

**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.

Pursuant to Practice Note 18 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), Bursa Securities has only perused through Part A of this Circular in respect of the Proposed Renewal and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature on a limited review basis. Bursa Securities has not reviewed Part B of this Circular as it is an exempt document pursuant to Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.

Bursa Securities takes no responsibility for the contents of this Circular, makes no representative 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 part of the contents of this Circular.



**SARAWAK OIL PALMS BERHAD**  
Registration No.196801000358 (7949-M)  
(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS**

In relation to

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

And

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

The above proposed resolutions will be tabled as special business at Sarawak Oil Palms Berhad's 52<sup>nd</sup> Annual General Meeting ("AGM") to be held at the Conference Room of Imperial Hotel, Jalan Pos, 98000 Miri, Sarawak on 15 July 2020 at 10.00 a.m. or at any adjournment thereof. The Notice of the 52<sup>nd</sup> AGM and the Form of Proxy are dispatched together with this Circular.

A Proxy Form is enclosed which, if you are unable to attend the Annual General Meeting, you are urged to complete and return in accordance with the instruction therein as soon as possible so as to arrive at the Registered Office of the Company not later than 48 hours before the time set for holding the Meeting. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the Meeting if you are subsequently able to do so.

The last day and time for lodging the Form of Proxy is on 13 July 2020 at 10.00 a.m.

This Circular is dated 17 June 2020

## **SUMMARY OF CONTENTS**

		<b>Page</b>
PART A	CIRCULAR TO SHAREHOLDERS OF THE COMPANY IN RELATION TO THE PROPOSED RENEWAL AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE	1
PART B	CIRCULAR TO SHAREHOLDERS OF THE COMPANY IN RELATION TO THE PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY	11
APPENDIX I	FURTHER INFORMATION	13
APPENDIX II	DETAILS OF THE PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY	14

**PART A**

**CIRCULAR TO SHAREHOLDERS OF THE COMPANY IN RELATION TO THE PROPOSED  
RENEWAL AND NEW SHAREHOLDERS' MANDATE FOR THE RECURRENT RELATED PARTY  
TRANSACTIONS OF A REVENUE OR TRADING NATURE**

## **DEFINITIONS**

---

For the purpose of this circular, except where the context otherwise requires, the following definitions shall apply throughout this Circular.

“Act”	:	Companies Act 2016, as amended from time to time
“AGM”	:	Annual General Meeting
“Bursa Securities”	:	Bursa Malaysia Securities Berhad (635998-W)
“Director”	:	has the meaning given in section 2(1) of the CMSA and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, (i) a director of the listed issuer, its subsidiary or holding company; (ii) a chief executive of the listed issuer, its subsidiary or holding company; or (iii) in relation to a SPAC, a member of the SPAC’s management team.
“FFB”	:	Fresh fruit bunches
“Listing Requirements”	:	The Listing Requirements of Bursa Securities including any amendment thereto that may be made from time to time.
“Major Shareholder”	:	includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a major shareholder of the listed issuer as defined under paragraph 1.01 or any other company which is its subsidiary or holding company.
“Mandated Related Parties”	:	Shin Yang Trading Sdn. Bhd., Hollystone Quarry Sdn. Bhd., Dai Lieng Trading Sdn. Bhd., Dai Lieng Machinery Sdn. Bhd., Linau Mewah Sdn. Bhd., Shin Yang Forestry Sdn. Bhd., Melinau Transport Sdn. Bhd., Boulevard Jaya Sdn. Bhd., Primaluck (M) Sdn. Bhd., Shin Yang Shipping Sdn. Bhd., Shin Yang Chemical Sdn. Bhd., Danum Sinar Sdn. Bhd., Dataran Seping Sdn. Bhd., Selangau Plantation Sdn. Bhd., Dataran Linau Sdn. Bhd, Boulevard Motor Sdn. Bhd., Dai Lieng Industry Sdn. Bhd., Shin Yang Agriculture Sdn.Bhd.
“NTA”	:	Net tangible asset
“Proposed Shareholders’ Mandate”	:	The proposed shareholders’ mandate to allow the Company and its subsidiaries to enter into recurrent Related Party Transactions of a revenue or trading nature in the ordinary course of business which are necessary for the SOPB Group’s day to day operations.
“Recurrent Related Party Transactions”	:	Related party transactions involving recurrent transactions of a revenue or trading nature, which are necessary, in the normal course of business, for the SOPB Group’s day to day operations.
“Related Parties”	:	Means a director, major shareholder or person connected with such director or major shareholder.
“RM and sen”	:	Ringgit Malaysia and sen respectively.
“SOPB” or “the Company”	:	Sarawak Oil Palms Berhad
“SOPB Group” or “the Group”	:	SOPB and its subsidiary companies.

## TABLE OF CONTENTS

---

### PART A

#### LETTER TO THE SHAREHOLDERS OF SOPB IN RELATION TO THE PROPOSED RENEWAL AND NEW SHAREHOLDERS' MANDATE FOR THE RECURRENT RELATED PARTY TRANSACTIONS CONTAINING

	Page
1. INTRODUCTION.....	1
2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE.....	2
2.1 Class of Related Party.....	2
2.2 Terms and Nature of Related Party Transactions.....	3
2.3 Details of the parties to the transactions .....	5
2.4 Rationale for and Benefit of the Proposed Shareholders' Mandate.....	7
2.5 Review Methods and Procedures .....	7
2.6 Details of the sums due and owing by the Related Parties pursuant to a RRPT which exceeded the credit term as at 31 December 2019.....	8
2.7 Statement from Audit Committee.....	8
2.8 Validity period of the Proposed Shareholders' Mandate.....	8
2.9 Threshold of the approval of RRPTs.....	9
3. EFFECT OF THE PROPOSED SHAREHOLDERS' MANDATE INTEREST.....	9
4. APPROVAL REQUIRED.....	9
5. DIRECTORS' AND MAJOR SHAREHOLDERS' INTEREST.....	9
6. RECOMMENDATION FROM DIRECTORS.....	10
7. ANNUAL GENERAL MEETING.....	10
8. FURTHER INFORMATION.....	10



## **SARAWAK OIL PALMS BERHAD**

Registration No.196801000358 (7949-M)

*(Incorporated in Malaysia)*

### **Registered Office:**

No. 124-126,  
Jalan Bendahara  
98000 Miri, Sarawak

Date: 17 June 2020

### **The Board of Directors**

*Tan Sri Datuk Ling Chiong Ho (Group Executive Chairman)*

*Mr. Ling Chiong Sing*

*Mr. Ling Lu Kuang*

*Mr. Tang Tiong Ing*

*En. Kamri Bin Ramlee*

*Dr. Lai Yew Hock*

*Mr. Fong Yoo Kaw @ Fong Yee Kow*

*Mr. Chua Chen San*

*Datuk Amar Haji Ahmad Tarmizi Bin Haji Sulaiman*

*Pn. Hasmawati Binti Sapawi [Alternate Director to Datuk Amar Haji Ahmad Tarmizi Bin Haji Sulaiman]*

*Monaliza Binti Zaidel*

### **To: The Shareholders of Sarawak Oil Palms Berhad**

Dear Sir/Madam

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

#### **1. INTRODUCTION**

On 26 June 2019, the Board announced that the shareholders of the Company had, at the Annual General Meeting held on 26 June 2019 approved the SOPB Group to enter into Recurrent Related Party Transactions of a revenue or trading nature which are necessary for the SOPB Group's day-to-day operations. The mandate for Recurrent Related Party Transactions shall, in accordance with the listing requirements, expire at the conclusion of the next AGM of the Company which will be held on 15 July 2020.

The Board of Directors of SOPB had on 22 May 2020 announced its intention to seek shareholders' approval for the Proposed Shareholders' Mandate at the forthcoming Annual General Meeting to allow the SOPB Group, in the normal course of business, to enter into Recurrent Related Party Transactions of revenue or trading nature. The Proposed Shareholders' Mandate will take effect from the date of passing the resolution at the forthcoming AGM until the next AGM of the Company in year 2021.

The purpose of this circular is to provide you with information pertaining to the above and to seek your approval for the Resolution to be tabled under the agenda of Special Business at the forthcoming Annual General Meeting.

## 2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

Pursuant to Paragraph 10.09(2) of Chapter 10 of the Listing Requirements, a listed issuer may seek a shareholders' mandate in respect of Recurrent Related Party Transactions of a revenue or trading nature which are necessary for its day-to-day operations subject to the following:-

- (i) The transactions are in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public;
- (ii) The Shareholders' Mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the Shareholders' Mandate during the financial year.
- (iii) The circular to shareholders for the Shareholders' Mandate includes the information as may be prescribed by Bursa Securities;
- (iv) In a meeting to obtain the Shareholders' Mandate, the interested Director, the interested Major Shareholder or interested person connected with a Director or Major Shareholder; and where it involves the interest of an interested person connected with a Director or Major Shareholder, such Director or Major Shareholder must not vote on the resolution to approve the transactions. An interested Director and interested Major Shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions.
- (v) The listed issuer immediately announces to Bursa Securities when the actual value of a Recurrent Related Party Transaction entered into by the listed issuer, exceeds the estimated value of the Recurrent Related Party Transaction entered disclosed in the circular by 10% or more and must include the information as may be prescribed by the Exchange in its announcement.

The Board proposes to seek a renewal of the authorisation and additional mandate from the shareholders to allow the SOPB Group, in the normal course of business, to enter into Recurrent Related Party Transactions of a revenue or trading nature provided such transactions are made at arms' length, on the Group's normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders.

The ensuing section of this circular sets out the relevant information pertaining to the above for the consideration and approval by the shareholders at the forthcoming AGM.

The principal activities of SOPB are the cultivation of oil palms and the operation of palm oil mills. The principal activities of its subsidiaries are set out in Section 2.3 of this circular.

It is anticipated that the Group and the Mandated Related Parties would, in the ordinary course of business, enter into the related party transactions as mentioned in Section 2.2 below. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

### 2.1 Classes of Related Parties

The Proposed Shareholders' Mandate will apply to transactions to be entered into by SOPB Group with companies deemed connected with the following related parties:

- (1) Shin Yang Holding Sdn. Bhd. ("SYHSB"), a major shareholder of SOPB with indirect interest of 28.51% held through Shin Yang Plantation Sdn. Bhd. ("SYPSB"). SYPSB is wholly owned by Shin Yang Corporation Sdn. Bhd. is, in turn, wholly owned by SYHSB.
- (2) Tan Sri Datuk Ling Chiong Ho, Group Executive Chairman and major shareholder of SOPB, with direct interest of 7.01% and indirect interest of 28.51% in SOPB held through SYHSB.
- (3) Ling Chiong Sing, Non-Executive Director and major shareholder of SOPB, with indirect interest of 28.51% in SOPB held through SYHSB.

- (4) Ling Lu Kuang, a Non-Executive Director of SOPB, who is a deemed person connected to Tan Sri Datuk Ling Chiong Ho and also authorised representative of Shin Yang Group, with indirect interest of 9.748% held through Agape International Pte. Ltd.
- (5) Tang Tiong Ing, a Non-Executive Director, member of the Audit and Risk Management Committee and Nomination Committee of SOPB, who is authorised representative and also employee of Shin Yang Group.

The direct and indirect shareholdings of the above related parties in SOPB are set out in Paragraph 5 of this Circular.

Save as disclosed above, none of the other Directors, major shareholders or persons connected to them have an interest, directly or indirectly in the Recurrent Related Party Transactions.

## 2.2 Terms and Nature of Related Party Transactions

The SOPB Group had recurring business transactions with companies which are deemed to be connected to the related parties ("Transacting Company/ies") as follows:-

SOPB/ SOPB Group	Nature of transaction with Transacting Company	Nature of relationship with Director/major shareholder #	Actual Value from the date of last AGM to 31 May 2020	Estimated Value as disclosed in preceding year's circular dated 29 May 2019	Estimate from the date of the forth-coming AGM to the next AGM	
			*(RM'000)	*(RM '000)	*(RM '000)	
<b>Existing Recurrent Related Party Transactions</b>						
1.	SOPB Group	Purchase of lubricant, spare parts, tyres and mild steel plate for the tractors and machinery from Shin Yang Trading Sdn. Bhd. ("SY Trading")	(a) SYHSB has more than 15% direct interest in SY Trading. (b) Tan Sri Datuk Ling Chiong Ho <sup>(1)</sup> (c) Ling Chiong Sing <sup>(2)</sup> (d) Ling Lu Kuang <sup>(3)</sup> (e) Tang Tiong Ing <sup>(4)</sup>	960	5,000	5,000
2.	SOPB Group	Purchase of gravel from Hollystone Quarry Sdn. Bhd. ("HQ")	(a) SYHSB has more than 15% indirect interest in HQ. (b) Tan Sri Datuk Ling Chiong Ho <sup>(1)</sup> (c) Ling Chiong Sing <sup>(2)</sup> (d) Ling Lu Kuang <sup>(3)</sup> (e) Tang Tiong Ing <sup>(4)</sup>	13,033	30,000	30,000
3.	SOPB Group	Provision of maintenance services and supply of lubricants, spare parts and tyres for the tractors and machinery by Dai Lieng Trading Sdn. Bhd. ("DLT")	(a) SYHSB has more than 15% indirect interest in DLT. (b) Tan Sri Datuk Ling Chiong Ho <sup>(1)</sup> (c) Ling Chiong Sing <sup>(2)</sup> (d) Ling Lu Kuang <sup>(3)</sup> (e) Tang Tiong Ing <sup>(4)</sup>	3,284	5,000	5,000
4.	SOPB Group	Provision of heavy equipment, machinery and related spare parts by Dai Lieng Machinery Sdn. Bhd. ("DLM")	(a) SYHSB has more than 15% indirect interest in DLM. (b) Tan Sri Datuk Ling Chiong Ho <sup>(1)</sup> (c) Ling Chiong Sing <sup>(2)</sup> (d) Ling Lu Kuang <sup>(3)</sup> (e) Tang Tiong Ing <sup>(4)</sup>	1,849	10,000	10,000
5.	SOPB	Purchase of fresh fruit bunches from Linau Mewah Sdn. Bhd. ("LMSB")	(a) Tan Sri Datuk Ling Chiong Ho <sup>(1)</sup> (b) Ling Chiong Sing <sup>(2)</sup> (c) Ling Lu Kuang <sup>(3)</sup> (d) Tang Tiong Ing <sup>(4)</sup>	49,759	80,000	80,000
6.	SOPB	Purchase of fresh fruit bunches from Shin Yang Forestry Sdn. Bhd. ("SYFSB")	(a) SYHSB has more than 15% indirect interest in SYFSB. (b) Tan Sri Datuk Ling Chiong Ho <sup>(1)</sup> (c) Ling Chiong Sing <sup>(2)</sup> (d) Ling Lu Kuang <sup>(3)</sup> (e) Tang Tiong Ing <sup>(4)</sup>	1,695	5,000	5,000
7.	SOPB Group	Land transport services from Melinau Transport Sdn. Bhd. ("MTSB")	(a) SYHSB has more than 15% direct interest in MTSB. (b) Tan Sri Datuk Ling Chiong Ho <sup>(1)</sup> (c) Ling Chiong Sing <sup>(2)</sup> (d) Ling Lu Kuang <sup>(3)</sup> (e) Tang Tiong Ing <sup>(4)</sup>	6,356	10,000	10,000
8.	SOPB Group	Provision of maintenance services for motor vehicles and rental of premises^ from Boulevard Jaya Sdn. Bhd. ("BJSB")	(a) SYHSB has more than 15% direct interest in BJSB. (b) Tan Sri Datuk Ling Chiong Ho <sup>(1)</sup> (c) Ling Chiong Sing <sup>(2)</sup> (d) Ling Lu Kuang <sup>(3)</sup> (e) Tang Tiong Ing <sup>(4)</sup>	167	5,000	5,000



SOPB/ SOPB Group		Nature of transaction with Transacting Company	Nature of relationship with Director/major shareholder #	Actual Value from the date of last AGM to 31 May 2020  *(RM'000)	Estimated Value as disclosed in preceding year's circular dated 29 May 2019  *(RM '000)	Estimate from the date of the forth-coming AGM to the next AGM  *(RM '000)
9.	SOPB Group	Purchase of fresh fruit bunches, crude palm oil and/or palm kernel from Primaluck (M) Sdn. Bhd. ("PSB")	(a) SYHSB has more than 15% indirect interest in PSB. (b) Tan Sri Datuk Ling Chiong Ho <sup>(1)</sup> (c) Ling Chiong Sing <sup>(2)</sup> (d) Ling Lu Kuang <sup>(3)</sup> (e) Tang Tiong Ing <sup>(4)</sup>	1,089	5,000	5,000
10.	SOPB Group	Shipping services from Shin Yang Shipping Sdn. Bhd. ("SYShipping")	(a) SYHSB has more than 15% indirect interest in SYShipping. (b) Tan Sri Datuk Ling Chiong Ho <sup>(1)</sup> (c) Ling Chiong Sing <sup>(2)</sup> (d) Ling Lu Kuang <sup>(3)</sup>	2,231	5,000	5,000
11.	SOPB Group	Purchase of chemicals from Shin Yang Chemical Sdn. Bhd. ("SYCSB")	(a) SYHSB has more than 15% indirect interest in SYCSB. (b) Tan Sri Datuk Ling Chiong Ho <sup>(1)</sup> (c) Ling Chiong Sing <sup>(2)</sup> (d) Ling Lu Kuang <sup>(3)</sup> (e) Tang Tiong Ing <sup>(4)</sup>	2,289	5,000	5,000
12.	SOPB Group	Purchase of fresh fruit bunches from Danum Sinar Sdn. Bhd. ("DSSB")	(a) Tan Sri Datuk Ling Chiong Ho <sup>(1)</sup> (b) Ling Chiong Sing <sup>(2)</sup>	21,567	25,000	25,000
13.	SOPB Group	Purchase of fresh fruit bunches from Dataran Seping Sdn. Bhd. ("DSePing")	(a) SYHSB has more than 15% direct interest in DSePing. (b) Tan Sri Datuk Ling Chiong Ho <sup>(1)</sup> (c) Ling Chiong Sing <sup>(2)</sup> (d) Ling Lu Kuang <sup>(3)</sup> (e) Tang Tiong Ing <sup>(4)</sup>	2,908	5,000	5,000
14.	SOPB Group	Purchase of fresh fruit bunches from Selangau Plantation Sdn. Bhd. ("SPSB")	(a) SYHSB has more than 15% indirect interest in SPSB. (b) Tan Sri Datuk Ling Chiong Ho <sup>(1)</sup> (c) Ling Chiong Sing <sup>(2)</sup> (d) Ling Lu Kuang <sup>(3)</sup> (e) Tang Tiong Ing <sup>(4)</sup>	1,441	5,000	5,000
15.	SOPB Group	Purchase of fresh fruit bunches from Dataran Linau Sdn. Bhd. ("DLSB")	(a) SYHSB has more than 15% direct interest in DLSB. (b) Tan Sri Datuk Ling Chiong Ho <sup>(1)</sup> (c) Ling Chiong Sing <sup>(2)</sup> (d) Ling Lu Kuang <sup>(3)</sup> (e) Tang Tiong Ing <sup>(4)</sup>	1,820	5,000	5,000
16.	SOPB Group	Supply of motor vehicles and provision of maintenance services for motor vehicles by Boulevard Motor Sdn. Bhd. ("BMSB")	(a) Ling Lu Kuang has 14.985% indirect interest in BMSB. (b) Tan Sri Datuk Ling Chiong Ho <sup>(1)</sup> (c) Ling Chiong Sing <sup>(2)</sup>	749	5,000	5,000
17.	SOPB Group	Provision of services of heavy machineries and vehicles by Dai Lieng Industry Sdn. Bhd. ("DLI")	(a) SYHSB has more than 15% indirect interest in DLI. (b) Tan Sri Datuk Ling Chiong Ho <sup>(1)</sup> (c) Ling Chiong Sing <sup>(2)</sup> (d) Ling Lu Kuang <sup>(3)</sup> (e) Tang Tiong Ing <sup>(4)</sup>	1,436	5,000	5,000
<b>New Recurrent Related Party Transactions</b>						
1.	SOPB	Purchase of fresh fruit bunches from Shin Yang Agriculture Sdn. Bhd. ("SYAgri")	(a) SYHSB has more than 15% direct interest in SYAgri. (b) Tan Sri Datuk Ling Chiong Ho <sup>(1)</sup> (c) Ling Chiong Sing <sup>(2)</sup> (d) Ling Lu Kuang <sup>(3)</sup> (e) Tang Tiong Ing <sup>(4)</sup>	1,116	-	5,000

Note

^ Premise rented from BJSB refers to office located at Level 5, Lot 12648 Block 16 Kuching Central Land District, Kuching payable monthly with lease term of 5 years.

\* The Directors would like to emphasize that the amounts estimated for the effective period of Proposed Shareholders' Mandate are merely estimates based on the trend for the past 2 years and in no circumstances reflect the actual amount that would eventually be transacted. The expected time to hold the next AGM is in June 2021.

# (1) Tan Sri Datuk Ling Chiong Ho is the Group Executive Chairman and major shareholder of SOPB and is also the Director of SYHSB, SY Trading, HQ, DLT, DLM, LMSB, SYFSB, BJSB, SYShipping, DSSB, DSePing, SPSB, DLSB, BMSB, DLI and SYAgri. He has substantial direct/indirect interest in SYHSB, SY Trading, HQ, DLT, DLM, LMSB, SYFSB, MTSB, BJSB, PSB, SYShipping, SYCSB, DSSB, DSePing, SPSB, DLSB, BMSB, DLI and SYAgri.

(2) *Ling Chiong Sing is the Non-Executive Director of SOPB and is also the Director of SYHSB, SY Trading, HQ, DLT, DLM, LMSB, SYFSB, MTSB, BJSB, SYShipping, SYCSB, DSeping, SPSB, DLSB, BMSB, DLI and SYAgri. He has substantial direct/indirect interest in SYHSB, SY Trading, HQ, DLT, DLM, LMSB, SYFSB, MTSB, BJSB, PSB, SYShipping, SYCSB, DSSB, DSeping, SPSB, DLSB, BMSB, DLI and SYAgri.*

(3) *Ling Lu Kuang is the Non-Executive Director of SOPB. He is a deemed person connected to Tan Sri Datuk Ling Chiong Ho and also authorised representative of Shin Yang Group.*

(4) *Tang Tiong Ing is the Non-Executive Director, member of the Audit and Risk Management Committee and Nomination Committee of SOPB. He is authorised representative and also an employee of Shin Yang Group.*

### 2.3 Details of the parties to the transactions

Name of company (percentage interest held)	Date of Incorporation (Issued capital)*	Principal activity	Principal place of operation
SOPB and its Subsidiaries			
SOPB	30 August 1968 (RM820,091,557)	Investment holding, cultivation of oil palms and operations of palm oil mills	Near Miri, Sarawak
SOP Plantations (Borneo) Sdn. Bhd. (84.80%)	21 October 1995 (RM5,000,000.00)	Cultivation of oil palms	Near Miri and Bintulu, Sarawak
SOP Plantations (Niah) Sdn. Bhd. (79.87%)	11 March 1997 (RM7,500,000.00)	Cultivation of oil palms	Near Miri, Sarawak
SOP Plantations (Suai) Sdn. Bhd. (84.50%)	7 April 1997 (RM22,000,000.00)	Cultivation of oil palms	Near Miri, Sarawak
SOP Plantations (Balingian) Sdn. Bhd. (79.83%)	7 April 1997 (RM6,000,000.00)	Cultivation of oil palms	Near Balingian, Sarawak
SOP Plantations (Beluru) Sdn. Bhd. (100%)	17 July 2000 (RM280,000,000.00)	Cultivation of oil palms	Near Miri, Sarawak
SOP Plantations (Sabaju) Sdn. Bhd. (60%)	7 November 1996 (RM15,634,580.00)(a) (RM45,465,420.00)(b)	Cultivation of oil palms	Near Bintulu Sarawak
SOP Plantations (Sarawak) Sdn. Bhd. (100%)	7 October 2003 (RM500,000.00)	Investment holding	In Miri, Sarawak
SOP Plantations (Kemena) Sdn. Bhd. (100%)	26 May 2004 (RM76,000,000.00)	Cultivation of oil palms	Near Bintulu Sarawak
SOP Karabungan Sdn. Bhd. (70%)	17 August 2004 (RM10,000,000.00)	Cultivation of oil palms	Near Miri and Bintulu, Sarawak
Wawasan Asiamaju Sdn. Bhd. (51% held by SOP Properties Sdn. Bhd.)	12 July 2012 (RM1,100,000.00)	Property development	In Miri, Sarawak
SOP Corporate Services Sdn. Bhd. (100%)	25 Oct 2011 (RM250,000.00)	Corporate support and services	In Miri, Sarawak
SOP Resources Sdn. Bhd. (100%)	23 November 2005 (RM2,000,000.00)	Supply of goods	In Miri, Sarawak
SOP Services Sdn. Bhd. (100%)	26 September 2007 (RM2.00)	Rendering of insurance services	In Miri, Sarawak
SOP Pelita Batu Lintang Plantation Sdn. Bhd. (60%)	29 March 2006 (RM3,840,100.00)(a) (RM30,000,000.00)(b)	Cultivation of oil palms	In Sri Aman, Sarawak
SOP Properties Sdn. Bhd. (100%)	11 September 2001 (RM40,000,000.00)	Property development	In Miri, Sarawak
SOP Industries Sdn. Bhd. (100%)	9 January 2007 (RM126,176,500.00)	Investment holding	In Miri, Sarawak
SOP Edible Oils Sdn. Bhd. (wholly-owned by SOP Industries Sdn. Bhd.)	5 February 2001 (RM40,000,000.00)	Refining and trading of palm products	In Bintulu, Sarawak
SOP Green Energy Sdn. Bhd. (wholly-owned by SOP Industries Sdn. Bhd.)	11 December 2002 (RM48,000,000.00)	Manufacturing of biodiesel	In Bintulu, Sarawak
SOP-Pelita Developments Sdn. Bhd. (65%)	25 November 2009 (RM100,000.00)	Inactive	In Miri, Sarawak
SOP Agro Sdn. Bhd. (100%)	11 July 2012 (RM1,000,000.00)	Processing oil palm by-products into fertilizers	In Miri, Sarawak
Setia Wiramaju Sdn. Bhd. (58.91% held by SOP Plantations (Beluru) Sdn. Bhd.) (3.83% held by SOPB)	10 February 2010 (RM100,000.00)(a) (RM1,500,000.00)(b)	Management and maintenance of roads and barges	In Miri, Sarawak

\* (a) Ordinary Share  
(b) Preference Share

Name of company (percentage interest held)	Date of Incorporation (Issued capital)*	Principal activity	Principal place of operation
Subur Asiamas Sdn. Bhd. (70% held by SOP Foods Sdn. Bhd.)	21 May 2013 (RM500,000.00)	Packing and distribution of food products	In Bintulu, Sarawak
SOP Transport Sdn. Bhd. (100%)	25 April 2013 (RM10,000,000.00)	Transportation services	In Miri, Sarawak
SOP Foods Sdn. Bhd. (wholly-owned by SOP Industries Sdn. Bhd.)	4 September 2014 (RM3,000,000.00)	Manufacturing, trading and distribution of foods products and cooking oil	In Bintulu, Sarawak
SOP Properties (Mortgage) Sdn. Bhd. (wholly-owned by SOP Properties Sdn.Bhd.)	8 May 2015 (RM100,000.00)	Inactive	In Miri, Sarawak
SOP Nutraceuticals Sdn. Bhd. (wholly-owned by SOP Industries Sdn. Bhd.)	25 November 2015 (RM100,000.00)	Selling and distribution of health and food products	In Bintulu, Sarawak
Asia Oils Pte. Ltd. (Wholly owned by SOP Edible Oils Sdn. Bhd.)	3 June 2016 (USD10,000,000.00)	Sales and marketing agents and trading of palm products	In Singapore
Asia Oils Investment Pte. Ltd. (100%)	3 June 2016 (SGD5,950,000.00)	Investment holding	In Singapore
SOP Plantations (Murum) Sdn. Bhd. (100%)	30 October 2009 (RM252,000,000.00)	Cultivation of oil palms and operation of palm oil mill	In Kapit, Sarawak
Murum Trading Sdn. Bhd. (100%)	9 March 2017 (RM100.00)	Convenience store	In Kapit, Sarawak
Titian Megamas Sdn. Bhd. (100%)	27 February 2017 (RM100,000.00)	Inactive	In Miri, Sarawak
Asia Oil Captive Pte. Ltd. (100%)	16 May 2017 (USD124,850.00)	Rendering of captive reinsurance services	In Labuan, Wilayah Persekutuan
TSEA Sdn. Bhd. (70% held by SOP Foods Sdn. Bhd.)	9 January 1992 (RM500,000.00)	Packing and distribution of cooking oil	In Sandakan, Sabah
Seaworth Pte. Ltd. (50% held by Asia Oils Investment Pte. Ltd.)	23 January 2019 (USD19,050,000.00)	Investment holding	In Singapore
SOP Capital Sdn. Bhd.	30 August 2019 (RM2.00)	Inactive	In Miri, Sarawak

Transacting Companies			Period of business relationship with the Group
SY Trading	18 August 1988 (RM10,000,000.00)	Supply of spare parts, air-conditioner, tyres, mild steel plate, cement and others	19 years
HQ	8 February 1977 (RM1,000,000.00)	Supply of sand and quarry stone and providing truck transportation services	17 years
DLT	26 August 1991 (RM500,000.00)	Supply of machineries and spare parts	16 years
DLM	19 November 1984 (RM1,500,000.00)	Supply of machineries and spare parts	15 years
LMSB	24 November 1994 (RM5,000,000.00)	Supply of fresh fruit bunch	11 years
SYFSB	22 January 1997 (RM16,675,000.00)	Supply of fresh fruit bunch	14 years
MTSB	14 November 1995 (RM10,000,000.00)	Land transport services	16 years
BJSB	9 February 2004 (RM20,000,000.00)	Supply of motor vehicles	14 years
PSB	17 January 1997 (RM5,000,000.00)	Purchase of fresh fruit bunch, crude palm oil and/or palm kernel	13 years
SY Shipping	31 March 1990 (RM10,000,000.00)	Shipping services	5 years
SYCSB	12 April 1996 (RM3,000,000.00)	Supply of chemical product	5 years
DSSB	26 May 2004 (RM145,500,000.00)	Supply of fresh fruit bunch	4 years
DSepong	4 August 2004 (RM7,600,000.00)	Supply of fresh fruit bunch	4 years
SPSB	25 September 1996 (RM100,000.00) <sup>(a)</sup> (RM51,000.00) <sup>(b)</sup>	Supply of fresh fruit bunch	4 years

\* (a) Ordinary Share  
(b) Preference Share

Transacting Companies			Period of business relationship with the Group
DLSB	26 May 2004 (RM5,100,000.00)	Supply of fresh fruit bunch	4 years
BMSB	17 April 2017 (RM2,500,000.00)	Supply of motor vehicles and services	3 years
DLI	12 November 1991 (RM2,500,000.00)	Provision of services of heavy machineries and vehicles	3 years
SYAgri	23 June 1999 (RM6,500,000.00)	Supply of fresh fruit bunch	<1 year

**Note: All the above companies are incorporated in Malaysia**

- \* (a) Ordinary Share
- (b) Preference Share

## 2.4 Rationale for and Benefit of the Proposed Shareholders' Mandate

The related party transactions entered or to be entered into by the Group are all in the ordinary course of business. There are recurring transactions of revenue or trading nature, which are likely to occur with some degree of frequency and at any time.

In view of the time-sensitive nature and frequency of these transactions, it is impractical to seek shareholders' approval on a case-by-case basis before entering into such related party transactions. As such, the Board seeks shareholders' mandate pursuant and subject to Paragraph 10.09 of the Listing Requirements for the related party transactions to allow the Group to enter into such Recurrent Related Party Transactions made on an arms' length basis and on normal commercial terms and are on terms not more favourable to the related party than those generally available to the public, which are not prejudicial to the interests of the minority shareholders whatsoever.

By obtaining the Proposed Shareholders' Mandate and the renewal of the same on an annual basis, the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when related party transactions recurs will not arise. As such, this will inevitably reduce substantial administrative time, inconvenience and expenses associated with the convening of such meeting, without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group.

SOPB in the ordinary course of business, require land clearing and development services, the supply of gravel for road construction and maintenance, the supply of diesel, petroleum, lubricants and spare parts for the tractors and machinery used in the estate of the oil palm plantation. In this respect, the Mandated Related Parties which are financially stable, have emerged as the parties that gave the most competitive quotation and have over the years established good long-standing business relationship with SOPB with their good and prompt services.

## 2.5 Review Methods and Procedures

To ensure that such Recurrent Related Party Transactions are conducted at arm's length and on normal commercial terms consistent with the Group's usual business practices and policies and will not in any manner whatsoever be prejudicial to minority shareholders, the management will ensure that transactions with the related party will only be entered into after due consideration on the quotation of price, level of service, quality of products and the corporate objectives of the Group. These include transacting at the prevailing market rates/prices of the service or product provider's usual commercial terms, business practices and policies (including, where applicable, preferential rates and discounts accorded to a class or classes of customers or for bulk purchases) or otherwise in accordance with applicable industry norms.

At least 2 other contemporaneous transactions with unrelated third parties for similar products, services and/or qualities will be used as comparison, whenever possible, to determine whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other related third parties for the same or substantially similar type of products/services and/or qualities. In the event that quotation or comparative pricing from unrelated third parties cannot be obtained (for instance, if there are no unrelated third party vendors/customers of similar products or services, or if the product/service is a proprietary item), costing method used in determining transaction price will be examined to ensure that the Recurrent

Related Party Transaction is not detrimental to the listed issuer or its group of companies.

Disclosure will be made in the annual report of the Company for the breakdown of the aggregate value of transactions conducted pursuant to the Proposed Shareholders' Mandate during the financial year based on information such as the type of the recurrent transactions made and the names of the related parties involved in each type of the recurrent transactions made and their relationship with the company. Disclosure will also be made in the annual reports for subsequent financial years during which the shareholders' mandate remain in force.

The following will be implemented and observed in order to achieve the above:-

- (i) To notify the Company's subsidiaries the Mandated Related Parties and that all Recurrent Related Party Transactions are required to be undertaken on an arm's length basis and on normal commercial terms and on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders;
- (ii) All Recurrent Related Party Transactions will be reviewed by at least one (1) from senior management and the Group Chief Executive Officer. Senior management consists of Heads of Departments;
- (iii) A register will be maintained by the Company to record all Recurrent Related Party Transactions which are entered into pursuant to the Recurrent Related Party Transaction mandate (hereinafter referred to as "RRPT Mandate");
- (iv) The annual internal audit plan shall incorporate a review of all Recurrent Related Party Transactions entered into pursuant to the RRPT Mandate to ensure that the relevant approvals have been obtained and the review procedures in respect of such transactions are adhered to;
- (v) The Board and the Audit Committee shall renew the terms of the Recurrent Related Party Transaction and have reviewed the procedures and shall continue to review the procedures as and when required, with the authority to sub-delegate to individuals or committees within the Company as they deem appropriate. If a member of the Board or Audit Committee of SOPB has an interest, as the case may be, he will abstain from any decision making by the Board or Audit Committee of SOPB in respect of the said transaction.

## **2.6 Details of the sums due and owing by the related parties pursuant to a RRPT Mandate which exceeded the credit term as at 31 December 2019**

There is no amount due and owing to the SOPB Group which has exceeded the credit term, by its related parties pursuant to Recurrent Related Party Transactions.

## **2.7 Statement from Audit Committee**

The Audit Committee of the Company has seen and reviewed the procedures mentioned in Section 2.5 above and are of the view that the said procedures are sufficient to ensure that the Recurrent Related Party Transactions are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company. Members of the Audit Committee who have interest in the Recurrent Related Party Transactions will abstain from participating in reviewing the transactions.

SOPB has in place adequate procedures and processes to monitor, track and identify Recurrent Related Party Transactions in a timely and orderly manner, which procedures and process are reviewed on a quarterly basis by the Audit Committee.

## **2.8 Validity period of the Proposed Shareholders' Mandate**

The Proposed Shareholders' Mandate, if approved at the AGM is subject to annual renewal. In this respect, any authority conferred by the Proposed Shareholders' Mandate for the Recurrent Related Party Transactions shall only continue to be in force until:

- a) the conclusion of the next Annual General Meeting ("AGM") of the Company;

- b) the expiration of the period within which the next AGM of SOPB subsequent to the date it is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- c) revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier.

## 2.9 Threshold of the approval of RRPTs

There are no specific thresholds for approval of RRPTs within the Group. However, all RRPTs are subject to the approval of the appropriate levels of authority as determined by the senior management and/or the Board from time to time, subject to the provisions in the Listing Requirements and/or the Act, where necessary. Where any Director has an interest (direct or indirect) in any RRPT, such Director shall abstain.

## 3. EFFECT OF THE PROPOSED SHAREHOLDERS' MANDATE INTEREST

The Proposed Shareholders' Mandate will not have any impact on the issued and paid-up share capital and major shareholders' shareholdings of SOPB and it will not have any significant impact on the NTA and earnings of the SOPB Group.

## 4. APPROVAL REQUIRED

The Proposed Shareholders' Mandate is subject to approval from shareholders of the Company at the forthcoming AGM.

## 5. DIRECTORS' AND MAJOR SHAREHOLDERS' INTEREST

The direct and indirect interest of Directors and Major Shareholders of SOPB who are interested in the Proposed Shareholder's mandate for Recurrent Related Party Transactions as at **19 May 2020** are as follows: -

Interest in SOPB		Direct	Indirect
Major shareholders of SOPB	SYHSB	-	28.51% <sup>(1)</sup>
	Tan Sri Datuk Ling Chiong Ho	7.01%	28.51% <sup>(2)</sup>
Directors of SOPB	Ling Chiong Sing	-	28.51% <sup>(3)</sup>
	Ling Lu Kuang	-	9.748% <sup>(4)</sup>
	Tang Tiong Ing	0.01%	0.03% <sup>(5)</sup>

### Note

- (1) SYHSB, a major shareholder of SOPB with indirect interest of 28.51% held through SYPSB, SYPSB is wholly owned by Shin Yang Corporation Sdn. Bhd. and Shin Yang Corporation Sdn. Bhd. is, in turn, wholly owned by SYHSB.
- (2) Tan Sri Datuk Ling Chiong Ho, Group Executive Chairman and major shareholder of SOPB, with direct interest of 7.01% and indirect interest of 28.51% in SOPB held through SYHSB.
- (3) Ling Chiong Sing, Non-Executive Director with indirect interest of 28.51% in SOPB held through SYHSB.
- (4) Ling Lu Kuang, Non-Executive Director with indirect interest of 9.748% held through Agape International Pte. Ltd.
- (5) Tang Tiong Ing, Non-Executive Director with indirect interest of 0.03% held through his spouse.

Save as disclosed above, none of the other directors or major shareholders of SOPB or persons connected with them have any interests (direct or indirect) in the said Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a revenue or trading Nature.

Accordingly, the interested director, namely Tan Sri Datuk Ling Chiong Ho, Ling Chiong Sing, Ling Lu Kuang and Tang Tiong Ing have abstained and will continue to abstain from Board deliberations and voting in respect of the Proposed Shareholders' Mandate.

Tan Sri Datuk Ling Chiong Ho and Ling Chiong Sing, the interested director and major shareholder of the Mandated Related Parties and SOPB and persons connected to him who are deemed interested in the Proposed Shareholders' Mandate will abstain from voting in respect of their direct and indirect shareholdings on the resolution approving the Proposed Shareholders' Mandate.

In addition, the above directors and major shareholders have undertaken to ensure that persons connected with them will abstain from voting in respect of their direct and indirect shareholdings on the resolution pertaining to the Proposed Shareholders' Mandate.

#### **6. RECOMMENDATION FROM DIRECTORS**

After due consideration of all aspects of the Proposed Shareholders' Mandate, the Board, (except the interested directors who had abstained from making any opinions in respect of the Proposed Shareholders' Mandates) is of the opinion that the Proposed Shareholders' Mandate are in the best interests of the SOPB Group.

Accordingly, the Board (except for Tan Sri Datuk Ling Chiong Ho, Ling Chiong Sing, Ling Lu Kuang and Tang Tiong Ing being the interested directors as mentioned in Section 5 above) recommends that the shareholders vote in favour of the resolution to be tabled at the Company's forthcoming AGM to give effect to the Proposed Shareholders' Mandate.

#### **7. ANNUAL GENERAL MEETING**

The AGM of the Company for the financial year ended 31 December 2019, will be held at the Conference Room of Imperial Hotel, Jalan Pos, 98000 Miri, Sarawak on 15 July 2020 at 10.00 a.m. for the purpose of considering and, if though fit, passing, inter alia, the resolution on the Proposed Shareholders' Mandate under the agenda of Special Businesses as set out in the said Notice of AGM.

If you are unable to attend the AGM in person, please complete and return the "Form of Proxy" to the registered office of SOPB not less than 48 hours before the time fixed for the Meeting. The "Form of Proxy" should be duly completed strictly in accordance with the instruction printed therein. The lodging of the "Form of Proxy" does not preclude you from attending and voting in person at the Meeting should you subsequently wish to do.

#### **8. FURTHER INFORMATION**

Shareholders are requested to refer to the attached Appendix I contained in this Circular for further information.

Yours faithfully,  
For and on behalf of the Board of Directors  
SARAWAK OIL PALMS BERHAD

**Fong Yoo Kaw @ Fong Yee Kow, Victor**  
**Independent Non-Executive Director**

**PART B**

**CIRCULAR TO SHAREHOLDERS OF THE COMPANY IN RELATION TO THE PROPOSED  
ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY**



## TABLE OF CONTENTS

---

### PART B

#### LETTER FROM THE BOARD TO SHAREHOLDERS OF THE COMPANY IN RELATION TO THE PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY CONTAINING

	Page
1. INTRODUCTION.....	11
2. DETAILS OF THE PROPOSED ADOPTION.....	11
3. RATIONALE OF THE PROPOSED ADOPTION.....	11
4. EFFECT OF THE PROPOSED ADOPTION .....	12
5. APPROVAL REQUIRED.....	12
6. INTEREST OF DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND/OR PERSON CONNECTED TO THEM.....	12
7. DIRECTORS' REMUNERATION.....	12
8. AGM.....	12
9. FURTHER INFORMATION.....	12

## **DEFINITIONS**

---

For the purpose of this circular, except where the context otherwise requires, the following definitions shall apply throughout this Circular.

“Act”	:	Companies Act 2016, as amended from time to time
“AGM”	:	Annual General Meeting
“Board”	:	Board of Directors of the Company
“Bursa Securities”	:	Bursa Malaysia Securities Berhad (635998-W)
“Constitution”	:	The Constitution of SOPB
“Circular”	:	This circular/statement issued by SOPB to its shareholders dated 17 June 2020
“Director”	:	The Director of SOPB
“Listing Requirements”	:	The Listing Requirements of Bursa Securities including any amendment thereto that may be made from time to time.
“SOPB” or “the Company”	:	Sarawak Oil Palms Berhad
“SOPB Group” or “the Group”	:	SOPB and its subsidiary companies.
“M&A”	:	Memorandum and Articles of SOPB
“Proposed Adoption”	:	Proposed Adoption of new Constitution of SOPB in place of existing M&A of SOPB.

**[ THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK ]**



## **SARAWAK OIL PALMS BERHAD**

Registration No.196801000358 (7949-M)

*(Incorporated in Malaysia)*

### **Registered Office:**

No. 124-126,  
Jalan Bendahara  
98000 Miri, Sarawak

Date: 17 June 2020

### **The Board of Directors**

*Tan Sri Datuk Ling Chiong Ho (Group Executive Chairman)*

*Mr. Ling Chiong Sing*

*Mr. Ling Lu Kuang*

*Mr. Tang Tiong Ing*

*En. Kamri Bin Ramlee*

*Dr. Lai Yew Hock*

*Mr. Fong Yoo Kaw @ Fong Yee Kow*

*Mr. Chua Chen San*

*Datuk Amar Haji Ahmad Tarmizi Bin Haji Sulaiman*

*Pn. Hasmawati Binti Sapawi [Alternate Director to Datuk Amar Haji Ahmad Tarmizi Bin Haji Sulaiman]*

*Monaliza Binti Zaidel*

### **To: The Shareholders of Sarawak Oil Palms Berhad**

Dear Sir/Madam

### **Proposed Adoption of New Constitution of the Company**

#### **1. Introduction**

The Company had on 22 May 2020 announced to Bursa Securities of its intention to seek Shareholders' approval on the Proposed Adoption.

Part B of this Circular is to provide shareholders with information on the Proposed Adoption, to set out the Board's recommendation thereof and to seek shareholders' approval on the special resolution in relation the Proposed Adoption to be tabled at the forthcoming AGM.

#### **2. Details of the Proposed Adoption**

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

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

#### **3. Rationale of the Proposed Adoption**

The Proposed Adoption is primarily for the purposes of streamlining the Company's existing M&A to be aligned with the Act which came into force on 31 January 2017, the updated

provision of the Listing Requirements and any prevailing statutory and regulatory requirements as well as to render clarity and consistency throughout.

**4. Effect of the Proposed Adoption**

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

**5. Approval Required**

The Proposed Adoption is subject to the approval of the shareholders at the forthcoming AGM by way of special resolution.

**6. Interests of Directors, Substantial Shareholders and/or person connected to them**

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

**7. 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. Accordingly, the Board recommends that shareholders vote in favour of the special resolution in respect of the Proposed Adoption to be tabled at the forthcoming AGM.

**8. Annual General Meeting**

The AGM of the Company for the financial year ended 31 December 2019, will be held at the Conference Room of Imperial Hotel, Jalan Pos, 98000 Miri, Sarawak on 15 July 2020 at 10.00 a.m. for the purpose of considering and, if though fit, passing, inter alia, the resolution on the Proposed Adoption under the agenda of Special Resolution as set out in the said Notice of AGM.

If you are unable to attend the AGM in person, please complete and return the "Form of Proxy" to the registered office of SOPB not less than 48 hours before the time fixed for the Meeting. The "Form of Proxy" should be duly completed strictly in accordance with the instruction printed therein. The lodging of the "Form of Proxy" does not preclude you from attending and voting in person at the Meeting should you subsequently wish to do.

**9. Further Information**

Shareholders are requested to refer to Appendices I and II of this Circular for additional information.

Yours faithfully,  
For and on behalf of the Board of Directors  
SARAWAK OIL PALMS BERHAD

**FURTHER INFORMATION****1. DIRECTORS' RESPONSIBILITY**

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

**2. MATERIAL LITIGATION, CLAIMS OR ARBITRATION**

As at 17 June 2020, being the latest practicable date prior to the printing of this Circular, SOPB Group is not engaged in any material litigation, claims and arbitration, either as plaintiff or defendant, which has a material effect on the business or financial position of the SOPB Group and the Board has no knowledge of any proceeding pending or threatened against SOPB Group or of any fact likely to give rise to any proceeding which might materially and adversely affect the business or financial position of SOPB Group.

**3. MATERIAL CONTRACTS**

There are no material contracts which have been entered into by SOPB and its subsidiaries during the 2 years preceding the date of this Circular, other than that entered into the ordinary course of business.

**4. SERVICE CONTRACTS AND MANAGEMENT AGREEMENTS**

At the date of this Circular, there are no existing or proposed management agreements or service contract entered/to be entered into between SOPB and its subsidiary companies with its directors.

**5. DOCUMENTS FOR INSPECTION**

The following documents will be available for inspection at the registered address of SOPB at No. 124-126, Jalan Bendahara, 98000 Miri from Mondays to Fridays (except public holidays) from the date of this Circular to the time set for convening the AGM:

- a) Memorandum and Articles of Association of SOPB;
- b) Audited Accounts of SOPB and SOPB Group for the past two financial years ended 31 December 2018 and 2019;
- c) Unaudited results of SOPB Group for the three (3) months period ended 31 March 2020.

**[ THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK ]**

**Registration No.**

<b>REGISTRATION NO. 196801000358 (7949-M)</b>
---

**THE COMPANIES ACT, 2016**

**MALAYSIA**

---

**PUBLIC COMPANY LIMITED BY SHARES**

---

**CONSTITUTION**

**OF**

**SARAWAK OIL PALMS BERHAD  
REGISTRATION NO. 196801000358 (7949-M)**

**APPENDIX II – DETAILS OF THE PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

**Registration No.**

**196801000358  
(7949-M)**

**THE COMPANIES ACT, 2016  
MALAYSIA  
PUBLIC COMPANY LIMITED BY SHARES  
CONSTITUTION  
OF  
SARAWAK OIL PALMS BERHAD**

1.	The name of the Company is SARAWAK OIL PALMS BERHAD.	<i>Name of Company</i>
2.	The registered office of the Company is situated in Malaysia.	<i>Registered Office</i>
3.	Section 21 of the Act shall apply to the Company and the Company shall be capable of exercising all the functions of a body corporate and have the full capacity to carry on or undertake any business or activity and shall for these purposes have the full rights, powers and privileges as contained in the Act including but not limited to the following objects:	<i>Company has unlimited capacity</i>
	(a) to carry on the business of planters, growers, cultivators, managers and exporters of oil palms, rubber, gutta percha, durian, coconuts, tapioca, balata, coffee, cocoa, tea, cinchona and any other agricultural and natural products of any kind, and to manufacture, produce, refine, crush, process, convert, formulate, treat, prepare, buy, sell, trade, export, import, and render marketable all or any of the foregoing commodities, derivatives, products, by-products, waste, residues or merchandise either in their raw or manufactured state and in any manner thought convenient or advisable;	
	(b) to carry on business as manufacturers, producers, processors, refiners, crushers, buyers, sellers, dealers, importers, exporters, wholesalers, retailers, distributors, brokers, stockists, agents and any other downstream activities relating to oil palms and any other agricultural and natural products of any kind, and to formulate, develop, research, make marketable and otherwise deal either as principals or agents in value-added products of any description; and	
	(c) to carry on the business of an investment holding company, and in particular to invest the moneys of the Company in or otherwise to acquire and hold shares, stocks, debentures, scrips, loans, bonds, obligations, notes, securities and investment issued by companies, governments, corporations, body or trusts in any part of the world.	
4.	The objects set forth in any sub-article of Article 3 shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so required, be in any way limited to or restricted by reference or inference from any object or objects set forth in such sub-article or from the terms of any other sub-article or by the name of the Company. The Company shall have the full power to exercise all or any of the rights, powers and privileges to achieve or to endeavour to achieve all or any of the objects, conferred by or in accordance with the Act and this Constitution.	<i>Objects shall not be restrictively construed</i>
5.	The Liability of the Members is limited.	<i>Members' liabilities</i>

**APPENDIX II – DETAILS OF THE PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

**INTERPRETATION**

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

<b>Words</b>		<b>Meanings</b>	<i>Definitions</i>
Act	... ..	The Companies Act, 2016 or any statutory modification, amendment or re-enactment thereof for the time being in force.	
Alternate Director	... ..	Any person who has been nominated by a Director of the Company, and appointed and for the time being holds office as an alternate of that Director in accordance to the provisions of this Constitution.	
Applicable Laws	... ..	All laws, by-laws, regulations, rules, orders, and/or official directions for the time being in force affecting the Company, including but not limited to the Act, the Securities Laws, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and every other law for the time being in force concerning companies and affecting the Company and any other directives or requirement imposed on the Company by the Securities Commission and/or any 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.	
Auditor	... ..	An Auditor of the Company who is registered under Part IIIA of the Securities Commission Act, 1993.	
Authorised Nominee	... ..	A person who is authorised to act as nominee as specified under the Rules.	
Beneficial Owner	... ..	In relation to Deposited Securities, the ultimate owner of the Deposited Securities who is entitled to all rights, benefits, powers and privileges and is subject to all liabilities, duties and obligations in respect of, or arising from, the Deposited Securities and does not include a nominee of any description.	
Board	... ..	The Board of Directors for the time being of the Company.	
Books Closing Date	... ..	The specified time and date set by the Company for the purpose of determining entitlements to Dividends, interest, new Securities or other distributions or rights of holders of its Securities.	
Central Depositories Act	... ..	Securities Industry (Central Depositories) Act 1991, or any statutory modification, amendment or re-enactment thereof for the time being in force.	
Constitution	... ..	This Constitution as originally framed or as altered from time to time by special resolution.	
Convertible Securities	... ..	Securities which are convertible or exercisable by the holders, or automatically, by their terms of issue, into shares or stocks.	



**APPENDIX II – DETAILS OF THE PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

Company	... ..	Sarawak Oil Palms Berhad [Registration No. 196801000358(7949-M)], the abovenamed Company by whatever name from time to time called.
Deposited Security	... ..	A security standing to the credit of a securities account as defined in the Central Depositories Act including securities in a securities account that is in suspense.
Depositor	... ..	A holder of a securities account as defined in the Central Depositories Act.
Depository	... ..	Bursa Malaysia Depository Sdn. Bhd. [Registration No. 198701006854 (165570-W)] which expression shall include any successors thereof.
Dividend	... ..	Include bonus.
Directors	... ..	The Directors for the time being of the Company or such number of them who has authority to act for the Company.
the Executive Directors	... ..	Means salaried Directors who are full time working Directors.
Non-Executive Directors	... ..	Means the Directors who do not hold any salaried appointment with the Company and only receives fees laid down in the Constitution of the Company or as determined by the Members at their General Meeting.
Exchange/ Stock Exchange/ Bursa Securities	... ..	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)] which expression shall include any successors thereof.
Exempt Authorised Nominee	... ..	An authorised nominee, as defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
Main Listing Requirements	... ..	Bursa Malaysia Securities Berhad Main Market Listing Requirements including any amendment to Bursa Malaysia Securities Berhad Main Market Listing Requirements that may be made from time to time.
Market Day	... ..	A day on which the stock market of the Exchange is open for trading in Securities.
Member	... ..	Any person/persons for the time being holding Shares in the Company and whose names appear in the Register of Members and the Depositors whose names appear on the Record of Depositors (except the Depository)..
Month	... ..	Calendar month.
Non-Deposited Securities	... ..	A security of the Company which is not a Deposited Security.
Office	... ..	The registered office for the time being of the Company.
Proxy	... ..	Includes attorneys duly appointed under a valid power of attorney.

**APPENDIX II – DETAILS OF THE PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

Record of Depositors	... ..	A record provided by the Depository to the Company or its registrars or its issuing house pursuant to chapter 24.0 of the Rules.
RM/Ringgit Malaysia	... ..	Ringgit Malaysia or such similar units in Malaysia.
Rules	... ..	The Rules of the Depository and any modifications or amendments to the same that may be made from time to time.
Register	... ..	The Register of Members of the Company to be kept pursuant to the Act and unless otherwise expressly stated to the contrary under the Rules of Depository.
Securities Account	... ..	Shall have the same meaning as that assigned to it under Section 2 of the Central Depositories Act.
Securities	... ..	Shall have the same meaning as that assigned to it in Section 2 of the Capital Markets and Services Act 2007.
Seal	... ..	The common seal of the Company.
Share	... ..	A share in the share capital of the Company and includes stock except where a distinction between stock and shares is expressed or implied.
Share Seal	... ..	Means the Official Seal of the Company for share certificates permitted under Section 63 of the Act.
Secretary	... ..	Any person or persons appointed to perform the duties of the secretary of the Company and shall include joint secretary .

Writing shall include printing and lithography and any other mode or modes of representing or reproducing words in a visible form.

Words importing the singular number only shall include the plural number and vice versa.

Words importing masculine gender only include the feminine gender and neuter gender and vice versa.

Words importing persons shall include corporations and companies.

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

*Expressions in Act defined to bear same meaning in Constitution*

The headings and subheadings and marginal notes where they appear in this Constitution are for convenience of reference only and shall not in any way affect the interpretation or construction of this Constitution.

*Heading, subheadings and marginal notes not to affect interpretation*

**APPENDIX II – DETAILS OF THE PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

7.	The Share Capital of the Company is its issued share capital. The Shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively and preferential, deferred or other special rights, privileges, conditions or restrictions as to Dividends, capital, voting or otherwise.	<i>Share capital</i>
8.	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, the Main Listing Requirements and the Act and to the provisions of any resolution of the Company, Shares in the Company may be issued by the Directors, who may allot, or otherwise dispose of such Shares to such persons, on such terms and conditions, with such monetary denominations, preferred, deferred or other special rights, and subject to such restrictions and at such times as the Directors may determine but the Directors in making any issue of Shares shall comply with the following conditions :-	<i>Issue and allotment of Shares</i>
	(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 a controlling interest in the Company to any person, company or syndicate without the prior approval of the Members in general meetings;	
	(c) every issue of Shares or options to employees and/or the Directors shall be approved by the Members in general meeting and no Director shall participate in such issue of Shares UNLESS the Members in general meeting have approved of the specific allotment to be made to such Directors;	
	(d) subject to provision on the allotment of Shares to Director and notwithstanding the existence of a resolution pursuant to Section 76 of the Act, the Company must ensure that it shall not issue any Shares or Convertible Securities if the total number of those Shares or Convertible Securities, when aggregated with the total number of any such Shares or Convertible Securities issued during the preceding twelve (12) Months, exceeds ten per cent (10%) of the total number of the issued and paid-up capital (excluding treasury shares) of the Company except where the Shares or Convertible Securities are issued with the prior approval of the shareholders in general meeting of the precise terms and conditions of the issue;	
	(e) in working out the number of Shares or Convertible Securities that may be issued by the Company, if the Security is a Convertible Security, each such Security is counted as the maximum number of Shares into which it can be converted or exercised;	
9.	(a) The Company must ensure that all new issue of Shares for which listing is sought on the Exchange are made by way of crediting the Securities Accounts of the allottees with such shares save and except where it is specifically exempted from compliance with Section 38 of the Central Depositories Act, in which event it shall so similarly be exempted from compliance with the Main Listing Requirements. For this purpose, the Company must notify the Depository of the names of the allottees and all such particulars required by the Depository, to enable the Depository to make the appropriate entries in the Securities Accounts of such allottees.	<i>New issue of Shares</i>
	(b) The Company must not cause or authorise its registrars to cause the Securities Accounts of the allottees to be credited with the additional Shares until after it has filed with the Exchange an application for listing of such additional Shares and been notified by the Exchange that they have been authorised for listing.	<i>Crediting shares</i>
10.	(a) Subject to the Act, any preference shares may with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company, liable to be redeemed on such terms and in such manner as may be provided for by this Constitution but subject at all times to the provisions of the Act and the Directors may, redeem such shares on such terms and in such	<i>Rights preference shareholders</i>

**APPENDIX II – DETAILS OF THE PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

	<p>manner and at such price as they think fit. If the Company at any time issues preference shares, it shall indicate at the same time whether it reserve the right to issue further preference capital ranking equally with or in priority to the preference shares already issued. .</p>	
	<p>(b) Preference shareholders shall have the same rights as ordinary shareholders as regards receiving notices, reports and audited accounts or financial statements and attending general meetings of the Company.</p>	
	<p>(c) Preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the share capital or winding up or during winding up of the Company or sanctioning a sale of the whole of the Company's property, business and undertaking, or where the proposition to be submitted to the meeting directly affects their rights and privileges, or when the Dividend or part of the Dividend on the preference shares is in arrears for more than six (6) Months and be entitled to a return of capital when the Company is wound up in accordance with Article 11.</p>	
11.	<p>Notwithstanding Article 12 hereof the repayment of preference share capital other than redeemable preference shares, or any other alteration of preference shareholder's 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 three-fourths (3/4) of the preference shares concerned within two (2) Months of the meeting shall be as valid and effectual as a special resolution carried at the meeting. Notwithstanding the provisions of any of this Constitution, the holder of a preference share must be entitled to a return of capital in preference to holders of ordinary shares when the Company is wound up.</p>	<i>Repayment of preference capital</i>
12.	<p>Subject to the Main Listing Requirements, if at any time the share capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by terms of issue of the Shares of that class) may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths (3/4) of the issued Shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the Shares of the class. To every such separate general meeting, the provisions of this Constitution relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be two (2) persons at least holding or representing by Proxy, one-third (1/3) of the issued Shares of the class and that any holder of Shares of the class present in person or by Proxy may demand a poll. To every such special resolution, the provisions of Section 292 of the Act shall, with such adaptations as are necessary, apply.</p>	<i>Modification class rights</i>
13.	<p>Subject to the Act and the Main Listing Requirements, the rights conferred upon the holders of the Shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or in all respects pari passu therewith.</p>	<i>Ranking of class rights</i>
14.	<p>The Company may exercise the powers of paying commission conferred by the Act, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act, and the rate of the commission shall not exceed the rate of ten per cent (10%) of the price at which the Shares in respect whereof the same is paid are issued or an amount equal to ten per cent (10%) of that price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid Shares or partly in one way and partly in the other. The Company may also on any issue of Shares pay such brokerage as may be lawful.</p>	<i>Power to pay commission and brokerage on subscription of Shares</i>
15.	<p>Where any Shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings, or the provision of any plant which cannot be made profitable for a long period, the Company may pay interest or returns on such share capital as is for the time being paid up for the period and subject to the</p>	<i>Interest on share capital during construction</i>

---

**APPENDIX II – DETAILS OF THE PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

---

conditions and restrictions mentioned in Section 130 of the Act and may charge the same to the share capital as part of the cost of the construction or provision.

16. Except as required by law, no person shall be recognized by the Company as holding any Share upon any trust, and the Company shall not be bound by or be compelled in any way to recognize (even with notice thereof) any equitable, contingent, future or partial interest in any Share or any unit of Share or (except only as by this Constitution or by law otherwise provided) any other right in respect of any Shares, except an absolute right to the entirety thereof in the registered holder. *Trusts not to be recognized*

### **CERTIFICATES**

17. (a) Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Company shall not be required to issue share certificates unless an application is made by the Depository or Non-Depository Securities holder (for Non-Deposited Securities) in which case the Company shall issue such share certificates in reasonable denominations to the Depository (or its nominees) or the Non-Deposited Securities holder, as the case may be, within sixty (60) days from the date of the application and send to the Depository or Non-Deposited Securities holder. Any reference to “share certificates” includes jumbo certificate issued to the Depository. *Certificates*

Every certificate shall be issued under the Seal and bear the signatures or the autographical signatures reproduced by mechanical, electronic and/or by any other means of one (1) Director and the Secretary or a second Director or such other person as may be nominated by the Directors, and shall specify the Company’s name, the class of shares to which it relates, and the number of shares held.

- (b) Subject to the provisions of the Act, the Central Depositories Act and the Rules, if any share certificate shall be defaced, worn out, destroyed, lost or stolen, it may be renewed on such evidence being produced and a letter of indemnity (if required) being given by the Depository or Non-Deposited Securities holder. In the case of defacement or wearing out, on delivery of the old certificate, and in any case on payment of such sum not exceeding Ringgit Malaysia Fifty (RM50.00) only per certificate or such other sum as may from time to time be permitted by the Exchange as the Directors may determine. In the case of destruction, loss or theft of a share certificate, the Depository or Non-Depository Securities holder to whom such renewed certificate is given, shall also bear the loss and pay the Company all expenses incidental to the investigations by the Company of the evidence of such destruction, loss or theft. If the Depository or Non-Depository Securities Holder requires more than one share certificate in respect of Shares registered in its name, it shall pay such fee as shall be determined by the Directors and/or the Exchange. *New certificates*
- (c) Notwithstanding anything to the contrary in this Constitution, in the case of Non-Deposited Securities which are jointly owned by several persons, it shall be sufficient for the Company to deliver the share certificate to any one of the holders pursuant to Article 17(a).

18. Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Company shall allot and/or issue Securities, despatch notices of allotment to the successful allottees and make an application for the quotation of such Securities within such period as may be prescribed or allowed by the Exchange from time to time whether such issue is with regard to a rights issue, bonus issue, issuance of Shares pursuant to an employee share option scheme, or issuance of Shares pursuant to an exercise of a right or conversion or any other issue of Securities. *Allotment and despatch notices of allotment*

---

**APPENDIX II – DETAILS OF THE PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

---

**LIEN**

19. Subject to the Main Listing Requirements, the Company shall have a first and paramount lien on every Share (not being a fully paid share) for all money due and unpaid in respect of that Share and the Company shall be entitled to charge interest thereon, not exceeding eight per cent (8%) per annum or such other rate as the Directors may determine and the Company shall also have a first and paramount lien on every Share (other than a fully paid Share) registered in the name of a Member or a deceased Member for such amounts as the Company may be called upon by law to pay and which the Company has paid in respect of that Share. The Company's lien, if any, on a Share shall extend to all Dividends declared in respect of such Shares from time to time. The Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Article. *Company to have paramount lien on Shares*
20. The Company may sell, in such manner as the Directors think fit, any Shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen (14) days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the Share, or the person entitled thereto by reason of his death or bankruptcy. *Lien may be enforced by sale of Shares*
21. To give effect to any such sale, the Directors 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 Directors 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 an irregularity or invalidity in the proceedings in reference to the sale and subject to the Act, the remedy of the holder of such Share or of any person claiming under or through him in respect of any alleged irregularity or invalidity, shall be against the Company. *Directors may effect transfer and remedy for wrongful transfer*
22. The proceeds of the sale after payment of the amount of interest and expenses, 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, after the satisfaction of the unpaid calls, accrued interest and expenses, shall be paid to the person entitled to the Shares at the date of the sale or his executors, administrators or assignees or as he directs. *Application of proceeds of sale*

**CALLS ON SHARES**

23. The Directors may from time to time make calls upon the Members in respect of any money unpaid on their Shares and not by the conditions of allotment thereof made payable at fixed times, provided that no calls exceeding one-fourth of the issued price of the Share shall be payable at less than thirty (30) days from the date fixed for the payment of the last preceding call, and each Member shall (subject to receiving at least fourteen (14) days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified, the amount called on his Shares. The joint holders of a Share shall be jointly and severally liable to pay all calls in respect of their Shares. A call may be revoked or postponed as the Directors may determine. *Directors may make calls*
24. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be required to be paid 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, whether alone or jointly with any other person, together with interest and expenses (if any). *Effective date of call and Members not entitled to privilege as a Member until calls paid*
25. If a sum called in respect of Shares is not paid before or on the day appointed for payment thereof, the person from whom the sum is due, shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate *Interest on unpaid calls*

---

**APPENDIX II – DETAILS OF THE PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

---

not exceeding eight per cent (8%) per annum or such other rate as the Directors may determine, but the Directors shall be at liberty to waive payment of the interest, wholly or in part.

26. Any sum which by the terms of issue of a Share is payable on allotment or any fixed date, shall for the purposes of this Constitution be deemed to have been duly called for and shall be payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment, all the relevant provisions of this Constitution as to payment of interest and expenses, forfeiture or otherwise, shall apply as if the sum had become payable by virtue of a call duly made and notified. *When calls deemed made*
27. The Directors may, on the issue of Shares, make arrangements on the issue of Shares of varying the amounts and times of payment of calls as between shareholders, accept from any shareholder the whole or a part of the amount remaining unpaid on any Shares although no part of that amount has been called up and pay Dividends in proportion to the amount paid up on each Share where a large amount is paid up on some Shares than on others. *Difference in calls*
28. The Directors may, if they think fit, receive from any Member willing to advance the same, all or any part of the money uncalled and unpaid upon any Shares held by him, and upon all or any part of the money so advanced may (until the same would, but for the advance, become payable) pay interest at such rate not exceeding (unless the Company in general meeting shall otherwise direct) eight per cent (8%) per annum as may be agreed upon between the Directors 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, capital paid in advance of calls shall not, until the same would but for such advance have become payable, be treated as paid up on the Shares in respect of which they have been paid. *Capital paid in advance of calls*

#### **INFORMATION ON SHAREHOLDING**

29. (a) The Company may by notice in writing, require any Member, within such reasonable time as is specified in the notice :- *Company may require information*
- (i) to inform the Company whether he holds any voting shares in the Company as Beneficial Owner, Authorised Nominee or as trustee; and
- (ii) if he holds them as Authorised Nominee or trustee, to indicate so far as he can, the persons for whom he holds the voting shares by name and by other particulars sufficient to enable those persons to be identified and the nature of their interest.
- (b) Where the Company is informed that any other person has an interest in any of the voting shares in the Company, the Company may by notice in writing require that other person within such reasonable time as is specified in the notice :-
- (i) to inform the Company whether he holds that interest as Beneficial Owner, Authorised Nominee or as trustee; and
- (ii) if he holds it as Authorised Nominee or trustee, to indicate so far as he can, the person for whom he holds it by name and by other particulars sufficient to enable them to be identified and the nature of their interest.
- (c) The Company may by notice in writing require a Member to inform it, 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 any agreement or arrangement under which another person is entitled to control his exercise of those rights and, if so, to give particulars of *Member to inform Company*

the agreement or arrangement and the parties to it.

**TRANSFER OF SHARES AND LISTED SECURITY**

30. (a) Subject to the provisions of any law or regulation, including the Act, the Main Listing Requirements, this Constitution, the Central Depositories Act and the Rules with respect to the transfer of Deposited Securities, any Member may transfer all or any of his Shares in such form and manner as is prescribed in accordance with the law and which is prescribed and approved by the Stock Exchange. The transferor shall remain the holder of the Shares transferred until the transfer is registered or duly effected in accordance with the law and the name of the transferee is entered in the Register and/or the Record of Depositors (where applicable) in respect thereof. *Company may require information*
- (b) The transfer of any listed Security or class of listed Security of the Company, shall be by way of book entry by the Depository in accordance with the Rules and, notwithstanding sections 105, 106 and 110 of the Act, but subject to the subsection 148(2) of the Act and any exemption that may be made from compliance with subsection 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the listed Securities. *Transfer how effected*
- (c) Subject to the provisions of the Act, the Central Depositories Act and the Rules, the instrument of transfer must be left for registration with the Depository and thereupon the Company shall subject to the powers vested in the Directors by this Constitution register the transferee as a shareholder. There shall be no restriction on the transfer of fully paid Securities except where required by law. *Transfer document to be left at Office/ Depository; registration etc.*
- (d) Where
- (i) the Securities of the Company are listed on another stock exchange; and *Transmission of Securities from Foreign Register*
- (ii) the Company is exempted from compliance with section 14 of the Central Depositories Act, as the case may be, under the Rules, in respect of such Securities,
- the Company shall, upon request of a Securities holder, permit a transmission of Securities held by such Securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the other stock exchange (hereinafter referred to as “the Foreign Register”), to the register of holders maintained by the registrar of the Company in Malaysia (hereinafter referred to as “the Malaysian Register”) and vice versa subject to the following conditions :-
- (A) there shall be no change in the ownership of such Securities; and
- (B) the transmission shall be executed by causing such Securities to be credited directly into the Securities Account of such Securities holder.
31. Subject to the provisions of any law or regulation, including the Act, the Central Depositories Act, the Main Listing Requirements, this Constitution and the Rules, *Refusal to register transfer*
- (a) the Directors may in their absolute discretion decline to register any transfer of Shares :-
- (i) not fully paid;
- (ii) which the Company has a lien;



**APPENDIX II – DETAILS OF THE PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

- (iii) if the Directors are aware or have reason to believe that the registration of the transfer would result in a contravention of or failure to observe the provision of a law in Malaysia; or
- (iv) in circumstances where fraud or impropriety is suspected in relation to the transfer of Shares;
- (b) neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of Shares apparently made by sufficient parties, although the same may, by reason of any fraud or other cause not known to the Company or its Directors or other officers be legally inoperative or insufficient to pass the property in the Shares proposed or professed to be transferred, and although transferred, the transfer may, as between the transferor and transferee be liable to be set aside, and notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the Shares transferred, or otherwise in defective manner. And in every such case, the person registered as transferee, his executors, administrators and assignees alone shall be entitled to be recognised as the holder of such Shares and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto; *Indemnity against wrongful transfer*
- (c) with the exception of transfer to be effected by the Depository the Directors may decline to register the transfer of any Shares if in their opinion, such transfer is made to an individual who or to a corporation or any other legal entity which will hold the Shares as a nominee unless such transfer shall be accompanied by a declaration by the transferee as to the persons entitled to the beneficial interest thereof. *Transfer to a nominee accompanied by a declaration*
- (d) No Shares shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind. *Transfer to infant, bankrupt or person of unsound mind prohibited*
32. The Depository may refuse to register any transfer of Deposited Security that does not comply with the Central Depositories Act and the Rules. *Depository may refuse to register transfer*
33. The transfer books and the Record of Depositors and debentures holders may be closed for such period as the Directors think fit PROVIDED THAT it shall not be closed for more than thirty (30) days in any year. Any notice of intention to fix a Books Closing Date and the reason therefor shall be published in a daily newspaper circulating in Malaysia and shall also be given to the Exchange. Such notice shall state the Books Closing Date, which shall be at least ten (10) Market Days after the date of notification to the Exchange. The transfer books and Record of Depositors may be closed for the purpose of determining persons entitled to dividends, interest, or new Securities, or rights to a priority of application for issue of Securities. The Company shall request the Depository in accordance with the Rules to issue a Record of Depositors as at a date not less than three (3) Market Days before the occurrence of the related event. *Suspension of registration*
- Neither the Company nor its Directors nor any of its officers shall incur any liability for acting upon the information contained in the Record of Depositors, or any particulars given by the Depository.
34. Subject to the provisions of this Constitution, the Directors may recognise a renunciation of any Share by the allottee thereof in favour of some other person. *Renunciation*

**APPENDIX II – DETAILS OF THE PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

**TRANSMISSION OF SHARES**

35. In the case of the death of a Member, the legal representatives of the deceased shall be the only persons recognised by the Company as having any title to his interest in the Shares; but nothing herein contained shall release the estate of a deceased shareholder from any liability in respect of any Share which had been held by him. *Death of Member*
36. Any person becoming entitled to a Share in consequence of the death or bankruptcy of a Member may, upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as holder of the Share or to have some person nominated by him registered as the transferee thereof, but the Directors 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, so long as this does not contravene any law. Provided always that where the Share is a Deposited Security, subject to the Rules, a transfer or withdrawal of the Shares may be carried out by the person becoming so entitled. *Share of deceased or bankrupt Member*
37. If any person so becoming entitled elects to be registered himself, he shall deliver or send to the Company, a notice in writing signed by him and stating that he so elects, provided that where the Share is a Deposited Security and the person becoming entitled elects to have the Share transferred to him, the aforesaid notice must be served by him on the Depository. If he elects to have another person registered, he shall testify his election by executing to that person a transfer of the Share. All the limitations, restrictions and provisions of this Constitution relating to the right to transfer and the registration of transfers of Shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer signed by that Member, so long as this does not contravene any law. *Notice of election*
38. The registration of transmission of Shares or debentures under Article 37 shall, entitle the registered holder to the same dividends and other advantages and to the same rights (whether in relation to meetings of the Company or to voting or otherwise) as the registered holder would have been entitled to if he had not died or become bankrupt. *Person entitled may receive dividends etc*
- There shall be paid to the Company in respect of the registration of any probate, letters of administration, certificate of marriage or death, power of attorney or other document relating to or affecting the title of any Shares, such fees as the Directors may from time to time prescribe.

**FORFEITURE OF SHARES**

39. If any Member fails to pay the whole or any part of any call or instalment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest, not exceeding eight per cent (8%) per annum or any other rate as the Directors shall determine which may have accrued. *Notice requiring payment*
40. 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 the place where payment is to be made and shall state that in the event of non-payment at or before the time and place appointed, the Shares in respect of which the call was made will be liable to be forfeited. *Particulars of notice*
41. If the requirements of any such notice as aforesaid are not complied with, any Share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture of Shares shall include all dividends declared in respect of the forfeited Shares and not actually paid before the forfeiture. A notice of forfeiture shall be sent to the Member within fourteen (14) days of the forfeiture and an entry of such notice having been given and of the forfeiture with the date thereof, shall *Forfeiture*

**APPENDIX II – DETAILS OF THE PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

forthwith be made in the Register or the Record of Depositors as appropriate, opposite to the Shares.

- |     |   |  |
|-----|---|--|
| 42. | A forfeited Share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition, the forfeiture may be cancelled on such terms as the Directors think fit. Notice of sale or disposal shall be sent to the holder of the shares sold or disposed of within fourteen (14) days of the date of sale or disposal.   | <i>Directors may sell Shares or cancel forfeiture</i>          |
| 43. | 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 money which, at the date of forfeiture, was payable by him to the Company in respect of the Shares (together with interest at the rate of eight per cent (8%) per annum or any other rate as the Directors may determine from the date of forfeiture on the money for the time being unpaid if the Directors think fit to enforce payment of such interest), but his liability shall cease if and when the Company receives payment in full of all such money in respect of the Shares.  | <i>Liability of Member in respect of forfeited Shares</i>      |
| 44. | A statutory declaration in writing that the declarant is a Director or the Secretary and that a Share in the Company has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share.  | <i>Evidence of forfeiture</i>                                  |
| 45. | The Company may receive the consideration, if any, given for any forfeited Share on any sale or disposition thereof and authorise some person to execute a transfer of the Share in favour of the person to whom the Share is sold or disposed of and he shall thereupon be registered as the holder of the Share, and he shall not be bound to see to the application of the purchase money if any, nor shall his title to the Share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the Share. 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. | <i>Proceeds of sale</i>  |
| 46. | The provisions of this Constitution as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a Share, becomes payable at a fixed time, as if the same had been payable by virtue of a call duly made and notified.  | <i>Non-payment of any sum pursuant to the issue of a Share</i> |

**CONVERSION OF SHARES INTO STOCK**

- |     |   |  |
|-----|---|--|
| 47. | The Company may by ordinary resolution passed at a general meeting convert any paid up Shares into stock or re-convert any stock into paid up Shares of any number.   | <i>Conversion to be at general meeting</i> |
| 48. | The holders of the stock may transfer the same, or any part thereof in the same manner and subject to this Constitution as and subject to which the Shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances permit; but the Directors may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum.  | <i>Transfer of stock</i>                   |
| 49. | The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, participation in assets on a winding up, voting at meetings of the Company and other matters as if they held the Shares from which the stock arose, but no such right, privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by any such aliquot part of stock which would not, if existing in Shares, have conferred that right, privilege or advantage. | <i>Rights of stock holders</i>             |

**APPENDIX II – DETAILS OF THE PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

50.	Such of this Constitution as are applicable to paid-up Shares shall apply to stock and the words “Share” and “shareholder” therein shall include “stock” and “stockholder”.	<i>Definition</i>
<b>INCREASE OF CAPITAL</b>		
51.	The Company may from time to time, by ordinary resolution, whether confined to a particular exercise of that power or to the exercise of that power generally, approve the increase of its share capital by the creation and issue of new Shares, such new capital to be of such amount and to carry such rights or to be subject to such conditions or restrictions in regard to Dividend, return of capital or otherwise as the Company by the resolution authorising such increase directs.	<i>Power to increase capital</i>
52.	Subject to any direction to the contrary that may be given by the Company in general meeting, any original Shares for the time being unissued and not allotted and any new Shares from time to time to be created or other Convertible Securities shall, before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing Shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of Shares or Securities offered, and limiting a time within which the offer, if not accepted, shall be deemed to be declined, and, after the expiration of that time, or on the receipt of any intimation from the person to whom the offer is made that he declines to accept the shares or Securities offered, the Directors may dispose of those Shares or Securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new Shares or Securities which (by reason of the ratio which the new Shares or Securities bear to Shares or Securities held by persons entitled to any offer of new Shares or Securities) cannot, in the opinion of the Directors, be conveniently offered under this Article.	<i>Offer of unissued original Shares and new Shares</i>
53.	Notwithstanding Article 52 above, but subject always to Section 76 of the Act, the Company may apply to the Exchange upon which the Company is listed for waiver of convening extraordinary general meetings to obtain shareholders’ approval for further issues of Shares (other than bonus or rights issues) where the aggregate issues of which in any one (1) financial year do not exceed ten percent (10%) of the total number of issued Shares.	<i>Waiver of convening extraordinary general meeting</i>
54.	Except so far as otherwise provided by the conditions of issue, any capital raised by the creation of new Shares shall be considered as part of the original share capital of the Company, 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.	<i>New Shares to rank with original Shares</i>
<b>ALTERATION OF CAPITAL</b>		
55.	Subject to the provisions of the Act, the Company may its alter its share capital in any one or more of the following ways by passing an ordinary resolution to:-	<i>Power to alter capital</i>
	(a) consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided Share shall be the same as it was in the case of the Share from which the subdivided Share is derived;	
	(b) convert all or any of its paid-up Shares into stock and may reconvert that stock into paid-up Shares; or	
	(c) subdivide its Shares or any of the Shares, whatever is in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided Share shall be the same as it was in the case of the Share from which the subdivided Share is derived.	

**APPENDIX II – DETAILS OF THE PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

56.	<p>The Company may by special resolution reduce its share capital by:</p> <p>(a) a special resolution and confirmation by the Court in accordance with Section 116 of the Act; or</p> <p>(b) a special resolution supported by a solvency statement in accordance with Section 117 of the Act.</p>	<i>Power to reduce capital</i>
<b>PURCHASE OF THE COMPANY’S OWN SHARES</b>		
57.	<p>The Company can, so long as the Members have given an authorisation to the Directors to purchase the Company’s Shares by way of ordinary resolution which have been passed at a general meeting, purchase its own Shares provided that the Company shall not purchase its own Shares unless:-</p> <p>(a) the Company is solvent at the date of the purchase and will not become insolvent by incurring the debts involved in the obligation to pay for the Shares so purchased;</p> <p>(b) the purchase is made through the Stock Exchange and in accordance with the provisions of the Act, the Companies Regulations 2017 and the Main Listing Requirements; and</p> <p>(c) the purchase is made in good faith and in the interests of the Company.</p>	<i>Power to purchase own Shares</i>
58.	<p>Notwithstanding Article 57, the Company may purchase its own Shares otherwise than through the Stock Exchange if the purchase is:</p> <p>(a) permitted under the Main Listing Requirements; and</p> <p>(b) made in accordance with such requirements as may be determined by the Stock Exchange.</p>	<i>Purchase of own Shares</i>
59.	<p>Where the Company has purchased its own Shares, the Directors may resolve :-</p> <p>(a) to cancel the Shares so purchased;</p> <p>(b) to retain the Shares so purchased in treasury (hereinafter referred to as “treasury shares”); or</p> <p>(c) to retain part of the Shares so purchased as treasury shares and cancel the remainder.</p>	<i>Options after purchase of own Shares</i>
60.	<p>The Directors may :-</p> <p>(a) distribute the treasury shares as dividends to Members, such dividends to be known as “share dividends”; or</p> <p>(b) resell the treasury shares on the market of the stock exchange on which the Shares are quoted, in accordance with the relevant rules of the Stock Exchange; or</p> <p>(c) transfer the Shares, or any of the Shares for the purposes of or under an employees’ share scheme; or</p> <p>(d) transfer the Shares, or any of the Shares as purchase consideration; or</p> <p>(e) cancel the Shares or of any Shares; or</p> <p>(f) sell, transfer or otherwise use the Shares for such other purposes as the Minister may be order prescribe under Section 127 of the Act.</p>	<i>Share dividends</i>

**APPENDIX II – DETAILS OF THE PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

- |     |  |  |
|-----|--|--|
| 61. | While the Shares are held as treasury shares, the rights attached to them as to voting, dividends and participation in other distribution and otherwise are suspended and the treasury shares shall not be taken into account in calculating the number or percentage of Shares or of a class of Shares in the Company for any purposes including, without limiting the generality of this provision, the provisions of any law or requirements of this Constitution or the listing rules of a Stock Exchange on substantial shareholding, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting. | <i>Treasury shares</i>                                     |
| 62. | Where the Directors decide to distribute the treasury shares as share dividends, the costs of the Shares on the original purchase shall be applied in the reduction of the funds otherwise available for the distribution as dividends.  | <i>Distribution of treasury shares as share dividends</i>  |
| 63. | Where the Directors resolve to cancel the Shares so purchased, or cancel any treasury shares, the costs of the Shares shall be applied in the reduction of the profits otherwise available for distribution as dividends and the issued capital of the Company shall be diminished by the Shares so cancelled.   | <i>Cancellation of Shares purchased or treasury shares</i> |
| 64. | Subject to the Act, nothing herein shall be taken to prevent an allotment of Shares as fully paid up bonus shares in respect of the treasury shares or the subdivision of any treasury shares into treasury shares of a larger number, or consolidation of any treasury shares of a smaller number provided that any Shares allotted as fully paid bonus shares in respect of the treasury shares shall be treated as if the Shares were purchased by the Company at the time the bonus shares were allotted.  | <i>Bonus Shares</i>  |
| 65. | A cancellation of Shares made pursuant to Article 64 shall not be deemed to be a reduction of share capital of the Company.  | <i>Cancellation of Shares</i>                              |

**PROCEEDINGS AT GENERAL MEETING**

- |     |  |                                      |
|-----|--|--------------------------------------|
| 66. | An annual general meeting of the Company shall be held in accordance with the provisions of the Act. All general meetings other than the annual general meeting shall be called extraordinary general meetings. All general meetings shall be held at such time and place as the Directors shall determine. Every notice of an annual general meeting shall specify the meeting as such and every meeting convened for passing a special resolution shall state the intention to propose such resolution as a special resolution.  | <i>General Meeting</i>               |
| 67. | The Directors may, whenever they so decide by resolution, convene an extraordinary general meeting of the Company. In addition, an extraordinary general meeting shall be convened on such requisition as is 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, a meeting may, subject to the provisions in the Act, be convened by the requisitionists themselves in the manner provided in Section 313 of the Act.   | <i>Extraordinary general meeting</i> |
| 68. | Subject to the provisions of the Act relating to convening meeting to pass special resolutions, every notice convening meeting shall specify the place, the day and the hour of the meeting and shall be given to all Members 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 specify the general nature of such business and shall also be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business and shall be given in the manner hereinafter mentioned to such persons as are under the provisions of this Constitution entitled to receive notice of general meetings from the Company. At least fourteen (14) days' notice or at least twenty-one (21) days' notice in the case where | <i>Notice of meeting</i>             |

**APPENDIX II – DETAILS OF THE PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

	any special resolution is to be proposed or where it is an annual general meeting, of every such meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to the Stock Exchange.	
69.	(a) The Company shall request the Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company.	<i>Record of Depositors</i>
	(b) The Company shall inform the Depository of the dates of general meetings and shall also request the Depository in accordance with the Rules, to issue a Record of Depositors as at the latest date which is reasonably practicable which shall in any event not be less than three (3) Market Days before such latest date. Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable), the Record of Depositors shall be the final record of all Depositors who shall be deemed to be Members eligible to be present and to speak and vote at such meetings.	
70.	Subject always to the Act, no business shall be transacted at any extraordinary general meeting except business of which notice has been given in the notice convening the meeting and no business shall be transacted at an annual general meeting other than business of which notice has been given aforesaid, with the exception of declaring a Dividend, the consideration of the accounts, balance sheets, and the report of the Directors and auditors, the fixing of the remuneration of Directors, the election of Directors in the place of those retiring, and the appointment and fixing of the remuneration of the auditors.	<i>Business at meetings</i>
71.	In every notice calling a meeting of the Company there shall appear with reasonable prominence, a statement that a Member (including an Exempt Authorised Nominee) entitled to attend and vote is entitled to appoint one (1) or more proxies to attend and vote instead of him, and that a Proxy need not also be a Member.	<i>Notice that Proxy is allowed</i>
72.	The accidental omission to give notice of meeting to, or the non-receipt of notice of a meeting, by any person entitled to receive such notice shall not invalidate any resolution passed or the proceedings at any such meeting.	<i>Omission to give notice</i>
73.	No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two (2) Members present in person shall be a quorum. For the purposes of this Article, “Member” includes a person attending as a Proxy or representing a corporation which is a Member.	<i>No business unless quorum is present</i>
74.	If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of Members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week (or if that day be a public holiday then to the next business day following that public holiday) at the same time and place or to such other day and at such other time and place as the Directors may determine, but if a quorum is not present at any adjourned meeting the Member or Members present shall be a quorum.	<i>Proceedings if no quorum; Adjournment</i>
75.	The Chairman (if any) of the Board of Directors or, in his absence, a Deputy Chairman (if any) or in the event that two or more Deputy Chairman has been appointed, the senior appointment among them) shall preside as Chairman at every general meeting. If no such Chairman or Deputy Chairman or if at any general meeting neither the Chairman or a Deputy Chairman is present within fifteen (15) minutes after the time appointed for holding the meeting or if neither of them is willing to act as Chairman, the Members present shall choose one of the Directors. If no Director is present, or if each of the Directors present declines to take the chair, the Members present and entitled to vote (on a poll) shall elect one of the Members to be Chairman. The election of the Chairman shall be by a show of hands.	<i>Chairman of general meeting</i>

**APPENDIX II – DETAILS OF THE PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

76.	Subject to the Main Listing Requirements, the Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given 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.	<i>Chairman may adjourn meeting and notice of adjournment to be given</i>
77.	At any general meeting a resolution set out in the notice of any general meeting or in any notice of resolution which may properly be moved and is intended to be moved at a general meeting shall be voted by poll. In any other matters which are not set out in the notice of general meeting, such resolution may be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded	<i>Evidence of passing resolutions</i>
	<p>(a) by the Chairman of the meeting; or</p> <p>(b) by at least three (3) Members present in person or by Proxy; or</p> <p>(c) by any Member or Members present in person or by Proxy and representing not less than ten per centum of the total voting rights of all Members having the right to vote at the meeting; or</p> <p>(d) by a Member or Members holding Shares in the Company conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than ten per centum of the total sum paid on all the Shares conferring that right.</p>	
	<p>Unless a poll is so required pursuant to Article 77 of the Constitution or demanded, a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll for matters which are not set out in the notice of general meeting may be withdrawn.</p>	
78.	If a poll is required pursuant to Article 77 of the Constitution or is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was required or demanded, but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded. The Chairman of the meeting may (and if so directed by the meeting shall) may in addition to the powers of adjourning meetings contained in Article 76 adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll. A scrutineer shall be appointed to validate the votes cast at the general meeting. Such scrutineer must not be an officer of the Company or its related corporation and must be independent to the person undertaking the polling process. If such scrutineer is interested in a resolution to be passed at the general meeting, the scrutineer must refrain from acting as a scrutineer for that resolution. For this purpose, “officer” has the meaning given in Section 2 of the Companies Act 2016.	<i>How a poll is to be taken</i>
79.	In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.	<i>Chairman’s casting vote</i>
80.	Subject to this Constitution, the Main Listing Requirements and any rights or restrictions for the time being attached to any class 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 or by duly authorised representative, and on a show of hands, every person who is a Member or Proxy or attorney or representative of a Member shall have	<i>Voting on show of hands and on a poll</i>



**APPENDIX II – DETAILS OF THE PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

one vote and on a poll, every Member present in person or by Proxy or attorney or representative shall have one vote for each Share he holds.

Where there are joint registered holders of Non-Deposited Securities, any one of such persons may vote at any meeting either personally or by proxy or attorney in respect of such Securities as if he were solely entitled thereto, and if more than one of such joint holders be present in any meeting personally or by proxy or attorney, then one of the said persons so present whose name stands first in order in the Register in respect of such Securities shall alone be entitled to vote in respect thereof.

- |   |   |   |
|---|---|---|
| 81.   | Where the capital of the Company shall at any time consist of Shares of different classes, such classification of Shares and the voting rights attached to each class of Shares shall be specifically prescribed accordingly and the Company shall take steps to amend its Constitution accordingly.  | <i>Shares of classes</i>  |
| 82.   | No person shall exercise any rights of a Member until his name shall have been entered in the Register or the Record of Depositors and he shall have paid all calls and other moneys for the time being due and payable on any Share held by him PROVIDED THAT the Depository or its nominee company in whose name the Deposited Securities are registered shall not be entitled to any such right.   | <i>Exercise of right of Member</i>                                    |
| <p>Notwithstanding anything to the contrary in Article 82 of this Constitution, any person entitled under the transmission any Non-Deposited Securities may vote at any general meeting in respect thereof in the same manner as if he was the registered holder of such securities provided that at least forty-eight (48) hours before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such Securities unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.</p> |   |   |
| 83.   | 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, whether on a show of hands or on a poll, by his committee or by such other person as properly has the management of his estate, and any such committee or other person may vote by Proxy or attorney and any person entitled under this Constitution to transfer any Shares, may vote at any general meeting in respect thereof in the same manner as if he was the registered holder of such Shares provided that forty-eight (48) hours at least before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote, he shall satisfy the Directors of his right to transfer such Shares unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.  | <i>Vote of Member of unsound mind and person entitled to transfer</i> |
| 84.   | Subject to this Constitution, no person shall be entitled to be present or to vote on any resolution either as a Member or otherwise as a Proxy or attorney or representative at any general meeting or demand a poll or be reckoned in the quorum in respect of any Shares upon which calls are due and unpaid.  | <i>Member barred from voting while call unpaid</i>                    |
| 85.   | 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 Chairman of the meeting whose decision shall be final and conclusive.   | <i>Time for objection</i>   |
| 86.   | The instrument appointing a Proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised. The Directors may but shall not be bound to require evidence of the authority of any such attorney or officer. A Proxy may but need not be a Member. The instrument appointing a Proxy shall be deemed to confer authority to vote, demand or join in demanding a poll and a right to attend, participate and speak at any general meeting. A Proxy shall be entitled to vote on a show of hands on any question at any general meeting. Where a Member is an authorised nominee as defined under the Central Depositories Act, there is no limit to the number of proxies which it may appoint in respect of each Securities Account it holds with ordinary shares of the | <i>Instrument appointing Proxy to be in writing</i>                   |

**APPENDIX II – DETAILS OF THE PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

Company standing to the credit of the said Securities Account.

87. The instrument appointing a Proxy shall be in the following form with such variations as circumstances may require or the statutes permit or in such other form as the Exchange may approve :- *Form of Proxy*

Number of Shares held

.....

I/We, ..... of  
 ..... being a  
 member/members of [Sarawak Oil Palms Berhad] hereby appoint  
 ..... of  
 ..... or failing him,  
 ..... of  
 ..... or Chairman of the  
 meeting as my/our proxy to vote for me/us and on my/our behalf at the  
 Annual/Extraordinary General Meeting\* of the Company to be held on the .....  
 day of ....., 20 ..... and, at any adjournment thereof for/against\*  
 the resolution(s) to be proposed thereat.

As witness my/our hand(s) this ..... day of ....., 20 .....

\* Strike out whichever is not desired. (Unless otherwise instructed the proxy may vote as he thinks fit.)

Notes :-

A proxy may but need not be a member of the Company.

To be valid, this form, duly completed must be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting.

A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting provided that the provisions of Section 334 of the Act are complied with.

Where a member appoints more than one (1) proxies, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.

If the appointor is a corporation this form must be executed under its common seal or under the hand of an officer or attorney duly authorised.

88. 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 appointed for holding the meeting or adjourned meeting as the case may be, 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. *Instrument appointing Proxy to be left at Company's Office etc.*

89. Every power, right or privilege herein given in these presents to any Member to convene, attend, vote and in anyway take part in any meeting of the Company, may be exercised in the event of such Member being out of Malaysia by any attorney, whether a Member or not, duly appointed by such Member for the purpose, by a power of attorney produced at the Office during business hours not less than two (2) clear days before the same is acted on. And any vote given or things done by such attorney shall be valid notwithstanding the previous death of the Member giving such power of attorney or revocation of such power of attorney by other means provided no *Power of attorney*

**APPENDIX II – DETAILS OF THE PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

intimation in writing of such death or revocation shall have been received at the Office before such vote is given or thing done.

90. A vote given in accordance with the terms of an instrument of Proxy or attorney or authority shall be valid, notwithstanding the previous death or unsoundness of mind of the principal or revocation of such instrument of Proxy or attorney or authority under which such instrument of Proxy or attorney or authority was executed, or the transfer of the Share in respect of which such instrument of Proxy or attorney or authority is given, if no intimation in writing of such death, unsoundness of mind, revocation or transfer as aforesaid has been received by the Company at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting before the commencement of the meeting or adjourned meeting or in the case of a poll before the time appointed for the taking of the poll, at which the instrument of Proxy or attorney or authority is used.

*Validity of vote given under Proxy*

91. A corporation may by resolution of its Directors or other governing body, if it is a Member, authorise a person or persons as it thinks fit to act as its representative or representatives either at a particular meeting or at all meetings of the Company or of any class of Members and a person or persons so authorised shall be 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. If the corporation authorises more than one person and if the representatives so authorised purport to exercise the authority in the same way, the power is treated as exercised in that way and if the representatives do not purport to exercise the authority in the same way, the authority is treated as not exercised.

*Corporate Representative*

**DIRECTORS: APPOINTMENT, REMOVAL, ETC**

92. All the Directors of the Company shall be natural persons of full age and until otherwise determined by general meeting, the number of Directors shall not be less than two (2) nor more than ten (10), but in the event of any casual vacancy occurring and reducing the number of Directors below the aforesaid minimum, the continuing Director or Directors may except in an emergency, act only for the purpose of increasing the number of Directors to such minimum number or to summon a general meeting of the Company but not for any other purpose.

*Number of Directors*

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

*Retirement of Directors*

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

*Selection of Directors to retire*

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

*Notice of candidate for election as Director*

**APPENDIX II – DETAILS OF THE PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

- |      |   |   |
|------|---|---|
| 96.  | The Company at the meeting at which a Director so retires may fill the vacated office by electing a person thereto and in default, the retiring Director shall, if offering himself for re-election and not being disqualified under the Act from holding office as a Director, be deemed to have been re-elected, unless at that meeting it is expressly resolved not to fill the vacated office or a resolution for the re-election of the Director retiring at that meeting is put to the meeting and lost or some other person is elected a Director in place of the retiring Director. | <i>Retiring Director deemed to be reappointed</i>   |
| 97.  | At any general meeting at which more than one (1) Director is to be elected, each candidate shall be the subject of a separate motion and vote unless a motion for the appointment of two (2) or more persons as Directors by a single resolution shall have first been agreed to by the meeting without any vote being given against it.   | <i>Motion for appointment of Directors</i>          |
| 98.  | The Company may from time to time by ordinary resolution passed at a general meeting, increase or reduce the maximum or minimum number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.  | <i>Increase or reduction of number of Directors</i> |
| 99.  | Subject to the provisions of Section 206(4) of the Act, the Company may by ordinary resolution of which special notice is given, remove any Director before the expiration of his tenure of office and may if thought fit, by ordinary resolution appoint another Director in his stead. The person so appointed shall be treated, for the purpose of determining the time at which he or any other director is to retire, as if he had become a director on the day on which the person in whose place he is appointed.  | <i>Removal of Directors</i>                         |
| 100. | The Directors shall have power at any time and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the maximum number fixed in accordance with this Constitution. Any Director so appointed shall hold office only until the next 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.              | <i>Power to fill vacancy or to add Directors</i>    |
| 101. | The shareholding qualification for Directors may be fixed by the Company in general meeting and until so fixed, no shareholding qualification for Directors shall be required. All Directors shall be entitled to receive notice of and to attend all general meetings of the Company.  | <i>Directors do not require share qualification</i> |

**REMUNERATION OF DIRECTORS**

- |      |  |                                |
|------|--|--------------------------------|
| 102. | The Directors shall be paid remuneration (whether by way of fees or other benefits) for their services, such fixed sum (if any) as shall from time to time be determined by the Company in general meeting and such remuneration shall be divided among the Directors in such proportions and manner as the Directors may determine. PROVIDED ALWAYS that :- | <i>Directors' remuneration</i> |
| (a)  | remuneration payable to Non-Executive Directors shall be paid by a fixed sum and not by a commission on or percentage of profits or turnover;  |                                |
| (b)  | salaries payable to executive directors may not include a commission on or percentage of turnover.   |                                |
| (c)  | remuneration payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting where notice of the proposed increase has been given in the notice convening the meeting. Any Director holding office for a part of a year shall be entitled to a proportionate part of such remuneration;                              |                                |

---

**APPENDIX II – DETAILS OF THE PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

---

(d) any remuneration 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.

103. (a) 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 the Directors or any committee of the Directors. *Reimbursement of expenses*

(b) If any Director being willing shall be called upon to perform extra services or to make any special efforts in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of Directors, the Company may remunerate the Director so doing either by a fixed sum or otherwise (other than by a sum to include a commission on or percentage of turnover) as may be determined by the Company provided that in the case of Non-Executive Directors, the said remuneration shall be by a fixed sum, and not include a commission on or percentage of profits or turnover. In the case of an Executive Director, such remuneration may be either in addition to or in substitution for his share in the remuneration from time to time provided for the Directors.

#### **DISQUALIFICATION OF DIRECTORS**

104. The office of a Director shall become vacant if the Director :- *Office of Directors how vacated*

(a) becomes a bankrupt or has made an application to the court for an interim order under the Insolvency Act 1967 or makes any arrangement or composition with his creditors generally;

(b) becomes prohibited from being a Director by reason of any order made under Section 199 of the Act or contravenes Section 198 of the Act;

(c) ceases to be a Director by virtue of the Act;

(d) 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 disorder;

(e) resigns from his office by notice in writing addressed to the Company Secretary and deposited at the Office ;or

(f) is absent from more than fifty percent (50%) of the total number of Board of Directors' meetings during a financial year (for the avoidance of all doubt, the attendance of an Alternate Director shall not be taken into account for the purpose of computation of the 50% of the total number of Board of Directors meetings attended by the Director appointing him); or

(g) is removed from his office of Director by resolution of the Company in general meeting of which special notice has been given.

#### **POWERS AND DUTIES OF DIRECTORS**

105. The business of the Company shall be managed by the Directors who 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 or the Main Listing Requirements, required to be exercised by the Company in general meeting subject nevertheless to such regulations as may be prescribed by the Company in general meeting, not being inconsistent with this Constitution or the provisions of the Act or the Main Listing Requirements, but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made. *General power of Directors to manage Company's business*

**APPENDIX II – DETAILS OF THE PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

106.	The Directors shall not without the prior approval of the Company in general meeting:	<i>Limitations on Directors' powers</i>
(a)	carry into effect any proposal or execute any transaction for the acquisition of any undertaking or property of a substantial value, or the disposal of a substantial portion of or a controlling interest in the Company's main undertaking or property;	<i>Acquisition and disposal of substantial undertaking</i>
(b)	exercise any power of the Company to issue Shares unless otherwise permitted under the Act;	<i>Issue of Shares</i>
(c)	subject to Sections 228 and 229 of the Act, enter into any arrangement or transaction with a Director or its holding company or with a person connected with such a Director, to acquire from or dispose to such a Director or person, any non-cash assets of the requisite value;	<i>Transaction with a Director</i>
(d)	issue warrants on such terms and subject to such conditions which may be resolved upon by the Directors which confers a right to registered holder of warrant to subscribe equity of the Company.	<i>Issue warrants</i>
107.	(a) The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property or assets of the Company (both present and future) including its 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 any related company as may be thought fit.	<i>Directors' borrowing powers and conditions</i>
(b)	The Directors shall not borrow any money or mortgage or charge any of the Company's or its subsidiaries' undertaking, property or any uncalled capital, or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.	<i>Directors not to borrow money for unrelated third party</i>
(c)	The Directors may give security for the payment of any moneys payable by the Company in like manner as for the payment of money borrowed or raised, but in such case the amount shall be reckoned as part of the money borrowed.	<i>Power to give security</i>
108.	The Directors may establish or arrange any contributory or non-contributory pension or superannuation scheme for the benefit of, or pay a gratuity, pension or emolument to any person who is or has been employed by or in the service of the Company or any subsidiary of the Company, or to any person who is or has been a Director or other officer of and holds or has held salaried employment in the Company or any such subsidiary, and the widow, family or dependants of any such person. The Directors may also subscribe to any association or fund which they consider to be for the benefit of the Company or any such subsidiary or any such persons as aforesaid and make payments for or towards any hospital or scholastic expenses and 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 general meeting.	<i>Power to maintain pension fund</i>
109.	The Directors may exercise all the powers of the Company conferred by the Act in relation to any official seal for use outside Malaysia and in relation to branch registers.	<i>Power to use official seal</i>
110.	The Directors may from time to time by power of attorney under the Seal, appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney/attorneys of the Company for such purposes and with such powers, authorities and 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 Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.	<i>Appointment of attorneys</i>

---

**APPENDIX II – DETAILS OF THE PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

---

111. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be in such manner as the Directors may from time to time by resolution determine. *Signing of cheques etc.*
112. A Director shall at all times:- *Discharge of Duties*
- (a) exercise his powers as a director in accordance with the Act, for a proper purpose and in good faith in the best interest of the Company; and
  - (b) exercise reasonable care, skill and diligence with the knowledge, skill and experience which may reasonably be expected of a director having the same responsibilities and any additional knowledge, skill and experience which the Director in fact has; and
  - (c) act honestly and use reasonable diligence in the discharge of the duties of his office and shall not make use of any information acquired by virtue of his position to gain directly or indirectly an improper advantage for himself or for any other person or to cause detriment to the Company.
113. Every Director shall give notice to the Company of such events and matters relating to himself as may be necessary or expedient to enable the Company and its officers to comply with the requirements of the Act. *Notice of Disclosures*
114. Subject always to Sections 221, 228 and 229 of the Act, a Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established. *Directors may hold offices of profit and to contract with Company*
115. Any Director may act by himself or his firm in a professional capacity for the Company and he and his firm shall be entitled to remuneration for his or his firm's professional services as if he was not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as auditor of the Company and provided further that such remuneration for such Director or his firm's professional services shall be at normal commercial terms. *Director may act in his professional capacity*

#### **PROCEEDINGS OF DIRECTORS**

116. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Any Director may at any time and the Secretary shall on the requisition of any of the Directors, summon a meeting of the Directors. *Meeting of Directors*
117. (a) 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. Unless otherwise determined by the Directors from time to time, notice of all Directors' meetings shall be given to all Directors and their alternates who have a registered address in Malaysia. Except in the case of an emergency, reasonable notice of every Directors' meeting shall be given in writing and the notice of each Directors' meeting shall be served in the manner referred to in Articles 161 and 162 and the said Articles 161 and 162 shall apply mutatis mutandis to the service of notice of Directors' meetings on Directors as they apply to the service of notices on Members. *Notice of Directors' meeting*

**APPENDIX II – DETAILS OF THE PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

- (b) Notwithstanding any provisions in this Constitution, where the Directors find it expedient to do so or in an emergency, notice of any meeting of the Directors may be given by telephone or facsimile or email or any other form of electronic communication.
- (c) Directors' meeting may be held by contemporaneous linking together by telephone or such other electronic communication of a number of the Directors being not less than the quorum shall be deemed to constitute a meeting of the Directors wherever in the world they are, as long as :-
  - (i) the quorum of Directors is met;
  - (ii) at the commencement of the meeting each Director acknowledges the presence thereof to all the other Directors taking part and such participation shall be deemed to be present in person;
  - (iii) each of the Directors taking part is able to hear each of them subject as hereinafter mentioned throughout the meeting;
  - (iv) the Directors present at the commencement of the meeting do not leave the meeting by disconnecting the telephone, but the meeting shall be deemed to have been conducted validly notwithstanding that a Director's telephone is accidentally disconnected during the meeting and the proceedings thereof shall be deemed to be as valid as if the telephone had not been disconnected;
  - (v) all information and documents are made equally available to all participants prior to or at/during the meeting; and
  - (vi) minutes of the proceedings shall be sufficient evidence thereof and of the observance of all necessary formalities if certified by both the Chairman and the Secretary.

Subject to above provisions, any question arising at any meeting shall be decided by a majority of votes of the Directors present, each Director having one vote. In case of an equality of votes the Chairman shall have a second or casting vote PROVIDED ALWAYS THAT the Chairman of a meeting at which only two (2) Directors are present or at which only two (2) Directors are competent to vote on the question at issue shall not have a second or casting vote.

118. The quorum necessary for the transaction of business of the Directors may be fixed by the Directors and unless so fixed shall be two Directors 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 Directors generally. For the purpose of determining whether the quorum for the transaction of the business of the Directors exists :-
- (a) in the case of a resolution agreed by Directors in telephonic communications or such other electronic communication, all such Directors shall be counted in the quorum;
  - (b) in the case of a meeting of Directors, in addition to the Directors present at the meeting, any Director in telephonic communication or such other electronic communication with such meeting shall be counted in the quorum.
119. The Directors may elect a Chairman and may elect one or more Deputy Chairman and the Directors may determine the period for which he is to hold office and unless otherwise determined, the Chairman shall be elected annually but if no such Chairman is elected, or in the absence of the Chairman, the Deputy Chairman (if any), or in the event that there is more than one Deputy Chairman, the senior in appointment, among them, shall preside at all meetings of the Directors. If such officers have not been appointed, or if no such officer is not present within fifteen (15) minutes after the time appointed for holding the meeting the Directors present may choose one of their number to be Chairman of the meeting.

*Quorum of meetings of Directors*

*Chairman of Directors*



**APPENDIX II – DETAILS OF THE PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

120. The Directors shall have full powers to appoint any person from time to time as and when necessary, as their proxies to represent them at Directors' meetings. An instrument appointing a Proxy shall be in writing in any form approved by the Directors under the hand of the appointor or his attorney duly authorised in writing.	<i>Appointment of Proxy</i>
121. Subject to this Constitution, any question arising at any meeting of Directors shall be decided by a majority or votes and a determination by a majority of Directors shall for all purposes be deemed a determination of the Directors. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote except where at the meeting only two (2) Directors form the quorum or are competent to vote on the question at issue.	<i>Votes by majority and Chairman to have casting vote</i>
122. The continuing Directors 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, the continuing Director or Directors except in an emergency, may act for the purpose of increasing the number of Directors to that minimum number or of summoning a general meeting of the Company but for no other purpose.	<i>Directors may act notwithstanding vacancy</i>
123. Every Director shall comply with the provisions of Section 221 of the Act in connection with the disclosure of his shareholding and interests in the Company and his interest in any contract or proposed contract with the Company and in connection with the disclosure, every Director shall state the fact and the nature, character and extent of any office or possession of any property whereby whether directly or indirectly, duties or interests might be created in conflict with his duty or interest as a Director.	<i>Disclosure of interests in contracts, property, offices, etc</i>
124. Subject to Article 123 above, a Director may contract with and be interested in any contract or proposed contract with the Company and subject to the Act, shall not be liable to account for any profit made by him by reason of any such contract PROVIDED ALWAYS that the nature of the interest of the Director in any such contract be declared at a meeting of the Directors. A Director shall not 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.	<i>Restriction on voting</i>
125. A Director notwithstanding his interest shall, be counted in the quorum present at any meeting where he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company, or whereat any decision is taken upon any contract or arrangement in which he is in any way interested PROVIDED ALWAYS that he has complied with Sections 221 and 222 and all other relevant provisions of the Act and of this Constitution and he shall not vote in respect of any contract or proposed contract or arrangement in which he has directly or indirectly an interest.	<i>Interested director may still be counted in quorum</i>
126. Subject to the Act, the Main Listing Requirements and this Constitution, a Director may vote in respect of :-	<i>Power to vote</i>
(a) any contract or proposed contract relating to any loan to the Company that the Director has guaranteed or joined in guaranteeing the repayment of the loan or any part thereof; or	
(b) any contract or proposed contract which has been or will be made with or for the benefit of or on behalf of a corporation which by virtue of Section 7 of the Act is deemed to be related to the Company that he is the director of that corporation.	
127. Subject to the Act, the Main Listing Requirements and this Constitution, a Director of the Company may be or become a director or other officer of or otherwise interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise or any corporation which is directly and indirectly interested in the Company as shareholder or otherwise and no such Director shall be	<i>Directors may become directors of other corporation</i>

---

**APPENDIX II – DETAILS OF THE PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

---

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 respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of the directors or other officers of such corporation), and any Director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be or is about to be appointed a director or other officer of such corporation and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

**ALTERNATE DIRECTOR**

128. (a) Each Director shall have power from time to time, to nominate any person (not being a Director) to act as his Alternate Director and at his discretion remove such Alternate Director; but the appointment of such Alternate Director shall not take effect until approved by a majority of the other Directors PROVIDED ALWAYS that any fee paid by the Company to an Alternate Director shall be deducted from that Director's remuneration so nominating such Alternate Director. *Director power to nominate Alternate Director*
- (b) An Alternate Director shall (except as regards the 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. *Powers of Alternate Directors*
- (c) Any appointment or removal of an Alternate Director may be made in writing and delivered to the Company by hand or by post or by facsimile transmission or any other form of electronic communication or in any other manner approved by the Directors. Any facsimile transmission or other form of electronic communication shall be confirmed as soon as possible by letter by post, but may be acted upon by the Company in the meanwhile.
- (d) If a Director making any such appointment as aforesaid shall cease to be a Director, the person appointed by him shall thereupon cease to have any power or authority to act as an Alternate Director.
- (e) A Director shall not be liable for the acts and defaults of any Alternate Director appointed by him.
- (f) 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. *Alternate Directors counted as quorum for meeting*
- (g) One person shall not act as Alternate Director to more than one Directors.

**MANAGING AND/OR EXECUTIVE DIRECTORS**

129. Subject to the Act, this Constitution and the Main Listing Requirements, the Directors may from time to time appoint any one (1) or more of their body to any executive office including the offices of Chief Executive, Managing Director, Deputy Managing Director or Executive Director for such fixed period not exceeding three (3) years and upon such terms as they think fit, and may entrust to and confer upon a Director holding such executive office, any powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers. A Managing Director, or a person *Managing/Executive Directors*

**APPENDIX II – DETAILS OF THE PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

performing the functions of a Managing Director, by whatever named called, shall be subject to the control of the board of directors.

- |      |  |  |
|------|--|--|
| 130. | Subject to the Act, this Constitution and the Main Listing Requirements, the remuneration of an Executive Director shall be fixed by the Directors and may be payable by way of salary or participation in profits of the Company or of any other company in which the Company is interested, or by any or all of these modes, or otherwise as may be thought expedient but shall not include a commission on or percentage of turnover, and it may be made a term of such appointment or appointments that the appointee or appointees shall receive a pension, gratuity or other benefits on their retirement. | <i>Remuneration of Executive Director</i>                          |
| 131. | A Director holding the office of an executive office for a fixed period pursuant to this Constitution shall subject to provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors and if he ceases to hold the office of Director for any cause, his appointment as a Director holding the office of an executive office shall be automatically determined.  | <i>Special position of Directors holding executive office etc.</i> |

**COMMITTEES OF DIRECTORS**

- |      |  |   |
|------|--|---|
| 132. | The Directors may subject to the Main Listing Requirements, establish any committees, local boards or agencies comprising two (2) or more persons for managing any of the affairs of the Company either in Malaysia or elsewhere, and may lay down, vary or annul such rules and regulations as they may think fit for the conduct of the business thereof, and may appoint any person or persons to be the member or members of any such committee or local board or agency and may fix their remuneration and may delegate to any such committee or local board or agency any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the member or members or any such committee or local board or agency or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no persons dealing in good faith and without notice of any such annulment or variation shall be affected thereby. The regulations herein contained for the proceedings of Directors shall so far as not altered by any regulations made by the Directors apply also to the meetings and proceedings of any committee. | <i>Power of Directors to appoint committees</i> |
| 133. | Subject to the Main Listing Requirements and any rules and regulations made pursuant to Article 132, a committee may meet and adjourn as it thinks proper and questions arising at any meeting shall be determined by a majority of votes of the members present (if more than one (1)) and in the case of any equality of votes, the Chairman shall have a second or casting vote except where at the meeting only two (2) Directors form the quorum or are competent to vote on the question at issue.   | <i>Meeting of Committees</i>                    |
| 134. | A committee, local board or agency may subject to the Main Listing Requirements elect a Chairman of its meetings; 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) of their number to be Chairman of the meeting.  | <i>Chairman of committees</i>                   |

**VALIDATION OF ACTS OF DIRECTORS**

- |      |  |                                    |
|------|--|------------------------------------|
| 135. | All acts done by any meeting of the Directors or a committee of directors or by any person acting as a director, local board or agency shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be | <i>Directors' acts to be valid</i> |
|------|--|------------------------------------|

---

**APPENDIX II – DETAILS OF THE PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

---

as valid as if every such person had been duly appointed and was qualified to be a Director, or member of such committee, local board or agency as aforesaid.

**DIRECTORS' CIRCULAR RESOLUTIONS**

136. A resolution in writing signed or approved by letter or facsimile or other forms of electronic communications by a majority of the Directors and who are sufficient to form a quorum shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. All such resolutions shall be described as "Directors' Circular Resolution" and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's minute book. Any such resolution may consist of several documents in like form, each signed under hand or by way of a valid electronic signature by one (1) or more Director or their respective Alternate Directors provided that in such case the signatory or signatories shall have confirmed to the secretary by telephone, followed by facsimile and electronic mail that the signature or signatures thereon are genuine.
- Directors' circular resolutions*

**AUTHENTICATION OF DOCUMENTS**

137. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolution passed by the Company or the Directors and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and, where any books, records, documents or accounts are kept elsewhere than in the Office, the local manager or other officer of the Company having custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.
- Authentication of documents by Directors, Secretary or any person appointed by the Directors*
138. A document purporting to be a copy of a resolution of the Directors or any extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of Article 137 shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors.
- Conclusive evidence of resolutions and extract of minutes of meetings*

**MINUTES AND REGISTERS**

139. The Directors shall cause minutes to be duly entered in books provided for the purpose :-
- Minutes to be entered*
- (a) of all appointments of officers;
  - (b) of the names of all the Directors present at each meeting of the Directors and of any committee of Directors, local board or agency and of the Company in general meeting;
  - (c) of all resolutions and proceedings of general meetings and of meetings of the Directors and committee of Directors, local board or agency; and
  - (d) of all orders made by the Directors and any committee of Directors, local board or agency.
- 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 shall be accepted as prima facie evidence without further proof of the facts stated therein.
- Signature on minutes*

140. The Company shall in accordance with the provisions of the Act keep at the Office, a register containing such particulars with respect to the Directors, managers and Secretaries of the Company as are required by the Act, and shall from time to time
- Particulars of Directors, Managers and Secretaries*

---

**APPENDIX II – DETAILS OF THE PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

---

notify the Registrar of any change in such register and of the date of change in manner prescribed by the Act.

141. The books containing the minutes of proceedings of any general meeting shall be kept by the Company at the Office or the principal place of business in Malaysia of the Company and shall be open to the inspection of any Member without charge. *Minutes kept at Office*
142. 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 for each inspection of a prescribed fee, all such matters required to be so registered under the Act, and in particular :- *Registers to be kept*
- (a) a register of substantial shareholders and of information received in pursuance of the requirements under Sections 56(4) and 144 of the Act;
- (b) a register of the particulars of each of the Directors' shareholdings and interests as required under Section 59 of the Act.

#### **SECRETARY**

143. The Secretary or Secretaries shall in accordance with the Act be appointed by the Directors for such term and at such remuneration and upon such conditions as they think fit, and the Directors may from time to time appoint a temporary substitute for the Secretary or Secretaries who shall be deemed to be the Secretary during the term of his appointment. Any Secretary so appointed may be removed by the Directors. *Secretary*

#### **SEAL**

144. (a) The Directors shall provide for the safe custody of the Seal which shall only be used pursuant to a resolution of the Directors or a committee of the Directors authorising the use of the Seal. The Directors may from time to time (subject to the provisions of Article 17 in relation to certificates) make such regulations as they think fit determining the persons and the number of such persons in whose presence the Seal shall be affixed and, until otherwise so determined, the Seal shall be affixed in the presence of one (1) Director and counter-signed by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose who shall sign every instrument to which the Seal is affixed and the Directors may by resolution determine either generally or in any particular case that the signatures of any Director, the Secretary or such other persons appointed as aforesaid may be affixed or reproduced by facsimile, autographic or other mechanical means provided that the use of such is restricted to a certificate, instrument of transfer or other documents of title in respect of any Share, stock, debenture or marketable security created or issued by the Company to be given under the Seal. The Company may exercise the powers of Section 62 of the Act to have an official seal use outside Malaysia, and such powers are accordingly hereby vested in the Directors. *Authority for use of Seal*
- (b) The Company may also have a Share Seal pursuant to Section 63 of the Act. *Share Seal*

#### **ACCOUNTS**

145. (a) The Company, the Directors and managers of the Company shall:- *Keeping and inspection of books of account*
- (i) cause proper accounting and other records to be kept as will sufficiently explain the transactions and financial position of the Company and its subsidiaries and enable true and fair profit and loss accounts and balance sheets and any documents required to be attached thereto to be prepared; and

---

**APPENDIX II – DETAILS OF THE PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

---

- (ii) cause the accounting and other records to be kept in a manner as to enable the accounting and other records to be conveniently and properly audited.
- (b) Subject always to Section 245(5) of the Act, the accounting and other records of the Company shall be kept at the Office or at such other place as the Directors think fit and shall always be opened for inspection by the Directors. Notwithstanding the above, the accounting and other records of operations outside Malaysia may be kept by the Company at a place outside Malaysia provided that such accounting and other records shall be sent to and kept at a place in Malaysia and be made available for inspection by the Directors at all times.
146. (a) The Directors shall from time to time in accordance with Sections 249 and 253 of the Act cause to be prepared and laid before the Company in general meeting, such financial statements and reports as are referred to in Sections 249 and 253. The Directors shall prepare the financial statements within eighteen (18) months from the date of its incorporation and subsequently, within six (6) Months of its financial year end. Within six (6) Months after the close of the financial year end, the Company shall send a copy of the financial statements and report as required by the Act in printed form or in or in such other electronic form, to:
- To whom copies of profit and loss account etc. may be sent*
- (i) every Member of the Company;
- (ii) every person who is entitled to receive notice of general meetings;
- (iii) every auditor of the Company; and
- (iv) every debenture holder of the Company on a request being made to the Company;
- at least twenty one (21) days before the date of its annual general meeting or such shorter period if agreed by all the members entitled to attend and vote at the annual general meeting.
- (b) The requisite number of copies of each such document as may be required by the Stock Exchange shall at the same time be likewise sent to every such Stock Exchange. This Article shall not require a copy of these documents to be sent to any person 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. In the event that these documents are sent in printed form or in or in such other electronic form, the Company shall send such documents to the Member within four (4) Market Days from the date of receipt of the Member's request. For the purposes of Article 146, electronic form shall include the various forms prescribed in Article 161(f) below.

#### **AUDITORS**

147. Auditors shall be appointed and their duties regulated in accordance with Part III, Division 3 Subdivision 2 of the Act. *Appointment of Auditors*

#### **DIVIDENDS AND RESERVES**

148. Subject to the Applicable Laws, the Company in general meeting may declare Dividend, but no Dividend shall exceed the amount recommended by the Directors and no Dividend shall be payable otherwise than out of profits of the Company available. *Declaration of Dividends*
149. The Directors may, if they think fit, authorise the payment to the Members such interim Dividends as appears to the Directors to be justified by the profits of the Company. If at any time the share capital of the Company is divided into different classes, the Directors may subject to the provisions of the Act, this Constitution and the Main Listing Requirements, pay such interim Dividends in respect of those shares in *Application of profits*

**APPENDIX II – DETAILS OF THE PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

the capital of the Company which confer on the holders thereof deferred or non-preferential rights, as well as in respect of those shares which confer on the holders thereof preferential rights with regard to Dividend and provided that the Directors act bona fide, they shall not incur any responsibility to the holders of shares conferring any preferential rights for any damage that they may suffer by reason of the payment of an interim Dividend on any Shares having deferred or non-preferential rights. The Directors may also pay half-yearly or at other suitable intervals to be settled by them, any Dividend which may be payable at a fixed rate if they are of the opinion that the profits justify the payment.

- |      |  |   |
|------|--|---|
| 150. | The Directors may, before recommending any Dividend, set aside out of the profits of the Company such sums as they think proper as reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending any such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than Shares in the Company) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve, carry forward any profits which they may think prudent not to divide.  | <i>Setting aside profits as reserves</i>                |
| 151. | The Company may recover from a Member any amount of distribution paid to the Member which exceeds the value of any distribution that could properly have been made in accordance with the Act.   | <i>Recovery of Distribution</i>                         |
| 152. | 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. No Dividend or other moneys payable on or in respect of a Share shall bear interest against the Company.   | <i>Payment of Dividends</i>                             |
| 153. | The Directors 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 held by him.  | <i>Deduction of Dividends</i>                           |
| 154. | The Directors may retain the Dividends payable upon Shares in respect of which any person is under the provision as to the transmission of Shares hereinbefore contained entitled to become a Member, or which any person is under those provisions entitled to transfer, until such person shall become a Member in respect of such Shares or shall transfer the same.  | <i>Dividends due may be retained until registration</i> |
| 155. | The Company shall enter in its register of unclaimed monies, any Dividend unclaimed or unaccepted for twelve (12) Months after any Dividend payment date and the Company shall cause a copy of all such entries in the register to be advertised in the Gazette annually during the month of March and all such entries shall include unclaimed Dividends held up to the end of February of that year. All unclaimed or unaccepted dividends which shall remain unpaid by the Company within twelve (12) Months from the date of such advertisement shall be paid within fourteen (14) days after expiration of such period of twelve (12) Months by the Company to the Consolidated Trust Account and upon such payment, all liability of the Company with respect to such dividends shall thereupon cease. During the period of twelve (12) Months from the date of the aforesaid advertisement, all dividends remaining unclaimed may be invested or otherwise made use of by the Directors for the benefit of the Company. | <i>Unclaimed Dividends</i>                              |
| 156. | Any general meeting declaring a Dividend may direct payment of such dividend of bonus, 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 (1) or more of such ways and the directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they  | <i>Manner of realisation of Dividend and bonus</i>      |

---

**APPENDIX II – DETAILS OF THE PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

---

think expedient, and fix the value for the distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Member upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors.

157. Any Dividend, interest or other monies 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 Members or person entitled thereto, or are entitled thereto in consequence of the death or bankruptcy of the holder, to any one (1) of such persons and to such address as such person may in writing direct or by direct transfer or such other mode of electronic means (subject to the provisions of the Act, the Central Depositories Act and the Rules, the Main Listing Requirements and/or regulatory authorities) to the bank account of the holders whose name appear in the Register or Record of Depositors respectively. Every such cheque or warrant or payment by direct transfer shall be made payable to the order of the person to whom it is sent or person or persons entitled to the share in consequence of death or bankruptcy of the holder may direct and the payment of any such cheque or warrant or by such electronic means shall operate as a good discharge to the Company in respect of the Dividend represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque and warrant shall be sent at the risk of the person entitled to the money thereby represented. The payment of any Dividend by such electronic means shall constitute a good and full discharge to the Company of the Dividend to which it relates regardless of any discrepancy given by the Member in the details of the bank account(s).
- Payment by cheque*

Subject to the provisions of the Act, the Central Depositories Act and the Rules, if any Dividend warrant shall be defaced, worn out, destroyed, lost or stolen it may be replaced on such evidence being produced and a letter of indemnity (if required) being given by the shareholder at Ringgit Fifty (RM50.00) or such other sum may be determined per Dividend warrant.

**CAPITALIZATION OF PROFITS**

158. The Company in general meeting may at any time and from time to time, upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of the profit and loss account and/or reserve fund or reserve accounts and/or accretion to capital accruing on sale or shown by a valuation or revaluation of any property or assets of the Company and/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 Directors shall give effect to such resolution.
- Capitalization of profits by bonus issue etc.*
159. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid Shares or debentures if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of Shares or debentures becoming distributable in fractions, and also to 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 capitalization, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing Shares, and any agreement made under such authority shall be effective and binding on all such Members.
- Director's duties and powers in capitalization*



**LANGUAGE**

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

**NOTICES**

161. (a) A notice or any other document may be served by the Company upon a Member or Director, either in hard copy or in electronic form or partly in hard copy and partly in electronic form save where otherwise specifically provided in this Constitution. *Service of notices by the Company*
- (b) Notices in hard copies may be given by the Company to any Member or Director either personally or by post to him in a prepaid mail addressed to him at his address in Malaysia as appearing in the Register or the Record of Depositors or Register of Directors or if anyone has no registered address within Malaysia, to the address if any, within Malaysia supplied by him to the Company for the giving of notices to him.
- (c) Notices given in electronic form shall be transmitted to the electronic address provided by the Member or Director to the Company or Depository for such purpose or by publishing on a website **provided that** in the case where the notice is a notice of meeting, the Company shall notify its Members of the publication of the notice on the website (with such notice on the website being made available throughout the period beginning from the date of the notification until the conclusion of the meeting) and such notification shall be in writing and shall be given in hard copy or electronic form stating:
- (i) that it concerns a meeting of members;
  - (ii) the place, date and time of the meeting; and
  - (iii) whether the meeting is an annual general meeting.
- (d) The Contact details of the Members as provided to the Depository or the Company (in the case of Non-Deposited Securities holders and Directors) shall be deemed to be last known address provided by the Members and Directors to the Company for the purpose of communication and issuance of information or documents.
- (e) A notice may be given by the Company to the joint holders of a Non-Deposited Security by giving the notice to the joint holder first named in the Register.
- (f) For the purpose of Articles 161 and 162, electronic form includes Compact Discs Read Only Memory (CD-ROM), Digital Versatile Disc Read Only (DVD-ROM), other forms of data storage devise, electronic mail or publication on the website or other electronic platform(s) of the Company) or in any other format whatsoever (whether available now or in the future) through images, data, information or other materials may be viewed whether electronically or digitally or howsoever or in such other form of electronic media.
162. Any notice or other document if served:- *When service effected*
- (a) personally, shall be deemed to be served on the date the notice was personally delivered to the Member;
  - (b) by post, shall be deemed to be served two (2) days following that on which a properly stamped letter containing the same is posted. In proving service by post it shall be sufficient to prove that the letter containing the notice or

**APPENDIX II – DETAILS OF THE PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

- document was properly addressed and stamped and put into a post office letter box; and
- (c) in electronic form, shall be deemed to be served on the date such electronic form is published

163. A notice may be given by the Company to the person entitled to a Share in consequence of the death or bankruptcy of a Member by sending it through representatives of the deceased or assignee of the bankrupt or by any like description, at the address, if any, within Malaysia supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been if the death or bankruptcy had not occurred. Every person who, by operation of law, transfer, transmission or other means whatsoever, shall become entitled to any Share, shall be bound by every notice in respect of such Share, which, previously to his name and address being entered in the Register or Record of Depositors as the registered holder of such Share, shall have been duly given to the person from whom he derives the title to such Share. *Notice in case of death or bankruptcy*
164. (a) Notice of every general meeting shall be given in a manner hereinbefore specified to :- *Who may receive notice of general meeting*
- (i) every Member with a registered address in Malaysia as appearing in the Register or the Record of Depositors or an address for service of notices in Malaysia;
- (ii) every person entitled to a Share in consequence of the death or bankruptcy of a Member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting;
- (iii) the auditors for the time being of the Company; and
- (iv) every Stock Exchange.
- (b) Except as aforesaid no other person shall be entitled to receive notices of general meetings.
- (c) Whenever any notice is required to be given under the provisions of the law of Malaysia or of this Constitution, waiver thereof or the shortening of the period of such notice, may be effectively given by complying with Section 316 of the Act.
- (d) At least fourteen (14) days' notice of every general meeting or at least twenty-one (21) days before the general meeting where any special resolution is to be proposed or where it is an annual general meeting shall be given by advertisement in at least one (1) nationally circulated either in Bahasa Malaysia or English daily newspaper and any such advertisement shall be deemed to have been given on the day on which the advertisement shall first appear. *Advertisement*

**WINDING UP**

165. If the Company is wound up, the liquidator may, subject to the provisions of the Act, this Constitution and the Main Listing Requirements, 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 liquidators may, with the like sanction, vest the whole or any part of any such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, think fit, but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability. *Distribution of assets in specie*

---

**APPENDIX II – DETAILS OF THE PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

---

166. 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 :- *Sharing of loss and excess*
- (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 in proportion to the capital paid up, on the shares held by them respectively; and
- (b) if in a winding-up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding-up, the excess shall be distributed among the Members in proportion to the capital paid up, on the shares held by them respectively.

167. On the voluntary liquidation of the Company, no commission or fee shall be paid to the liquidator unless it shall have been ratified 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. *Liquidator's fees in voluntary liquidation*

#### **SECRECY REGULATION**

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

#### **INDEMNITY**

169. Every Director, whether holding an executive office pursuant to this Constitution or not, auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust as such officer of the Company. *Indemnity*

#### **ALTERATION**

170. Subject to the Act and to the prior written approval of the Exchange, the Company may by special resolution delete, alter or add to this Constitution. *Alteration of Constitution*

#### **EFFECT OF THE MAIN LISTING REQUIREMENTS**

171. (a) The provisions of this Article shall only apply so long as any of the Securities of the Company are listed on the Bursa Malaysia. *Applicability of Article 171*
- (b) Notwithstanding anything contained in this Constitution, if the Main Listing Requirements prohibit an act being done, the act shall not be done. *Prohibition of act*
- (c) Nothing contained in this Constitution prevents an act being done that the Main Listing Requirements require to be done. *Effect of Main Listing Requirements*
- (d) If the Main Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). *Authority for act to be done or not done*

**APPENDIX II – DETAILS OF THE PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

- |     |   |                                      |
|-----|---|--------------------------------------|
| (e) | If the Main Listing Requirements require this Constitution to contain a provision and they do not contain such a provision, this Constitution are deemed to contain that provision.                 | <i>Deemed inclusion of provision</i> |
| (f) | If the Main Listing Requirements require this Constitution not to contain a provision and they contain such a provision, this Constitution are deemed not to contain that provision.                | <i>Deemed exclusion of provision</i> |
| (g) | If any provision of this Constitution is or becomes inconsistent with the Main Listing Requirements, this Constitution are deemed not to contain that provision to the extent of the inconsistency. | <i>Inconsistency</i>                 |

**EFFECT OF THE LAW INCLUDING THE ACT, OTHER LEGISLATION AND ANY SUBSIDIARY LEGISLATION, RULES OR REGULATIONS MADE THEREUNDER**

- |          |  |   |
|----------|--|---|
| 172. (a) | Notwithstanding anything contained in this Constitution, if the law, including the Act or any other legislation or any subsidiary legislation, rules or regulations made there under prohibit an act being done, the act shall not be done.  | <i>Prohibition of act</i>                       |
| (b)      | Nothing contained in this Constitution prevents an act being done that the law, including the Act and/or any other legislation and/or any subsidiary legislation, rules or regulations made there under require to be done.  | <i>Effect of law</i>                            |
| (c)      | If the law, including the Act and/or any other legislation and/or any subsidiary legislation, rules or regulations made there under 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).                                    | <i>Authority for act to be done or not done</i> |
| (d)      | If the law, including the Act and/or any other legislation and/or any subsidiary legislation, rules or regulations made there under require this Constitution to contain a provision and they do not contain such a provision, this Constitution are deemed to contain that provision.                 | <i>Deemed inclusion of provision</i>            |
| (e)      | If the law, including the Act and/or any other legislation and/or any subsidiary legislation, rules or regulations made there under require this Constitution not to contain a provision and they contain such a provision, this Constitution are deemed not to contain that provision.                | <i>Deemed exclusion of provision</i>            |
| (f)      | If any provision of this Constitution is or becomes inconsistent with the law, including the Act and/or any other legislation and/or any subsidiary legislation, rules or regulations made there under, this Constitution are deemed not to contain that provision to the extent of the inconsistency. | <i>Inconsistency</i>                            |

\*\*\*The remaining of this page is intentionally left blank\*\*\*