

No.Rujukan : 2020B032413

THE COMPANIES ACT 2016

COMPANY LIMITED BY GUARANTEE

MALAYSIA

CONSTITUTION

OF

BCSD MALAYSIA BERHAD

(Incorporated on 11th August 2020)



AKTA SYARIKAT 2016

[Seksyen 15]

No. Pendaftaran : 202001023053 (1379373-K)

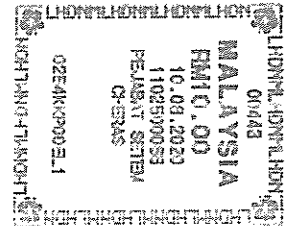
NOTIS PERAKUAN PEMERBADANAN SYARIKAT AWAM

Dengan ini diperakui bahawa

BCSD MALAYSIA BERHAD

telah diperbadankan di bawah Akta Syarikat 2016, pada dan mulai dari 11 haribulan Ogos 2020, dan bahawa syarikat ini adalah sebuah syarikat berhad menurut jaminan.

Pendaftar Syarikat Malaysia



THE COMPANIES ACT 2016

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

CONSTITUTION

OF

BCSD MALAYSIA BERHAD

Preliminary

1. The name of the company is BCSD Malaysia Berhad (hereinafter referred to as the Company).
2. The registered office of the Company will be situated in Malaysia.

PART A

3. In this Constitution:

“Company”	means BCSD Malaysia Berhad (Company No. [*]).
“Board”	means the Board of Directors hereby set up for the management of the affairs of the Company.
“Member”	means the subscriber to the Constitution and any new member admitted as a member in accordance with clause 18.
“Act”	means the Companies Act 2016 or any statutory modification or amendment thereof for the time being.
“Secretary”	means any person who is a holder of a secretary licence or a member of a prescribed body appointed to perform the duties of the secretary of the Company.

Unless the context otherwise requires, words or expressions contained in this Constitution shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which this Constitution becomes binding on the Company.

Objects, Powers and Nature of the Company

4. The objects for which the Company is established shall be:
 - (1a) To be a business thought leader and advocate for sustainable development.
 - (1b) To participate in policy development to create the right framework conditions for business to make an effective contribution towards sustainable development.
 - (1c) To develop and promote the business case for sustainable development.
 - (2) To develop scalable business solutions and promote their implementation for sustainable development.
 - (3) To promote best practice, demonstrate and measure the business contribution to sustainable development solutions and share leading edge practice among Members.
5. The powers of the Company under the objects clause shall be limited to the powers set out below:
 - (a) To receive any gift whether moveable or pecuniary and whether or not subject to any trust for anyone or more of the objects of the Company.
 - (b) To take such steps by personal appeals only as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company in the form of donations, grants, loans, legacy, subscriptions or otherwise.
 - (c) To purchase, take on lease or otherwise acquire for the purposes of the Company and to hold any estates, lands, buildings, easements or other interests in movable or immovable property which may be deemed necessary or convenient for any of the purpose of the Company PROVIDED that the Company shall not hold, acquire, charge, mortgage, sell or dispose of any land without the consent of the Minister charged with the responsibility for companies.
 - (d) To construct, maintain and alter any houses, building or works necessary or convenient for the purpose of the Company.
 - (e) To let on lease or on hire the whole or any part of the movable property of the Company shall determine.
 - (f) To purchase or otherwise acquire, erect, maintain, reconstruct, and adopt any offices, workshops, mills, plants, machinery and other things found necessary or convenient for the purpose of the Company.
 - (g) To purchase acquire, hold, sell and deal in shares, stocks, debentures stocks, bonds, obligations and securities, including securities issued or guaranteed by Malaysian Government, State Government or public body or authority.
 - (h) To sell, dispose of, or transfer any property and undertaking of the Company or any part thereof, for any consideration which the Company may see fit to accept.

- (i) To accept stock or share, mortgage debentures of other securities of any company or corporation in payment or payment for any services rendered for any sale made to or debt owing from any such company.
- (j) To draw, accept and make, and to endorse, discount and negotiate, bills of exchange, promissory note, and other negotiable instrument.
- (k) To invest in Malaysia the money of the Company not immediately required in such manner as from time to time may be determined, PROVIDED that the Company shall not own or incorporate any subsidiary company unless consent from the Registrar of Companies is obtained.
- (l) To engage and appoint and pay such officers, clerks, agents, servants or persons to perform such duties or services for the proper administration and management of the Company and to remove and suspend the same.
- (m) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment, and administration and management of the Company and to remunerate any person or persons for services rendered thereof in cash or in any other manner allowed by law.
- (n) To borrow and raise money in such manner as the Company may think fit.
- (o) To do all or any of the matters hereby authorised in any part of Malaysia either alone or in conjunction with, or as trustees or agents, for any company, association or person, and by or through trustees or agents.
- (p) Generally to do all such other lawful things as are incidental or conducive to the attainment of the above objects and the exercise of powers of the Company:

PROVIDED that:

the Company shall not support with its funds any political organisation or society or endeavour to impose on or procure to be observed by its members or others any regulations, restrictions or conditions which, if any were included in the objects of the Company would make it a Trade Union within the meaning of the Trade Union Act 1959.

- 6. There shall be a Board of Directors for the management of the affairs of the Company.
- 7. The profits, income and property of the Company howsoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company PROVIDED that nothing herein shall prevent the payment, in good faith, of –
 - (a) allowance or remuneration to any officer or servant of the Company in return for any professional services rendered to the Company;
 - (b) payment of interest at the current bank rate on any loan advanced by members of the Company to promote the objects thereof; and
 - (c) reasonable and proper rent for premises demised or let by any Member of the Company.
- 8. No addition, alteration or amendment shall be made to or in provisions contained in the Constitution for the time being enforced unless the same shall have been previously submitted to and approved by the Registrar of Companies.

9. No person shall be appointed as Director of the Company unless his appointment has been approved by the Registrar of Companies.
10. The Company is not allowed to solicit donation from the public without the approval of the Registrar of Companies.
11. The Board and the Members of the Company shall always ensure that the Company or the fund of the Company is not being used for any form of political activity or for unlawful purpose prejudicial to or incompatible with peace, welfare, security, public order, good order or morality in Malaysia or for any purpose prejudicial to national security or public interest.
12. The Company shall spend every year at least **50%** of all income and donations received or whatever percentage approved by the Director General of Inland Revenue subject always that such spending must be solely towards the promotion of the objects of the Company as set forth in this Constitution.
13. The liability of the Members of the Company is limited.
14. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Company, but shall be given or transferred to some other institution or institutions or organisation having objects similar to the objects of the Company and having been approved by the Director-General of Inland Revenue, Malaysia at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision, to some other Funds of similar organisation or some charitable objects approved by the Director-General of Inland Revenue, Malaysia.
15. Every Member of the Company undertakes to contribute to the assets of the Company in the event of the Company being wound up during the time that he is a Member or within one year after he ceases to be a member for payment of debts and liabilities of the Company contracted before he ceases to be a Member and for the adjustment, of rights of the contributories amongst themselves, such amount as may be required not exceeding Ringgit Malaysia One Hundred (RM100.00).
16. True accounts shall be kept of the sums of money received and expended by the Company and the matter in respect of which such receipt, and expenditure takes place, and of the property, credits and liabilities of the Company and subjects to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being, shall be open for the inspection of the Members. Once at least in every calendar year the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by one or more qualified auditor or auditors.

PART B

Members

17. The number of Members to which the Company proposes to be registered is not less than two (2).
18. The Members of the Company shall be the subscribers to the Constitution and such other persons or corporate bodies who shall be admitted to membership in accordance with the Constitution and shall be entered in the Register of Members accordingly and he shall be a Member thereof. The Honorary Members shall also be deemed to be Members of the Company.
19. (1) Memberships of the Company shall comprise the following classes:

- (a) Corporate Members;
- (b) Innovator Members;
- (c) Associate Members;
- (d) Honorary Members.

(2) Corporate Members shall consist of any body corporate as admitted to membership of the Company by the Board as a Corporate Member and on such terms and conditions as may be prescribed by the bye-laws, if any.

(3) Innovator Members shall consist of any body corporate which has innovative and creative solutions for sustainable business practices as may be determined by the Board and as admitted to membership of the Company by the Board as an Innovator Member and on such terms and conditions as may be prescribed by the bye-laws, if any.

(4) Associate Members shall consist of any non-profit organisations, societies or associations admitted to membership of the Company by the Board as an Associate Member and on such terms and conditions as may be prescribed by the bye-laws, if any.

(5) Honorary Members shall consist of any natural persons admitted to membership of the Company as a Honorary Member and on such terms and conditions as may be prescribed by the bye-laws, if any.

(6) Each class of Members shall carry out such privileges, rights and obligations as provided in this Constitution and by the bye-laws of the Company.

20. No person shall be admitted to membership unless he shall first have submitted to the Company an application for membership accompanied by any prescribed entry fee and subscription. Every application for membership shall be in writing containing such particulars as the Board may from time to time prescribe. Admission to membership of any person who makes application to the Company shall be at the sole discretion of the Board, who may delegate its powers to an Executive Committee, and the Board may reject any application for membership without assigning any reason thereof.
21. The Board may admit to honorary membership of the Company such prominent and distinguished persons as the Board may deem fit who shall not be required to sign the application mentioned in Clause 20 or to pay any subscription or be under any liability in the event of the Company being wound up.

Entries in the Register of Members

22. The Secretary shall cause to be entered the name and address of each Member in the Register of Members upon his admission to membership.

Entry Fees and Subscription

23. The payment of entry fees (if any) and annual subscriptions by Members shall be of such amount and payable on such dates in such manner as the Board may from time to time prescribe.

Cessation of Membership

24. A Member shall cease to be a Member of the Company and his name shall be removed from the Register of Members in any one of the following events:
- (a) in the event of death;
 - (b) if he by notice in writing to the Company resigns his membership according to the notice terms and conditions as may be prescribed by the bye-laws, if any;

- (c) if he becomes of unsound mind;
 - (d) if he is convicted or indicted of any criminal offences in Malaysia or outside Malaysia;
 - (e) if being a corporate body it is dissolved or wound up; or ceases to carry on activity for more than six (6) months; or
 - (f) if he shall be adjudged bankrupt or make any composition or arrangement with his creditors.
25. The decision of the Board to whether any Member, has come within the provision of clause 24 shall be final and binding on any such Member.

Expulsion

26. (1) Every Member shall be bound, to further to the best of his ability, the objects and interests of the Company.
- (2) Any Member who fails to observe any of the objects, rules or regulations of the Company may be excluded from a membership of the Company by a resolution of a majority of the Directors present and voting at a special meeting of the Board. Such Member shall have seven (7) clear days' notice sent to him of the meeting of the Board and he may attend the meeting but shall not be present at the voting or take part in the proceedings otherwise than as the Board allows.
- (3) A Member so excluded shall cease to be a Member of the Company and shall forfeit all rights and privileges of membership of the Company.
- (4) Any final decision by the Board on the expulsion of a Member must be considered irrevocable and non-appealable.

General Meetings

27. The Company shall hold once every year a general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one general meeting and that of the next. Provided that so long as the Company hold its first annual general meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Board shall appoint.
28. All general meeting other than annual general meetings shall be called extraordinary general meetings.
29. The Board may, whenever it thinks fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists.

Notice of General Meeting

30. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in

case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the persons as are under the Constitution of the Company, entitled to receive such notices from the Company:

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this clause, be deemed to have been duly called if it is so agreed:

- (a) in the case of a meeting called as the annual general meeting, by all the Members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of Members having a right to attend and vote at the meeting, being majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all Members.
31. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Using Technology to hold Meetings

32. Subject to the Act, the Company may hold a general meeting at more than one venue using any technology that gives the Members as a whole a reasonable opportunity to participate, including to hear and be heard, to vote and to communicate with each other simultaneously throughout the meeting. The main meeting venue shall, subject to the Act, be in Malaysia and the chairperson shall be present at the main venue of the meeting.
33. Anyone using this technology is taken to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.

Proceedings at General Meetings

34. Any decision adopted at general meeting shall be adopted by a majority of votes.
35. No business shall be transacted at any general meeting unless quorum of Members is present at the time when the meeting proceeds to business; save as hereinafter provided, two Members present in person shall be a quorum.
36. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting:
- (a) if convened upon requisition of Members, shall be dissolved;
 - (b) in any other case it shall stand adjourned to the same day in the next week, at the same time and place as the Board may determine.
37. The chairman of the Board shall preside as chairman at every general meeting of the Company. If there is no such chairperson or if he shall not be present within fifteen (15) minutes after the time appointed for the holding of the meeting or unwilling to act the members of the Company present shall elect one of their Members to be chairman of the meeting.

38. 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 adjournment took place. When a meeting is adjourned for thirty 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 notice of adjournment or of the business to be transacted at an adjourned meeting.
39. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the chairman; or
- (b) by at least two Members present in person or by proxy.

Unless a poll be so demanded a declaration by the chairman that the resolution has on a show of hands been passed unanimously, or by a particular majority, or is 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 such resolution. The demand for a poll may be withdrawn.

40. When a resolution is passed at an adjourned meeting, the resolution shall for all purposes be treated as having been passed on the day on which it was in fact passed.

Votes of Members

41. Every Member shall have one vote.
42. No Member shall be entitled to vote at any general meeting unless all moneys/subscriptions presently payable by him to the Company have been paid before or on the day of the general meeting prior to the commencement of the general meeting.
43. Votes may be given either personally or by proxy.
44. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing or, if the appointer is a body corporate, either under seal or under hand of the office or attorney duly authorised. A proxy need not be a member of the Company.
45. An instrument appointing a proxy shall be in the following form or as near thereto as circumstances admits:

BCSD Malaysia Berhad
(Company No [*])

[I/We] of, being a Member of the above named Company, hereby appoint of Or failing him of, as [my/our] proxy to vote for [me/us] on [my/our] behalf at the [annual/extraordinary] general meeting of the said Company to be held on the day of 20....., and at any adjournment thereof.

[Signatures]

46. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
47. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity, revocation of aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Powers and Duties of the Board

48. The business of the Company shall be managed by a Board. The Board shall consist of not less than two Directors and not more than ten Directors.
49. (1) All Directors shall be natural persons.
(2) A Director is not required to be a Member of the Company and shall be entitled to attend and speak at general meetings.
50. At the first annual general meeting all members of the Board shall retire subject to Clause 55(4), and the first members of the Board shall be:
 - (a) Roberto Benetello; and
 - (b) Tan Sri Zakri Bin Abdul Hamid; and
 - (c) Prof. Dato' Ir Dr A Bakar Bin Jaafar.
51. (1) The members of the Board shall be paid all travelling, hotel and other reasonable expenses properly incurred by them in attending and returning from meetings of the Board or any committee of the Board or the general meetings of the Company.
52. The business of the Company shall be managed by the Board who may pay all the expenses incurred in promoting and registering the Company, and may exercise all such powers of the Board as are not, by the Act or this Constitution, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act or this Constitution and to such regulations being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting; but no regulation made by the Company may invalidate any prior act of the Board which would have been valid if that regulation had not been made.
53. The following matters shall be resolved only by the approval of not less than three-quarters of the Directors present and voting at a meeting of the Board:
 - (a) the approval of the annual budget and operating plan of the Company;
 - (b) where the Company is a beneficiary of any trust, any request made by the Board of Directors for a trust distribution:
 - (i) for any project or program which requires funding only in the current financial year, where the required funding amounts to ten per cent (10%) or more of the annual budget of the Company for the financial year in which the request is made;

- (ii) for any single project or program which requires funding in the current as well as future financial years, where the required funding for the current financial year amounts to ten per cent (10%) or more of the annual budget of the Company for the financial year in which the request was first made; and
 - (c) the adoption of, or change in, any policy on financial matters (including accounting practices).
- 54. A Director may hold any other office under the Company (except that of auditor) and he or any firm of which he is a member may act in a professional capacity for the Company in conjunction with his office of Director, and on such terms as to remuneration and otherwise as the Directors shall determine.
- 55. (1) The Directors may from time to time appoint one or more of their body to be the holder of any executive office (including, where considered appropriate, the office of chairman or deputy chairman or honorary treasurer or an Executive Director) on such terms and for such period as they may (subject to the provisions of the Act and other applicable laws, regulations, rules, directives or codes of conduct applicable to the Company) determine and, without prejudice to the terms of any contract entered into in any particular case, may at any time revoke any such appointment.

(2) The appointment of any Director to the office of chairman or deputy chairman or honorary treasurer shall automatically determine if he ceases to be a Director but without prejudice to any claim for damages for breach of any contract of service between him and the Company.

(3) The Directors may entrust to and confer upon any Directors holding any executive office any of the 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.

(4) A Director who is appointed to the office of Executive Director of the Company shall not, while holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors under Clauses 50, 62 and 63 of this Constitution, but instead -
 - (a) shall remain as a Director until he ceases to hold office as an Executive Director in accordance with his terms of appointment as Executive Director; or
 - (b) his appointment as an Executive Director shall be automatically determined if he ceases from any cause to be a Director but without prejudice to any claim for damages for breach of any contract of service between him and the Company,whichever is the earlier.
- 56. The Board may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purpose and such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under this Constitution) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit.

57. All cheques, promissory notes, draft, bill of exchanges and other negotiable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.

Borrowing Powers

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

Minutes of Meetings

59. The Board shall cause minutes to be made in books provided for the purpose:
- (a) of all appointment of officers made by the Board;
 - (b) the names of all the members of the Board present at each meeting of the Board and of any committee of the Board;
 - (c) of all resolutions and proceedings at all meetings of the Company and of the Board and of any committee of the Board and every member of the Board present at any meeting of the Board or committee of the Board shall sign his name in a book to be kept for that purpose.

Disqualification of Members of the Board

60. The office of the members of the Board shall be vacated if the member of the Board:
- (a) without the consent of the Company in general meeting holds any office of profit under the Company;
 - (b) becomes bankrupt or makes any arrangement or compromise with his creditors generally;
 - (c) a secured party takes possession of all or substantially all his assets or has a distress, execution, attachment, sequestration or other legal process levied, enforced or sued on or against all or substantially all his assets and such secured party maintains possession, or any such process is not dismissed, discharged, stayed or restrained, in each case within thirty (30) days thereafter;
 - (d) he causes or is subject to any event which, under the applicable laws of any jurisdiction, has an analogous effect to any of the events specified in (b) to (c);
 - (e) becomes prohibited or disqualified from being a member of the Board under any provisions of the Act;
 - (f) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the Mental Health Act 2001 or where a registered medical practitioner who is treating him gives a written opinion to the Company stating that he has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - (g) resigns from his office by notice in writing to the Company;

- (h) is removed by ordinary resolution of the Company;
 - (i) retires in accordance with the Act or this Constitution and is not re-elected;
 - (j) is absent for more than six (6) months without permission of the Board from meetings of the Board held during that period, and the Board passes a resolution that he has by reason of such absence vacated his office;
 - (k) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in the manner required by the Act; or
 - (l) dies.
61. A member of the Board shall not vote in respect of any contract in which he is directly or indirectly interested or any matter arising there out, and if he does so vote his vote shall not be counted.

Rotation of the Members of The Board

62. Subject to Clause 55(4), at a general meeting on every alternate year (i.e. every two years) subsequent to that in which the first annual general meeting is held, one-third of the Board for the time being, or if their number is not three or multiple of three, then the number nearest one-third, shall retire from office. However, as set out in Clause 55(4), a Director who is appointed to the office of Executive Director of the Company shall not, while holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors.
63. Subject to Clause 55(4), the member(s) of the Board to retire at an general meeting on every alternate year (i.e. every two years) subsequent to the first annual general meeting, shall be those who have been longest in office since their last election, but as between persons who became member on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
64. A retiring member of the Board shall be eligible for re-election.
65. The Company at the meeting at which a member of the Board retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring member the Board shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member of the Board is put to the meeting and lost.
66. No person other than a member of the Board retiring at the meeting shall be eligible for election to the office of a member of the Board unless, not less than two (2) and not more than forty-two (42) days inclusive of the date on which the notice is given before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing, signed by a Member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected. 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 candidate for election shall be served on all Members at least seven (7) clear days prior to the meeting at which the election is to take place.

Notwithstanding the above, a member other than a retiring member of the Board shall vacate his office if his election as member of the Board is not approved by the Minister charged with the responsibility for companies.

67. The Board may from time to time by ordinary resolution increase or reduce the number of members of the Board and may also determine in what rotation the increased or reduced number is to go out of office.
68. The Board shall have power at any time, and from time to time, to appoint any person to be a member of the Board either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of members of the Board shall not at any time exceed the number fixed in accordance with this Constitution. Any member of the Board so appointed shall hold office only until the next following general meeting where the Directors are to retire by rotation in accordance with clauses 62 and 63, and then shall be eligible for election, but shall not be taken into account in determining the Board who are to retire by rotation at such meeting.
69. Subject to the Act, the Company may remove any member of the Board before the expiration of the period of office notwithstanding anything in this Constitution or in any agreement between the Board and such member of the Board.
70. The Company may by ordinary resolution in a general meeting of the Company appoint another person in place of a member of the Board removed from office under clause 69. Without prejudice to the powers of the Board under clause 68 hereof the Company in general meeting may appoint any person to be a member of the Board either to fill a casual vacancy or as an additional member of the Board.

Proceedings of The Board

71. (1) The Board may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Question arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A member of the Board may, and the Secretary on the requisition of a member of the Board shall, at any time summon a meeting of the Board. Notice of a Directors' meeting must be given to each Director. Any Director may waive notice of any meeting. Any irregularity in the notice of meeting is waived if all Directors entitled to receive notice of the meeting attend the meeting without objection to the irregularity.
 - (2) Notice of any Directors' meeting shall indicate:
 - (a) its proposed date and time;
 - (b) where it is to take place;
 - (c) the matters to be discussed; and
 - (d) if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
72. The Directors may meet together in person or by means of telephone conference, video conference or any other form of audio or audio visual instantaneous communication by which all persons participating in the meeting can hear each other, without a Director being in the physical presence of another Director or Directors, and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.
73. The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and unless so fixed shall be two [2].

74. The continuing members of the Board may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Constitution of the Company as the necessary quorum of the Board, the continuing members or member of the Board may act for the purpose of increasing the number of members to that number, or of summoning a general meeting of the Board, but for no other purpose. If there be no Directors or Director able or willing to act, then any two members may summon a general meeting for the purpose of appointing Directors.
75. The Board may elect a chairman and a deputy chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman or deputy chairman is elected, or if at any meeting the chairman is not present within fifteen (15) minutes after the time appointed for holding the same, the member of the Board present may choose one of their number to be chairman of the meeting.
76. The Board may from time to time delegate any of their powers to a committee or committees consisting of such members of their body as they think fit and (if thought fit) one or more other persons co-opted as hereinafter provided with such powers as the Board may prescribe, provided that such powers not exceeding those vested in or exercisable by the Board under this Constitution. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations which may from time to time be imposed on it by the Directors. Any such regulations may provide for or authorise the co-option to the committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee. The Directors may, as they think fit, specify that any such delegation may authorise further delegation of the Directors' powers by any committee to which they are delegated. The Directors may revoke any delegation in whole or part, or alter the regulations pursuant to which such delegation has been made. The Directors may impose any regulations of procedure for all or any committee, and in the event of inconsistency in such regulations of procedure for a committee, such regulations will prevail over these clauses.
77. The committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the same, the members present may choose one of their numbers to be chairman of the meeting.
78. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
79. All acts done by any meeting of the Board or of a committee of the Board, or by any person acting as a members of the Board, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
80. A resolution signed by all the members of the Board, for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board, duly convened and held.
81. The Directors may establish any local boards or agencies for managing any affairs of the Company, either in Malaysia or elsewhere, and may appoint any persons to be members of such local boards or any managers or agents, and may fix their remuneration and may delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the members of any local board or any of them to fill any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors

may remove any person so appointed, and may annul or vary any such delegation, but no person acting in good faith and without notice of any such annulment or variation shall be affected thereby.

Secretary

82. The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them. The first Secretaries of the Company shall be LEW OY FOONG (MAICSA 7010763) and LEE SHI NA (MAICSA 7062497).
83. A provision of the Act or this Constitution requiring or authorising a thing to be done by or to a member of the Board and the Secretary shall not be satisfied by it being done by or to the same person acting both as a member of the Board and as, or in place of, the Secretary.

The Seal [if relevant]

84. The Board shall provide for the safe custody of the seal, which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Board and shall be countersigned by the Secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.

Accounts

85. The Board shall cause proper books of accounts and other records to be kept with respect to:
 - (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Company; and
 - (c) the assets and liabilities of the Company.

Proper books and records shall not be deemed to be kept if they are not kept as are necessary to give a true and fair view of the state of the Company affairs and to explain its transaction.

86. The books of accounts shall be kept at the registered office of the Company or, at such other place or places as the Board think fit and shall always be open to the inspection of the member of the Board.
87. The Board shall from time to time determine to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to inspection of Members not being members of the Board.
88. The Board shall from time to time in accordance with the requirement of the Act cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets and any reports as are referred to in the Act.
89. Subject to the Act, a copy of Directors' Report and Financial Statement which is to be laid before the Company in general meeting, together with a copy of the auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company.

Audit

90. Auditors shall be appointed and their duties regulated in accordance with the Act.

Notice

91. Subject to the Act, any notice may be given by the Company to any Member in writing in the following manner:
- (a) given by hand to the address, within Malaysia, of the Member as supplied by him to the Company for the purpose of giving notice to him;
 - (b) given by ordinary post to the address, within Malaysia, of the Member as supplied by him to the Company for the purpose of giving notice to him;
 - (c) given in electronic form by transmitting to the electronic address or facsimile number of the Member as supplied by him; or
 - (d) subject to the Act and clause 92, for the purpose of notice of general meeting, by publishing on a website.
92. If a notice for a meeting of Members is given by way of a publication in a website as per clause 91(d), the Company shall notify its Members that the notice is available in the website and such notification must be given in hard copy or electronic form stating:
- (a) that it concerns a meeting of Members;
 - (b) the place, date and time of the meeting; and
 - (c) whether the meeting is an annual general meeting.
93. The notice pursuant to clause 92 shall be available in the website throughout the period beginning from the date of notification referred to in clause 92 until the conclusion of the meeting of Members.
94. A notice:
- (a) delivered in person, or left at a recipient's address, is taken to be given on the day it is delivered;
 - (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs;
 - (c) sent by electronic and digital transmission, is taken to be given on the business day after it is sent irrespective of whether or not the same is actually received by the member; and
 - (d) given by publication in the website, is taken to be given on the business day after the notification that the notice is available in the website is sent.
95. Notices of every general meeting shall be given in any manner hereinafter authorised to:
- (a) every Member except those Members who have not supplied to the Company an address within Malaysia for the giving of notices to them;

- (b) the auditors for the time being of the Company; and
- (c) the members of the Board.

No other person shall be entitled to receive notices of general meetings.

Indemnity

96. Subject to the provision of and so far as may be permitted by the Act, every member of the Board, auditor or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any findings or admissions of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the court.

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