided by the terms of issue of the shares of that class be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or in all respects pari passu therewith.

5.3 Commission on subscription of shares

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

5.4 Interest on share capital during construction of works on building

Where any shares are issued for the purpose of raising money to defray the expenses of construction of any works or buildings or the provision of any plant which cannot be made profitable for a long period, the Company may pay interest or returns on the amount of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in Section 130 of the Act and may charge the same to capital as part of the cost of construction of the works or buildings or the provision of the plant.

5.5 Trusts not to be recognised

Except as required by law and subject to Article 8.1 of this Constitution, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or unit of share or (except only as by this Constitution or by law otherwise provided) any other rights in respect of any share except in an absolute right to the entirety thereof in the registered holder.

5.6 Share certificates

The Company may issue jumbo certificates in respect of shares or securities in favour of Bursa Depository as may be directed by the Securities Commission or Bursa Depository pending the crediting of shares or securities into the securities account of the person entitled to such shares or securities or as may be prescribed by the SICDA and the Rules of Bursa Depository PROVIDED ALWAYS that every certificate shall be issued under the Share Seal or Seal in such form as the Board shall from time to time prescribe and shall bear the facsimile signature of at least one Director and a second Director or the Secretary or some other person appointed by the Board, and shall specify the number and class of shares or securities to which it relates and the issue price of the shares or securities.

6. CALLS ON SHARES

6.1 The Board may make calls

The Board may from time to time make calls upon the Members as the Board may think fit in respect of any amount unpaid on their shares and not by the conditions of allotment thereof made payable at fixed times. Each Member shall (subject to receiving at least fourteen (14) days' notice specifying the date, time or times and place of payment except in the case of calls payable at fixed times pursuant to the conditions of allotment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Board may determine.

6.2 When call deemed made

A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed. Any call may be made payable either in one sum or by instalments. No shareholder shall be entitled to receive any dividend or to exercise any privilege as a Member until he shall have paid all calls for the time being due and payable on every share held by him together with interest and expenses (if any).

6.3 Interest on unpaid calls

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

6.4 Terms of issue may be treated as call

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

6.5 Difference in calls

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

6.6 Calls may be paid in advance

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

7, LIEN

7.1 Company's lien on shares

The Company shall have a first and paramount lien on every share (not being a fully paid up share), such lien to be restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid, and to such amount as the Company may be called upon by law to pay and has paid in respect of the shares of the Member or deceased Member. The Company's lien, if any, on share shall extend to all dividends payable thereon and other moneys payable thereon or in respect thereof. The Board may at any time declare any share to be wholly or in part exempted from the provisions of this Article.

7.2 Lien may be enforced by sale of shares

The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien, but no sale shall be made until such time as a sum in respect of which the lien exists is presently payable and until there is default in payment of the same at the expiration of fourteen(14) days from a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or bankruptcy.

7.3 The Board may effect transfer

To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and the Board shall not be bound to see to the application of the purchase money, nor shall the purchaser's title to the shares be affected by any irregularity or invalidity in the proceedings in reference relating to the sale.

7.4 Application of proceeds of sale

The proceeds of the sale after payment of the amount of all costs of such sale and of any attempted sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to a like similar lien for sums not presently payable which exists over the shares before the sale) be paid to the person entitled to the shares at the date of the sale or his executors, administrators or assignees or as he directs.

8. INFORMATION OF SHAREHOLDING

8.1 Company may require any information of a Member

The Company may by notice in writing require any within such reasonable time as is specified in the notice:-

- (a) To inform the Company whether he holds any voting shares in the Company as beneficial owner or as trustee; and
- (b) If he holds them as trustee, to indicate so far as he can the persons for whom he holds them by name and by other particulars sufficient to enable those persons to be identified and the nature of their interest;

8.2 Company may require any information of beneficial interest

Where the Company is informed in pursuance of a notice given to any person under Article 8.1 hereof or this Article that any other person has an interest in any of the voting shares in the Company, the Company may by notice in writing require that other person within such reasonable time as is specified in the notice:-

- (a) to inform the Company whether he holds that interest as beneficial owner or as trustee; and
- (b) if he holds the interest as trustee, to indicate so far as he can the persons for whom he holds such interest by name and by other particulars sufficient to enable them to be identified and the nature of their interest.

8.3 Member to inform Company

The Company may by notice in writing require a Member to inform the Company, within such reasonable time as is specified in the notice, whether any of the voting rights carried by any voting shares in the Company held by him are the subject of an agreement or arrangement under which another person is entitled to control his exercise of those rights and, if so, to give particulars of the agreement or arrangement and the parties to such agreement or arrangement.

9. TRANSFER OF SHARES

9.1 Transfer of securities to and from Bursa Depository

The transfer of securities by the Company to Bursa Depository and from Bursa Depository to the Company shall be in accordance with the Applicable Laws.

9.2 Transfer of listed securities of Company is by way of book entry

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

9.3 Control in shareholding of exchange holding company

Subject always to the provisions of the Securities Laws, no person shall enter into any agreement or arrangement to acquire any voting shares (as defined in the Act) which, if the agreement or arrangement is carried out, the person would acquire, together with any other voting shares of the Company which were then already held by that person, or by that person and persons acting in concert (within the meaning given in the SCA or the CMSA, as applicable) with the first mentioned person, voting shares in the Company of more than five per cent (5%) or such other threshold as may be specified in or provided in accordance with the provisions of the CMSA, without first obtaining the prior written approval of the Minister.

9.4 Prohibited transfer

No shares shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind.

10. TRANSMISSION OF SHARES

10.1 Death of Member

In the case of the death of a Member, the legal representatives of the deceased shall be the only person recognized by the Company as having any title to his interest in the shares but nothing herein contained shall release the estate of the deceased Member from any liability in respect of the shares which had been held by the deceased Member.

10.2 Share of deceased or bankrupt Member

Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have a person nominated by him registered as the transferee thereof, but the Board shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that Member before his death or bankruptcy.

10.3 Notice of election

If the person so becoming entitled elects to be registered himself, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects. If he elects to have another person registered, he shall testify his election by executing to that person a transfer of the shares. All the limitations, restrictions and provisions of this Constitution relating to the rights to transfer shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer signed by that Member.

10.4 Person entitled or may receive dividend, etc.

Where the registered holder of any share dies or becomes bankrupt, his personal representative or the assignee of his estate, as the case may be, shall upon the production of such evidence as may from time to time be properly required by the Board and upon registration as a Member be entitled to the same dividends and other advantages and to the same rights (whether in relation to meetings of Members or to voting or otherwise) as the registered holder would have been entitled to if he had not died or become bankrupt.

10.5 Transmission of securities between registers

Where:

- (a) the securities of the Company are listed on another stock exchange; and
- (b) The Company is exempted from compliance with Section 14 of the SICDA or Section 29 of the Securities Industry (Central Depositories) (Amendment) (No. 2) Act 1998, as the case may be under the Rules of Bursa Depository in respect of such securities,

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

11. FORFEITURE OF SHARES

11.1 Notice of requiring payment

If a Member fails to pay the whole or any part of any call or instalment of a call on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remain unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest at the rate which the Board may determine from time to time from the date appointed for the payment, on the money, for the time being unpaid if the Board thinks fit to enforce payment of such interest or compensation, which may have accrued

11.2 Particulars in notice

The notice shall name a further day (not earlier than the expiration of fourteen (14) days from the date of service of the notice) on or before which the payment required by the notice is to be made and shall state that in the event of non-payment required by the notice is to be made and shall state that in the event of non-payment at or before the time and place appointed the shares in respect of which the call was made will be liable to be forfeited.

11.3 Forfeiture

If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter before the payment required by the notice has been made be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

11.4 The Board may cancel forfeiture

A share so forfeited shall become the property of the Company and may be re-allotted, sold or otherwise disposed of on such terms and in such manner as the Board thinks fit and at any time before a sale or disposition, the forfeiture may be cancelled on such terms as the Board thinks fit.

11.5 Liability of member in respect of forfeited shares

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

11.6 Termination of interest

The forfeiture of a share shall at the time of forfeiture result in the termination of all interests in and all claims and demands against the Company in respect of the share and all other rights and liabilities incidental to the share as between the shareholder whose share is forfeited and the Company, except only such of those rights, liabilities as are by this Constitution expressly saved or as are by the Act given or imposed in the case of past Members.

11.7 Evidence of forfeiture

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

11.8 Procedure for sale of forfeited shares

The Company may receive the consideration, if any, given for a forfeited share on any sale, re-allotment or disposition thereof and may execute the transfer of the share in favour of the person to whom the share is sold or disposed of and he shall be registered as the shareholder and shall not if any, nor shall have his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share. Subject to any lien for sums not presently payable, if any, any residue of the proceeds of sale of shares which are forfeited and sold or disposed of, after the satisfaction of the unpaid calls or instalments payable at fixed times and accrued interest and expenses shall be paid to the person entitled to the shares immediately before the forfeiture thereof or his executors, administrators or assignees or as he directs.

11.9 Notice of forfeiture

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

12. CONVERSION OF SHARES INTO STOCK

12.1 Conversion to be at meeting of Members

The Company may by Ordinary Resolution passed at a meeting of Members convert any paid up shares into stock or re-convert any stock into paid up shares of any denomination.

12.2 Transfer of stock

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

12.3 Participation of stockholders

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

12.4 Such of these Articles as are applicable to paid up shares shall apply to stock and the words "share" and "shareholder" therein shall include "stock" and "stockholder".

13. INCREASE OF CAPITAL

13.1 Power to increase capital

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

13.2 Offer of new shares

Subject to any direction to the contrary that may be given by the Company in meeting of Members, all new shares or other convertible securities of whatever kind, before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of meetings of Members in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered and limiting a time within which the offer, if not accepted shall be deemed to be declined and after the expiration of that time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Board may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Board may also dispose of any new shares or securities which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Board, be conveniently offered under this Article.

13.3 Ranking of new shares

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

14. ALTERATION OF CAPITAL

14.1 Power to alter capital

The Company may by Special Resolution:-

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

14.2 Power to reduce capital

The Company may by Special Resolution, reduce its share capital in any manner permitted or authorised under and in compliance with the Applicable Laws.

14.3 Purchase of own shares

The Company may, subject to it obtaining such approval from the relevant authorities (if required) and to its compliance with all Applicable Laws, purchase its own shares. Any shares so purchased by the Company shall be dealt with in accordance with the Applicable Laws.

The provisions of Articles 14.1 and 14.2 hereof shall not affect the power of the Company to cancel any shares or reduce its share capital pursuant to any exercise of the Company's powers under this Article.

15. MEETINGS OF MEMBERS

15.1 Annual general meetings

The Company shall in each year hold an annual general meeting in addition to any other meetings in that year, within six (6) months of the Company's financial year end and not more than fifteen (15) months after the last preceding annual general meeting.

15.2 Meeting of Members

The main venue of all meetings of members and annual general meetings shall be within Malaysia at such time and place as the Board shall determine. The chairperson shall be present at that main venue of the meeting. The Board may whenever it so decide by resolution convene a meeting of Members other than annual general meeting.

15.3 Requisition of meetings

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

15.4 Meetings of members at two or more venues

The meeting of Members may be held at more than (1) one venue using any technology or method that enables the Members to participate and to exercise the Members' rights to speak and vote at the meeting.

15.5 Notice of meeting

Every notice of an annual general meeting shall be issued in accordance with the Applicable Laws and shall specify the meeting as such and every meeting convened for passing a Special Resolution shall state the intention to propose such resolution as a Special Resolution.

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

15.6 Business at meetings

Subject always to the provisions of the Act, no business shall be transacted at a meeting of Members except business of which notice has been given in the notice convening the meeting. An annual general meeting shall be held to transact the business in accordance with the Act, which include the laying of the audited financial statements and the reports of the Directors and Auditors, the election of Directors in place of those retiring, the appointment and the fixing of the Directors' fees, and the appointment and fixing of the remuneration of the Auditors in accordance with the Act. The notice convening a meeting to consider a Special or Ordinary Resolution shall specify the intention to propose the resolution as a Special or Ordinary Resolution, as the case may be.

15.7 Requirement in notice calling meeting

In every notice calling a meeting of Members there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint proxy(ies) in accordance with Article 17.1 hereof, to attend, participate, speak and vote instead of him.

15.8 Omission to give notice

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

15.9 Record of Depositors

The Company shall request Bursa Depository in accordance with the Rules of Bursa Depository, to issue a Record of Depositors to whom notices of meetings of Members shall be given by the Company.

The Company shall also request Bursa Depository in accordance with the Rules of Bursa Depository, to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than three (3) market days before the general meeting (hereinafter referred to as the "General Meeting Record of Depositors").

Subject to the Securities Industry (Central Depository) (Foreign Ownership) Regulations, 1996 (where applicable), a depositor shall be regarded as a members entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.

16. PROCEEDINGS AT MEETINGS OF MEMBERS

16.1 Quorum

No business shall be transacted at any meeting of Members unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two (2) Members present in person or by proxy shall be a quorum. For the purposes of this Constitution, "Member" includes a person attending as a proxy or representing a corporation which is a Member.

16.2 Adjournment

If within half (1/2) an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week (or if that day be a public holiday, then to the next business day following that public holiday) at the same time and place or to such other day and at such other time and place as the Directors may determine, but if a quorum is not present at an adjourned meeting within fifteen (15) minutes from the time appointed for holding the adjourned meeting, the Members present shall be a quorum.

16.3 Chairperson of meeting of Members

The Chairman (if any) shall preside as the chairperson at every general meeting of the Company. If there is no such Chairman or if the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Directors present shall choose one (1) of the Directors to act as the chairperson of the meeting, or if one (1) Director only is present he shall preside the chairperson if he is willing to act. If no Director is chosen who shall be willing to act, the Member(s) or proxy(ies) present and entitled to vote shall elect one (1) among themselves to be the chairperson of the meeting. However, a proxy shall not be eligible for election as chairperson of the meeting.

16.4 Adjournment with consent of meeting

The chairperson may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

16.5 Polls

A resolution put to vote at any meeting of Members shall be determined by poll.

A poll shall be taken in such manner and either forthwith or after an interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was taken, but a poll demanded on the election of chairperson or on a question of adjournment shall be taken immediately. The Company shall appoint at least one (1) scrutineers for the purposes of a poll in accordance with the Applicable Laws, and may, in addition to the power of adjourning meetings contained in Article 16.4 hereof adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll.

The poll may be conducted manually using voting slips or electronically using various forms of electronic voting devices. Such votes shall be counted by the poll administrator, and verified by the scrutineer(s), as may be appointed by the Company for the purpose of determining the outcome of the resolution(s) to be decided on poll.

16.6 Evidence of passing of resolutions

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

16.7 Voting rights

Subject to this Constitution and to any rights or restrictions for the time being attached to any shares or classes of shares, at meetings of Members or classes of Members, each Member entitled to vote may vote in person or by proxy or by attorney. On a resolution to be decided by a poll, every Member voting in person or by proxy or by attorney shall have one (1) vote for each share he holds.

16.8 Shares of different monetary denominations

Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such a manner that a unit of capital in each class, when reduced to a common denominator shall carry the same voting power when such right is exercisable.

16.9 Vote of Member of unsound mind

A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote, by his committee or by such other person who properly has the management of his estate and any such committee or other person may vote by proxy or attorney.

16.10 Member barred from voting while call unpaid

Subject to the provisions in Article 15.9 hereof, no Member shall be entitled to be present or to vote on any question either personally or otherwise, as a proxy or attorney at any meeting of Members (including annual general meetings) or upon a poll or be reckoned in the quorum in respect of any shares (a) upon which calls are due and unpaid; and/or (b) where the instrument of proxy, the power of attorney or other authority, if any, naming another person/party (other than the said Member) as proxy, attorney, or person/party authorised to so act has not been deposited with the Company in accordance with Article 17.3 hereof.

16.11 Objection to qualification of voter

No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.

16.12 Corporate representative

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

16.13 Members' power to require circulation of resolutions and statements

Any Member may require the Company to give a notice of a resolution which may be properly moved at any meeting of Members, or circulate any statement pertaining to such resolution or such other business to be dealt with at the meeting, to the Members entitled to receive notice of a meeting of Members. The Company shall not be bound to give notice of such resolution or circulate any statement unless the Member shall have served at the Office a copy of the requisition signed by the member subject to compliance with Section 323 of the Act:-

- (a) in the case of a requisition requiring notice of a resolution, at least twenty- eight (28) days before the meeting; and
- (b) in the case of any other requisition, at least seven (7) days before the meeting.

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

17. PROXY

17.1 Appointment of proxy

The instrument appointing a proxy shall be in writing under the hand of the Member or of his attorney duly authorised in writing or if the Member is a corporation, shall either be executed under its common seal or under the hand of two (2) authorised officers, one of whom shall be a director, or of its attorney duly authorised in writing. The instrument appointing a proxy authorises the proxy(ies) to demand or join in demanding a poll.

- (a) Every Member including authorised nominees as defined under the SICDA and Exempt Authorised Nominees which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account"), is entitled to:-
 - (i) appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote instead of him at the meeting of Members and that such proxy need not be a Member; and
 - (ii) appoint more than one (1) proxy in relation to the meeting provided that the Member specifies the proportion of its his shareholdings to be represented by each proxy.
- (b) Where a member entitled to vote on a resolution has appointed more than one (1) proxy, the proxies shall only be entitled to vote on poll provided that the Member specifies the proportion of his shareholdings to be represented by each proxy.

17.2 Form of proxy

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

17.3 Delivery of Instrument appointing proxy

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the Office or at such other place within Malaysia or in such other manner as is specified for that purpose in the notice convening the meeting not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid or in such other period(s) as may be provided or permitted under the Applicable Laws and stipulated in the form of proxy or in the notice of meetings.

17.4 Validity of vote given under proxy

A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid, notwithstanding the previous death or unsoundness of mind of the principal or the transfer of the share in respect of which the instrument is given, if no intimation in writing of such death, unsoundness or mind or transfer as aforesaid has been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the instrument is used.

17.5 Termination of proxy

A member of the Company is permitted to give the Company notice of termination of a person's authority to act as proxy not less than twenty-four (24) hours before the time appointed for holding the meeting. The notice of termination must be in writing and be deposited at the Office or at such other place within Malaysia.

18. DIRECTORS: APPOINTMENT, REMOVAL, ETC.

18.1 Number of Directors on the Board

Until otherwise determined by general meeting, the number of Directors shall not be less than two (2) nor more than fifteen (15). The first Directors of the Company were:

Syed Ahmad Al-Attas
Lau Chen Nai

Each Director must be a natural person who is at least eighteen (18) years of age. Subject to the Listing Requirements and any vacancy arising, at least two (2) Directors or one third (1/3) of the Board of Directors, whichever is higher shall be Independent Directors.

- 18.2** Directors are appointed by the Board or elected by the Members. These Directors are subject to retirement by rotation in accordance with the provisions of this Constitution and may stand for re-election in accordance with Article 18.4 hereof.

18.3 Chairman

The Chairman who shall be a non-executive Director, shall be appointed from amongst the Board of Directors and his remuneration shall be determined by the Board and approved by the Members.

18.4 Retirement of Directors

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

18.5 Selection of Directors to retire

The Directors to retire in each year shall be those who have been the longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

18.6 Notice of candidate as a Director

No person, not being a retiring Director shall be eligible for election to the office of Director at any meeting of Members unless a Member intending to propose him has, at least eleven (11) clear days before the meeting left at the Office a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such Member to propose him for election, provided that in the case of a person recommended by the Board for election, nine (9) clear days' notice only shall be necessary, and notice of each and every candidature for election to the Board shall be served on the registered holders of shares at least seven (7) days prior to the meeting at which the election is to take place.

The cost of serving the notice as aforesaid on the registered holders of shares where the nomination is made by a Member, shall be borne by the Member making the nomination.

18.7 Retiring Director deemed to be re- appointed

The Company at the meeting at which a Director so retires may, subject to Article 18.2, hereof, fill the vacated office by electing a person thereto. Unless at that meeting it is expressly resolved not to fill the vacated office or a resolution for the re-election of the Director retiring at the meeting is put to the meeting and lost or some other person is elected as Director, a retiring Director shall, if offering himself for re-election and not being disqualified under the Act from holding office as a Director, be deemed to have been re-elected.

18.8 Motion for appointment of Directors

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

18.9 Increase or reduction of number of Directors

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

18.10 Removal of Directors

The Company may by Ordinary Resolution of which special notice is given in accordance with Section 206 of the Act, remove any Director other than a Public Interest Director before the expiration of his period of office and may if thought fit by Ordinary Resolution and subject to Article 18.2 hereof, appoint another Director in his stead. The person so appointed shall hold office for as long as the Director in whose place he is appointed would have the same if he had not been removed.

18.11 Power to add Directors

Subject to Article 18.2 hereof, the Board shall have power at any time and from time to time to appoint any person to be a Director, other than a Public Interest Director, either to fill a casual vacancy or as an addition to the existing Board but the total number of Directors shall not at any time exceed the number fixed in accordance with this Constitution. Any Director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

18.12 Directors' qualification

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

18.13 Independent Directors

The Board shall have such number of Independent Directors as may be required under the Applicable Laws.

19. REMUNERATION OF DIRECTORS

19.1 Fees and benefits for non-executive Directors

The fees of the Directors, and any benefits payable to the Directors including any compensation for loss of employment of a Director shall from time to time be determined by an Ordinary Resolution of the Company in general meeting and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree PROVIDED ALWAYS that:-

- (a) salaries payable to executive Director(s) may not include a commission on or percentage of turnover;
- (b) fees payable to non-executive Directors shall be a fixed sum and not by a commission on or percentage of profits or turnover; and
- (c) any fee paid to an alternate Director shall be such as shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter.

19.2 Reimbursement of expenses

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

20. DISQUALIFICATION OF DIRECTORS

20.1 When offices of Director deemed vacant

The office of a Director shall become vacant if he or she:-

- (a) becomes disqualified from being a Director Pursuant to Section 198 or 199 of the Act;
- (b) Ceases to be or is prohibited from being a Director by virtue of the Act or the Securities Laws or the Listing Requirements.
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental Mental Health Act 2001;
- (d) dies;
- (e) resigns his office by notice in writing to the Company and deposited at the Office;
- (f) is removed from his office as Director in accordance with the Act or the provisions herein, or
- (g) has retired in accordance with the Act or under this Constitution and is not re-elected;
- (h) is absent from more than 50% of the total Board of Directors' meetings held during a financial year unless approval is sought and obtained from Bursa Malaysia Securities Berhad.

21. POWERS AND DUTIES OF DIRECTORS

21.1 Business of Company to be managed by the Board

The business and affairs of the Company shall be managed by, or under the direction of the Board. The Board shall have all powers necessary for managing, directing and supervising the management of the business and affairs of the Company subject to any modification, exception or limitation contained in the Act, the Applicable Laws and the Company's Constitution, and may pay all expenses incurred in promoting and registering the Company and exercise all such powers of the Company as are not, by the Act or by this Constitution required to be exercised by the Company in a meeting of Members, subject, nevertheless, to the Applicable Laws, to any provisions of this Constitution, to the provisions of the Act and to such regulations, being not inconsistent with the Applicable Laws, this Constitution or the provisions of the Act as may be prescribed by the Company in a meeting of Members but no regulation made by the Company in a meeting of Members shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

21.2 The Board's borrowing powers

The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or its subsidiaries.

21.3 Power to maintain funds

The Board may establish or arrange any contributory or non- contributory pension or super- annuation scheme for the benefit of or pay a gratuity, pension or emolument to any person who is or has been employed by or in the service of the Company or any subsidiary of the Company or to any person who is or has been a Director or other officer of and holds or has held salaried employment in the Company or any subsidiary of the Company and the widow, family or dependants of any such person. The Board may also subscribe to any association or fund which they consider to be for the benefit of the Company or any subsidiary of the Company or any such persons as aforesaid and make payments for or towards any hospital or scholastic expenses of any such persons provided that any Director holding such salaried employment shall be entitled to retain any benefit received by him hereunder subject only, where the Act requires, to proper disclosure to the Members and the approval of the Company in a meeting of Members.

21.4 Appointment of attorneys

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

21.5 Signing of cheques etc.

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

21.6 Directors to act honestly and use reasonable care, skill and diligence

A Director shall at all times exercise his powers for a proper purpose, in good faith and in the best interest of the Company and shall act honestly and use reasonable care, skill and diligence in the discharge of the duties of his office and shall not make use of any information acquired by virtue of his position to gain directly or indirectly an improper advantage for himself or for any other person or to cause detriment to the Company.

21.7 General duty to make disclosure

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

22. PROCEEDINGS OF THE BOARD

22.1 Meeting of Directors

The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. A Director may at any time and the Secretary shall on his requisition summon a meeting of the Directors. Directors may participate in a meeting of the Directors by means of a conference telephone or similar electronic telecommunication device by means of which all persons participating in the meeting can hear each other and participate throughout the duration of the communication between the Directors and participation in a meeting pursuant to this Article shall constitute presence in person at such meeting.

22.2 Notice of Directors' meeting

Unless otherwise determined by the Board from time to time, at least seven (7) days' notice of all Directors' meetings shall be given by hand, post, facsimile, electronic form or other form of electronic communications to all Directors and their alternate Directors who have a registered address in Malaysia, except in the case of an emergency, where reasonable notice of every Directors' meeting shall be given in writing. It shall not be necessary to give any Director or alternate Director, who does not have an address in Malaysia, registered with the Company, notice of a meeting of the Directors by hand or by post. Any Director may waive notice of any meeting either prospectively or retrospectively. The notice of each Directors' meeting shall be deemed to be served on a Director upon delivery if delivered by hand, or immediately if sent by facsimile, electronic form or other form of electronic communications or if sent by post, on the days on which a properly stamped letter containing the notice is posted.

22.3 Quorum of meetings of Directors

The quorum necessary for the transaction of the business of the Board shall be fixed by the Board from time to time and unless so fixed, the quorum shall comprise a majority of the Directors for the time being of the Company and a meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under this Constitution vested in or exercisable by the Board generally.

22.4 Chairman of Directors' meeting

The Chairman shall be appointed as provided in Article 18.3 hereof, the Chairman shall preside as chairman at meetings of the Directors. If at any meeting, the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Directors present may choose one (1) among themselves to be chairperson of the meeting.

22.5 Chairman to have a casting vote

Subject to this Constitution, any question arising at any meeting of Directors shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a decision of the Board and PROVIDED ALWAYS that in the case of an equality of votes, the chairperson of the meeting shall have a second or casting vote. However, in the case of an equality of votes and where two (2) Directors form a quorum, the chairperson of a meeting at which only such a quorum is present or at which only two (2) Directors are competent to vote on the question at issue, shall not have a casting vote.

22.6 Number of Directors below minimum

The continuing Directors or sole continuing Director may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the minimum number fixed by or pursuant to this Constitution as the necessary quorum of a Directors' meeting, the continuing Directors or Director except in an emergency, may act only for the purpose of increasing the number of Directors to that minimum number or to summon a meeting of Members.

22.7 Disclosure of interest and restriction on discussion and voting

Every Director shall declare his interest in the Company and his interest in any contract or proposed contract with the Company as may be required by law. Subject to Section 222 of the Act, a Director shall not participate in any discussion or vote in respect of any contract or proposed contract or arrangement in which he has directly or indirectly an interest and if he shall do so his vote shall not be counted. A Director shall, notwithstanding his interest, be counted in the quorum for any meeting where a decision is to be taken upon any contract or proposed contract or arrangement in which he is in any way interested.

22.8 Power to vote

Subject to Article 22.7 hereof, a Director may vote in respect of:-

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

22.9 Directors may become directors of other corporation

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

23. ALTERNATE DIRECTOR

23.1 Appointment or removal of an alternate Director

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

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

23.2 Cessation or appointment of an alternate Director

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

23.3 Rights of an alternate Director

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

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

24. MANAGING DIRECTOR

24.1 Appointment

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

24.2 Remuneration of Managing Director

The remuneration of a Managing Director or Managing Directors shall be fixed by the Board and may be by way of salary or commission or participation in profits or otherwise or by any or all of these modes but such remuneration shall not include a commission on or percentage of turnover but it may be a term of their appointment that they shall receive pension, gratuity or other benefits upon their retirement.

24.3 Managing Director subject to provisions of the contract and this Constitution

A Managing Director who is also appointed as a Director shall, subject to provisions of any contract between him and the Company, be subject to the same provisions as to retirement by rotation in accordance with Article 18.4 hereof, resignation and removal as the other Directors of the Company.

25. COMMITTEES ESTABLISHED AND PERSONS APPOINTED BY THE BOARD

25.1 Committees of the Board

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

25.2 Power of the Board to appoint

The Board may also appoint any person(s) for managing any of the affairs of the Company, either in Malaysia or elsewhere, and may lay down, vary or annul such rules and regulations as it may think fit for the conduct of the business thereof and may fix his or their remuneration and may delegate to any such person(s) any of the powers, authorities and discretions vested in the Board, with power to sub-delegate and any such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit and the Board may remove any person or persons so appointed and may annul or vary any such delegation, but no person or persons dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

25.3 Chairman of committees

A committee may elect a chairman of its meetings and if no such chairman is elected or if at any meeting the chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the members present may choose one (1) among themselves to be the chairman of the meeting.

25.4 Meeting of committees

Subject to any rules and regulations made pursuant to Article 25.1 hereof, a committee may meet and adjourn as it thinks proper and questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the chairman of the said committee shall have a second or casting vote except where two (2) persons form a quorum, the chairman of a meeting of any such committee or local board or agency at which only such a quorum is present, or at which only two (2) persons are competent to vote in the question at issue, shall not have a second or casting vote.

26. VALIDATION OF ACTS

26.1 Directors' act to be valid

All acts done by any meeting of the Directors or a committee established by the Board or by any person(s) appointed by the Board pursuant to Articles 25.1 and 25.2 hereof or by any person acting as a Director shall notwithstanding that it is afterwards discovered that there are some defects in the appointment of any such Director or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

27. DIRECTORS' CIRCULAR RESOLUTIONS

27.1 Resolution in writing

A resolution in writing signed by a majority of all Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted. All such resolutions shall be described as "Directors' Circular Resolutions" and shall be forwarded or otherwise delivered to the Secretary without delay and shall be recorded by him in the Company's minute book. Any such resolution may consist of several documents in like form, each signed by one (1) or more Directors. The expressions "in writing" or "signed" include approval by legible confirmed transmission by facsimile, or other forms of electronic communications.

28. AUTHENTICATION OF DOCUMENTS

28.1 Authentication of documents

Any Director or the Secretary or any other person approved by the Board shall have the power to authenticate any documents effecting the constitution of the Company and any resolution passed by the Company or the Board and any books, records, documents and accounts relating to the business of the Company and to certify copies thereof or extracts therefrom as true copies or extracts.

28.2 Conclusive evidence of resolutions and extract of minutes of meetings

A document purporting to be a copy of a resolution of the Board or an extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of Article 28.1 hereof shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Board.

29. MINUTES AND REGISTER

29.1 Minutes of meetings and resolutions

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

- (a) of all appointments of officers to be engaged in the management of the Company's affairs;
- (b) of the names of all the Directors present at each meeting of the Directors and of any committees of the Board and of the Company in a meeting of Members;
- (c) of all resolutions and proceedings of meetings of Members and of meetings of the Directors and committees of the Board; and
- (d) of all orders made by the Board and any committee of the Board.

Such minutes shall be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the facts thereon stated.

29.2 Directors to comply with Act

The Company shall in accordance with the provisions of the Act keep at the Office a register containing such particulars with respect to the Directors and managers of the Company as are required by the Act and shall from time to time notify the Registrar of Companies of any change in such register and of the date of change in manner prescribed by the Act.

29.3 Minutes kept at Office

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

29.4 Registers to be kept

The Company shall also keep at the Office, registers which shall be open to the inspection of any Member without charge and to any other person on payment of not exceeding RM10.00 for each inspection, of all such matters required to be so registered under the Act, and in particular:

- (a) a register of substantial shareholders and of information received in pursuance of the requirements under Section 144 of the Act; and
- (b) a register of the particulars of each of the Directors' shareholdings and interests as required under Section 59 of the Act.\

30. SECRETARY

30.1 Appointment or removal of a Secretary

The Secretary shall be appointed by the Board in accordance with the Act for such term, at such remuneration and upon such conditions as the Board thinks fit and the Secretary so appointed may be removed by the Board.

- (a) The Board may if it deems fit appoint:-
 - (i) two (2) or more persons as joint secretaries; and/or
 - (ii) an assistant or deputy secretary

for such term, at such remuneration, and upon such conditions as shall be determined by the Board; and such secretaries so appointed may be removed by the Board.

- (b) The Board may from time to time by resolution appoint a temporary substitute for any Secretary or Secretaries who shall be deemed to be the Secretary during the term of his appointment.

30.2 First Secretary

The first Secretaries of the Company were Margaret Joseph (LS 01683) and Chiam Tau Meng (MIA 4853).

31. SEAL

31.1 Authority for use of Seal

The Board shall provide for the safe custody of the Seal which shall only be used pursuant to a resolution of the Directors or a committee of the Board authorised to use the Seal. Every instrument to which the Seal is affixed shall be signed by a Director and either by a second Director or by the Secretary or by another person appointed by the Board for the purpose, save and except that, in the case of a certificate or other document of title in respect of any share, stock, loan stock or debenture as defined in the Act or any other obligations, warrants, call warrants or securities and instruments of any kind whatsoever relating to all the aforesaid created or issued or dealt with or marketed or sold by the Company, such certificate or document of title may be created or issued under the Seal or the Share Seal (for affixing onto share certificates, only pursuant to Article 31.3 hereof), as the case may be, of the Company and the Board may by resolution determine that such signatures may be affixed by some mechanical electronic facsimile or autographical means or by such other means to be specified by the Board from time to time in such resolution.

31.2 Official Seal for use abroad

The Company may exercise the powers conferred by Section 62 of the Act with regard to having an official Seal for use abroad and such powers shall be vested in the Board.

31.3 Official seal for share certificates, etc.

The Company may also have a Share Seal pursuant to Section 63 of the Act. The Share Seal is a an exact copy of the Seal of the Company with the addition on its face of the words "Securities" which is specifically used for affixing onto certificates that may be issued by the Company for any share, stock, loan stock, debentures or other marketable security relating to all aforesaid created or issued or dealt with or marketed or sold by the Company and the affixing of the Share Seal shall be authenticated in the manner set out in Article 31.1 hereof.

32. ACCOUNTS TO BE KEPT AND FINANCIAL STATEMENTS

32.1 Accounts open to inspection by Directors

The Board and managers of the Company shall cause to be kept the accounting and other records to sufficiently explain the transaction and financial position of the Company including its subsidiaries, and enable a true and fair profit and loss accounts and balance sheet and any documents required to be attached thereto to be prepared in accordance with the Applicable Laws and shall distribute copies of balance sheets and other documents as required under the Applicable Laws.

The Board shall from time to time determine whether or not and to what extent and at what times and place and under what conditions or regulations the books of accounting and other records of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or authorised by the Board or by the Company in a meeting of Members. Subject always to Sections 245(5) and (6) of the Act, the books of accounting and records of operations as aforesaid shall be kept at the Office or at such other place as the Board thinks fit and shall always be open to inspection by the Directors.

32.2 Preparation and issuance of audited financial statements and directors' report

The Board shall cause to be prepared, sent to every Member and laid before the Company in its annual general meeting the audited financial statements, directors' report, profit and loss accounts and, balance sheets in accordance with the Act. The interval between the close of a financial year of the Company and the issue of the audited financial statements, the Directors' and Auditors' reports shall not exceed four (4) months.

32.3 Circulating copies of audited financial statements and directors' report

A copy of each of the audited financial statements, the Directors' and Auditors' reports in printed form or in CD-ROM or other electronic form permitted under the Listing Requirements or any combination thereof shall, not less than twenty-one (21) days before the date of the annual general meeting be sent to every Member of and to every holder of debentures of the Company and to every other person who is entitled to receive notice of general meetings from the Company under the provisions of the Act or of this Constitution, in accordance with the provisions of the Act or of this Constitution, 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 but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.

33. AUDIT

33.1 Appointment of Auditors

The Auditors shall be appointed for each financial year by Ordinary Resolution at the annual general meeting of the Company in accordance with Section 271 of the Act.

33.2 Attendance of Auditors at general meetings where financial statements are laid

The Auditors shall attend every annual general meeting where the financial statements of the Company are to be laid, so as to respond according to his knowledge and ability to any question relevant to the audit of the financial statements in accordance with Section 285 of the Act.

34. DIVIDENDS

34.1 Distribution of dividends out of profit

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

34.2 Distribution only if Company is solvent

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

34.3 Setting aside profits

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

34.4 Payment of dividends

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

34.5 Deduction of dividends

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

34.6 Dividends due may be retained until registration

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

34.7 Unclaimed dividends may be invested

All dividends unclaimed for one (1) year, subject to the Unclaimed Moneys Act, 1965 after having been declared may be dealt with in accordance with the provisions of the Unclaimed Moneys Act, 1965.

34.8 Distribution of specific assets

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

34.9 Payment by cheque or telegraphic transfer or electronic transfer

Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder who is named on the Register of Members or to such person and to such address as the holder may in writing direct or by way of telegraphic transfer or electronic transfer or remittance to such account as designated by such holder or the person entitled to such payment. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be made payable to the order of the person to whom it is sent and the payment of any such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall operate as a good and full discharge to the Company in respect of the payment represented thereby, notwithstanding that in the case of payment of cheque or warrant, it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be sent at the risk of the person entitled to the money thereby represented.

35. CAPITALISATION OF PROFITS

35.1 Bonus issue

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

35.2 Power of applications of undivided profits

Whenever such a resolution as aforesaid in Article 35.1 hereof shall have been passed, the Board shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid up shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Board to make such provision by the issue of fractional certificates or by payment in cash in discharging debentures of the Company or otherwise as it thinks fit for the case of shares or debentures becoming distributable in fractions and also to authorise any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation or (as the case may require) for payment by the Company on their behalf, by the application thereto of their respective proportions of the profits of the amounts remaining unpaid on their existing shares and any agreement made under such authority shall be effective and binding on all such Members.

36. LANGUAGE

36.1 Translation

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

37. NOTICES

37.1 Service of notices and/or documents

Any notice or document required to be sent to Members may be given by the Company or the Secretary to any Member:

- (a) in hard copy, either personally or sent by post to him in a prepaid letter addressed to him at his last known address;
- (b) in electronic form, and sent by the following electronic means
 - (i) transmitting to his last known electronic mail address; or
 - (ii) publishing the notice or document on the Company's website provided that a notification of the publication of the notice or document on the website via hard copy or electronic mail or short messaging service has been given in accordance with Section 320 of the Act and the Listing Requirements; or
 - (iii) using any other electronic platform maintained by the Company or third parties that can host the information in a secure manner for access by Members provided that a notification of the publication or availability of the notice or document on the electronic platform via hard copy or electronic mail or short messaging service has been given to them accordingly.

37.2 When service deemed effected

Any notice or document if shall be deemed to have been served by the Company to a Member:

- (a) Where the notice or document is sent in hard copy by post, on the day the prepaid letter, envelope or wrapper containing such notice or documents is posted.

In providing service by post, a letter from the Secretary certifying that the letter, envelope or wrapper containing the notice or document was addressed and posted to the Member shall be sufficient to prove that the letter, envelope or wrapper was so addressed and posted.

- (b) Where the notice or document is sent by electronic means:
 - (i) via electronic mail, at the time of transmission to a Member's electronic mail address pursuant to Article 37.1(b) (i), provided that the Company has record of the electronic mail being sent and that no written notification of delivery failure is received by the Company;
 - (ii) via publication on the Company's website, on the date the notice or document is first made available on the Company's website provided that the notification on the publication of notice or document on website has been given pursuant to Article 37.1(b)(ii); or
 - (iii) via electronic platform maintained by the Company or third parties, on the date the notice or document is first made available thereon provided that the notification on the publication or availability of the notice or document on the relevant electronic platform has been given pursuant to Article 37.1(b)(iii).

In the event that service of a notice or document pursuant to Article 37.2(b) is unsuccessful, the Company must, within two (2) market days from discovery of delivery failure, make alternative arrangements for service by serving the notice or document in hard copy in accordance with Article 37.1(a) hereof.

37.3 Last known address for service

A Member's address, electronic mail address and any other contact details provided to Bursa Depository shall be deemed as the last known address, electronic mail address and contact details respectively for purposes of communication including but not limited to service of notices and/or documents to the Member.

37.4 Notice in case of death or bankruptcy

A notice and/or document required to be sent to Members may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a Member by sending it through representatives of the deceased or assignee of the bankrupt or by any like description, at his last known address, in any manner in which the same might have been served if the death or bankruptcy has not occurred. Every person who by operation of law, transfer, transmission or other means whatsoever shall become entitled to any share, shall be bound by every notice in respect of such share, which, prior to his name and/or address being entered in the Register of Members as the registered holder of such share have been duly given to the person from whom he derives the title to such share.

37.5 Who may receive notice

- (a) Notice of every meeting of Members shall be given in any manner hereinbefore specified to:
- (i) every Member;
 - (ii) every person entitled to a share in consequence of the death or bankruptcy of a Member who but for his death or bankruptcy would be entitled to receive notice of the meeting;
 - (iii) the Auditors of the Company; and
 - (iv) the Directors of the Company.
- (b) All notices served for and on behalf of the Company or the Directors shall only be effectual if it bears the name of a Director or the Secretary or a duly authorised officer of the Company and which are issued by order of the Board pursuant to a resolution duly passed by the Directors

37.6 Notice and/or document given by advertisement

Any notice and/or document required by a court of law or otherwise required or allowed to be given by the Company to the Members or any of them, and not expressly provided for by this Constitution or which cannot for any reason be served in the manner referred to in Articles 37.1 and 37.2 hereof, shall be sufficiently given if given by advertisement, and any notice and/or document required to be or which may be given by advertisement, shall be deemed to be duly advertised once advertised in a widely circulated newspaper in Malaysia in the national language and in a widely circulated newspaper in Malaysia in the English language.

38. WINDING UP

38.1 Distribution of assets in specie

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

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

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

38.3 Voluntary liquidation

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

39. SECRECY CLAUSE

39.1 Discovery of Company's confidential information

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

40. INDEMNITY AND INSURANCE

40.1 Indemnity and insurance for Company's officer and auditor

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

41. RECONSTRUCTION

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

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

42. COMPLIANCE WITH STATUTES, REGULATIONS AND RULES

42.1 Compliance with statutes, regulations and rules

The Company shall comply with the provisions of all Applicable Laws, notwithstanding any provisions in this Constitution to the contrary.

42.2 General mandate

Subject to the Applicable Laws and the provisions of this Constitution the Company may seek its shareholders' mandate which is renewable on an annual basis to enter into, deal with, act in or handle all related party transactions involving recurrent transactions of a revenue or trading nature which are necessary for the day to day operations of the Company.

43. EMPLOYEES

43.1 Employees and operations

The Board shall employ and dismiss employees of the Company as it may deem necessary and determine the amount of their salaries, pay the expenses of the Company, and generally do all those things necessary for the smooth running of the Company.

44. APPOINTMENT OF ADVISERS AND CONSULTANTS

44.1 Advisers and consultants

The Board may appoint:

- (a) an advocate and solicitor or a firm of advocates and solicitors as legal adviser or advisers of the Company; or
- (b) A firm of accountants, a merchant/investment bank or any other person as an adviser or a consultant of the Company.

44.1 upon such terms and conditions as it considers appropriate and in such cases, the Board may pay such remuneration for work and services rendered by such person as it deems fit.

45. ALTERATION OF CONSTITUTION

45.1 Company may alter or amend constitution

Subject to this Constitution, no amendment whether by way of rescission, alteration or addition shall be made to this Constitution unless the same has been passed by a Special Resolution

46. EFFECT OF THE APPLICABLE LAWS

46.1 Effect of the Applicable Laws

Notwithstanding anything contained in the Constitution:

- (a) If the Applicable Laws prohibit an act being done, that act shall not be done. Nothing contained in this Constitution prevents an act being done that the Applicable Laws require to be done.
- (b) if the Applicable Laws require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
- (c) if the Applicable Laws require the Constitution not to contain a provision and they contain such a provision, this Constitution is deemed not to contain that provision.
- (d) If any provision of this Constitution is or becomes inconsistent with the Applicable Laws, this Constitution is deemed not to contain that provision to the extent of inconsistency.

[End of Constitution]



BTM RESOURCES BERHAD

(303962-T)

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of BTM Resources Berhad (“BTM” or “the Company”) will be held at the Arcadia II, Level 3, Hotel Armada, Lot 6, Lorong Utara C, Section 52, 46200 Petaling Jaya, Selangor Darul Ehsan on Monday, 30 December 2019 at 11.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution :-

SPECIAL RESOLUTION

PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY

(“Proposed Adoption of New Constitution”)

“THAT the existing Memorandum and Articles of Association of the Company be deleted in its entirety and that the new Constitution as set out in Appendix A be and is hereby adopted as the new Constitution of the Company.

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

By Order of the Board.

CHONG SEOK TIAN (MIA 2502)

WONG YOUN KIM (MAICSA 7018778)

Joint Secretaries

Kuala Lumpur

Date : 6th December 2019.

Notes :

- i) A member entitled to attend and vote at the meeting is entitled to appoint up to two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company.
- ii) Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
- iii) Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”), as defined under the Securities Industry (Central Depositories) Act, 1991 there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- iv) The instrument appointing a proxy shall be in writing under its Common Seal or under the hand of an officer or attorney duly authorised.
- v) The instrument appointing a proxy must be deposited at the registered office of the Company at HMC Corporate Services Sdn Bhd, Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
- vi) In respect of deposited securities, only members whose name appear on the Record of Depositors on 23 December 2019 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxies to attend and/or vote on his behalf.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purpose”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) for the Purpose, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a results of the member’s breach of warranty.

EXPLANATORY NOTE ON SPECIAL RESOLUTION**Proposed Adoption of New Constitution of the Company**

The proposed Special Resolution, if passed, will align the existing Memorandum and Articles of Association of the Company with the Companies Act, 2016 which came into force on 31 January 2017, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the prevailing statutory and regulatory requirements applicable to the Company for better clarity and to enhance administrative efficiency.

The proposed new Constitution of the Company is set out in Appendix A, a copy of which is circulated together with the Circular to Shareholders dated 6 December 2019 shall take effect once the proposed Special Resolution has been passed by a majority of not less than seventy-five per centum (75%) of such members who are entitled to vote and do vote in person or by proxy at the EGM.

VOTING PROCEDURE

Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the proposed Special Resolution set out in the Notice of EGM will be put to vote by poll.



BTM RESOURCES BERHAD

(303962-T)

(Incorporated in Malaysia)

PROXY FORM

CDS Account No.

No. of shares held

I/We _____ Tel : _____

(Block Letters)

NRIC No. / Company No _____

(full name in Block, NRIC No./Company No. and telephone number)

of _____

being a Member(s) of **BTM Resources Berhad** hereby appoint:

Full Name (in Block)	NRIC/Passport No.	Proportion of shareholdings	
		No. of Shares	%
Address			

And / or* (*delete as appropriate)

Full Name (in Block)	NRIC/Passport No.	Proportion of shareholdings	
		No. of Shares	%
Address			

Or failing him/her, *the Chairman of the Meeting as *my/our proxy to vote for *me/us and on *my/our behalf at the Extraordinary General Meeting ("EGM") of the Company to be held at the Arcadia II, Level 3, Hotel Armada, Lot 6, Lorong Utara C, Section 52, 46200 Petaling Jaya, Selangor Darul Ehsan on Monday, 30th December 2019 at 11.00 a.m. or any adjournment thereof, and to vote as indicated below.

RESOLUTION	FOR	AGAINST
<i>Special Resolution</i> Proposed Adoption of New Constitution of the Company		

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

Date

Signature

Notes : -

- A member entitled to attend and vote at the meeting is entitled to appoint up to two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company.
- Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
- Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), as defined under the Securities Industry (Central Depositories) Act, 1991 there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing under its Common Seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the registered office of the Company at HMC Corporate Services Sdn Bhd, Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
- In respect of deposited securities, only members whose name appear on the Record of Depositors on 23 December 2019 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxies to attend and/or vote on his behalf.

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Stamp

BTM RESOURCES BERHAD (303962-T)

Level 2, Tower 1, Avenue 5, Bangsar South City
59200 Kuala Lumpur

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