

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

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

In line with the provisions of Practice Note No. 18 on Perusal of Draft Circulars and Other Documents, Bursa Malaysia Securities Berhad has not perused this Circular as it falls under the category of Exempt Circulars outlined in the aforesaid practice note.



Freight Management Holdings Bhd.
(Company No. 380410-P)
(Incorporated in Malaysia)

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

PART B
STATEMENT TO SHAREHOLDERS
IN RELATION TO THE
PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

PART C
PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY

The resolution in respect of the above proposals will be tabled at the Twenty-Second Annual General Meeting ("AGM") of the Company. Notice of the Twenty-Second AGM of the Company, which will be held at **Topas Room, The Saujana Hotel Kuala Lumpur, Saujana Resort, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan on Wednesday, 28 November 2018 at 10.00 a.m.** together with the Form of Proxy are set out in the Annual Report 2018 of the Company despatched together with this Circular.

Please complete and return your Form of Proxy in accordance with the instructions thereon as soon as possible to the Share Registrar's Office of the Company at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, at least forty-eight (48) hours before the time fixed for the AGM or any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy : Monday, 26 November 2018 at 10.00 a.m.
Date and time of Twenty-Second AGM : Wednesday, 28 November 2018 at 10.00 a.m.

This Circular is dated 30 October 2018

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

DEFINITIONS

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

“Act”	:	The Companies Act 2016, as may be amended from time to time and any-enactment thereof.
“AGM”	:	Annual General Meeting.
“ALSB”	:	Advance Logistics Sdn. Bhd. (228190-A).
“Audit Committee”	:	Audit Committee of FMHB.
“Board”	:	The Board of Directors of FMHB.
“Bursa Securities” or “the Exchange”	:	Bursa Malaysia Securities Berhad (635998-W).
“Director(s)”	:	Shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director or chief executive officer of the Company, its subsidiary or holding company.
“Person(s) Connected”	:	Persons connected to the Directors and/or Major Shareholders, who fall under any one of the following categories:- <ul style="list-style-type: none">(i) a family member of the Directors or Major Shareholders;(ii) a trustee of a trust (other than a trustee for an employee share scheme or pension scheme) under which the Director, Major Shareholder or a family member of the Directors or Major Shareholders, is the sole beneficiary;(iii) a partner of the Directors or Major Shareholders;(iv) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose direction, instructions or wishes the Directors or Major Shareholders is accustomed or is under an obligation, whether formal or informal, to act;(v) a body corporate in which the Directors, Major Shareholders or persons connected with them are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or(vi) a body corporate which is a related corporation of the Directors or Major Shareholders.
“FMHB” or “the Company”	:	Freight Management Holdings Bhd. (380410-P).
“FMHB Group” or “Group”	:	FMHB and its subsidiaries as defined in Section 4 of the Act. Subsidiary companies include subsidiaries, which exist as at the date of this Circular and subsidiaries which are incorporated or acquired at any time during the duration of the Proposal.
“NGLSB”	:	Nankai Global Logistics (M) Sdn. Bhd. (87612-H).
“FMGL (KUL) SB”	:	FM Global Logistics (KUL) Sdn. Bhd. (199558-U).
“FMGL (M) SB”	:	FM Global Logistics (M) Sdn. Bhd. (85740-U).
“Listing Requirements”	:	Bursa Securities Main Market Listing Requirements and any Practice Notes issued in relation thereto, including any amendments that may be made from time to time.

“Major Shareholder”	<p>: A person who has an interest(s) in voting share(s) in the Company and the number or aggregate number of those shares is:-</p> <p>(a) 10% or more of the total number of voting shares in the Company; or</p> <p>(b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company;</p> <p>and shall include any person who is or was within the preceding six (6) months of the date on which the terms of the transaction was agreed upon, a major shareholder of FMHB, its subsidiary or holding company</p> <p>“Interest” shall have the meaning of “interest in shares” given in Section 8 of the Act.</p>
“Proposal” or “Proposed Renewal of Shareholders’ Mandate”	Proposed renewal of shareholders’ mandate for the FMHB Group to enter into existing RRPTs with the related parties.
“Recurrent Related Party Transactions” or “RRPTs”	Recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations and are entered into by FMHB Group with the Related Parties in the ordinary course of business which involves the interest, direct or indirect, of a Related Party.
“Related Party(ies)”	A Director, Major Shareholder or Person Connected with such Director or Major Shareholder as defined under Chapters 1 and 10 of the Listing Requirements.
“RM” and “sen”	Ringgit Malaysia and sen respectively.
“SC”	Securities Commission Malaysia.

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

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of a day in this Circular shall be a reference to Malaysian time, unless otherwise stated.

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FREIGHT MANAGEMENT HOLDINGS BHD.
(Company No. 380410-P)
(Incorporated in Malaysia)

Registered Office:-

Unit 30-01, Level 30, Tower A
Vertical Business Suite, Avenue 3
Bangsar South, No. 8, Jalan Kerinchi
59200 Kuala Lumpur

30 October 2018

Board of Directors:-

Datuk Dr. Hj. Noordin Bin Hj. Ab. Razak (*Chairman/Independent Non-Executive Director*)
Chew Chong Keat (*Group Managing Director*)
Yang Heng Lam (*Executive Director*)
Gan Siew Yong (*Executive Director*)
Ong Looi Chai (*Executive Director*)
Aaron Sim Kwee Lein (*Senior Independent Non-Executive Director*)
Lau Swee Chin (*Independent Non-Executive Director*)
Chua Tiong Hock (*Non-Independent Non-Executive Director*)
Khua Kian Keong (*Alternate Director to Chua Tiong Hock*)

TO: OUR SHAREHOLDERS

Dear Sir/Madam,

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

1. INTRODUCTION

On 29 November 2017, the Company announced that the shareholders had at the Twenty-First AGM held on even date, approved the resolution pertaining to the shareholders' mandate for recurrent related party transactions of a revenue or trading nature which is necessary for the FMHB Group's day-to-day operations and are in the ordinary course of business and on terms that are not more favourable to the Related Parties than those generally available to the public. The approval shall in accordance with the Listing Requirements lapse at the conclusion of the forthcoming AGM of the Company scheduled on 28 November 2018 unless approval for its renewal is obtained from the shareholders of the Company at the Twenty-Second AGM.

On 24 October 2018, the Board announced that the Company proposed to seek the approval of its shareholders for the Proposal at the forthcoming AGM of the Company.

The purpose of Part A of this Circular is to provide you with relevant details of the Proposal and to seek your approval for the proposed resolution pertaining to the Proposal to be tabled at the forthcoming AGM of the Company.

2. INFORMATION ON THE PROPOSAL

2.1 Provision Under The Listing Requirements

Pursuant to Paragraph 10.09(2) of the Listing Requirements and Practice Note No. 12, a listed company may seek a shareholders' mandate in respect of related party transactions involving recurrent transactions of a revenue or trading nature which are necessary for its day-to-day operations subject to the following:-

- (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 where:
 - (a) the consideration, value of the assets, capital outlay or costs of the Recurrent Related Party Transactions is RM1.0 million or more; or
 - (b) the percentage ratio of such Recurrent Related Party Transactions is 1% or more, whichever is the higher;
- (iii) the issuance of a circular to shareholders by the Company for the shareholders' mandate;
- (iv) in a meeting to obtain the shareholders' mandate, the interested Directors, interested Major Shareholders and interested Persons Connected with a Director or Major Shareholder and where it involves the interest of the Person Connected with a Director or Major Shareholder, such Director or Major Shareholder, must not vote on the resolution approving the transactions. An interested Director or interested Major Shareholder must also ensure that Persons Connected with him abstain from voting on the resolution approving the transactions; and
- (v) the Company shall make an immediate announcement to the Exchange when the actual value of the RRPTs entered into by the Company, exceeds the estimated value of the RRPTs disclosed in the Circular by 10% or more and must include the information as may be prescribed by the Exchange in its announcement.

Where a shareholders' mandate pursuant to Paragraph 10.09 of the Listing Requirements has been procured, the provisions of Paragraph 10.08 of the Listing Requirements shall not apply.

FMHB is proposing to seek its shareholders' approval to renew the existing shareholders' mandate pursuant to and in compliance with the conditions stated in Paragraph 10.09 of the Listing Requirements and Practice Note No. 12, to enable the Group to continue entering into the RRPTs with the Related Parties.

2.2 Principal Activities of the FMHB Group

FMHB is principally an investment holding company and provides management services to its subsidiary and associated companies. The Proposal will apply to the following subsidiaries of FMHB:-

<u>Subsidiaries/Associates</u>	<u>Effective Equity Interest (%)</u>	<u>Principal Activities</u>
FMGL (M) SB	100%	Provision of freight services
FMGL (KUL) SB	100%	Provision of freight services

2.3 The Related Parties

The Proposal will apply to the following Related Parties:-

<u>Related Party</u>	<u>Principal Activities</u>
NGLSB	Forwarding licensee
ALSB	Forwarding licensee

Notes:-

- *Mr. Chew Chong Keat is a Major Shareholder of FMHB and the Group Managing Director in FMHB and all its subsidiaries. He is also a Director in NGLSB.*
- *Madam Gan Siew Yong is the spouse of Mr. Chew Chong Keat and is an Executive Director in FMHB and all its subsidiaries. She is therefore a Person Connected to Mr. Chew Chong Keat.*
- *En. Azha Bin Halip is the Assistant General Manager in FMHB Group and is also a Major Shareholder and Director in NGLSB and ALSB. He is therefore a Person Connected to Mr. Chew Chong Keat and Madam Gan Siew Yong.*

2.4 Information on the RRPTs

It is anticipated that the Group would, in the ordinary course of business continue to enter into RRPTs which are detailed in the table below.

In view of the time-sensitive, confidential and frequent nature of such RRPTs, the Board is seeking shareholders' approval for the Proposed Shareholders' Mandate for the Group to enter into transactions in the normal course of business with the classes of Related Parties set out below provided such transactions are entered into at arms' length basis and on normal commercial terms which are not more favorable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders.

No.	Transacting Party	Company in FMHB Group	Nature of transaction	Estimated value as disclosed in preceding year's circular (RM)	Actual value transacted from the date the existing mandate was obtained up to the latest practicable date ("5 October 2018") (RM)	Estimated value from forthcoming AGM to the next AGM (RM)	Related Party
a)	NGLSB	FMGL (KUL) SB, FMGL (M) SB	NGLSB provides exclusive custom clearance services to the FMHB Group	4,000,000	365,314	3,000,000	Interested Director and/or interested Major Shareholder: Chew Chong Keat and Gan Siew Yong
b)	ALSB	FMGL (M) SB	ALSB provides exclusive custom clearance services to FMGL (M) SB	4,000,000	274,665	3,000,000	Persons Connected to interested Director and/or interested Major Shareholder: Azha Bin Halip

The above transactions are necessary for FMHB Group's day-to-day operations and 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 and are not to the detrimental of the minority shareholders of FMHB Group.

The basis of arriving at the estimated value as indicated above was based on the values transacted during the financial year ended 30 June 2018 as well as latest available information relating to these transactions. The value of these transactions may be subject to change in the financial year ending 30 June 2019.

2.5 Deviation from Mandate

There was no deviation of 10% or more between the aggregated actual value and the aggregated estimated value pursuant to Paragraph 10.12 of the Listing Requirements.

2.6 Review Procedures for the RRPTs

There are procedures established by the Group to ensure that RRPTs are undertaken on an arms' length basis and on the Group's normal commercial terms and on transaction prices, consistent with the Group's usual business practices and policies and on transaction prices and terms, which are generally not more favorable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders. The procedures are as follows:-

- (i) A list of companies related to the Related Parties have been circulated within the Group and all contracting parties will be notified that all RRPTs are required to be undertaken on an arm's length basis and on normal commercial terms and on terms not more favorable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders;
- (ii) The transaction prices and terms are determined based on the prevailing market rates which are determined by market forces, demand and supply, quality of the product and other relevant factors. At least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to ascertain whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities. In the event that quotation or comparative pricing from unrelated third parties cannot be obtained (for instance, if there are no unrelated third party vendors/customers of similar products or services, or if the product/service is a proprietary item), the management will ensure the RRPTs with the Related Parties will only be entered into based on the Group's usual business practice, and on prices negotiated specifically between the parties based on a willing buyer-willing seller basis after taking into account the pricing, level of services, quality of products and other related factors and that the RRPTs are not entered into to the detriment of the minority shareholders;
- (iii) The Audit Committee will review and ratify at each Audit Committee meeting the transactions that the management has identified as RRPTs to ensure that the RRPTs are entered into on arm's length basis, based on commercial terms and are not more favorable to the Related Parties than those generally available to the public and are not prejudicial to the minority shareholders;
- (iv) The Audit Committee will review conflict of interest situations that may arise as a result of RRPTs to ensure that appropriate procedures have been followed and the Audit Committee has the overall responsibility to determine the review procedures and shall continue to review the adequacy and appropriateness of the procedures as and when required;
- (v) Any member of the Audit Committee may as he deems fit, request for additional information pertaining to the transaction including from independent sources or advisers; and
- (vi) The annual internal audit plan shall incorporate a review of all RRPTs entered into pursuant to the shareholders' mandate to ensure that the relevant approvals have been obtained and the review procedures in respect of such transactions are adhered to.

The Board of FMHB and the Audit Committee have reviewed the above procedures and will continue to review the procedures as and when required. If a member of the Board of FMHB or Audit Committee has an interest in the transaction to be reviewed by the Board of FMHB or the Audit Committee as the case may be, he will not participate in the deliberation or such transaction and will abstain from any decision making by the Board or the Audit Committee in respect of that transaction.

2.7 The Threshold for the Approval of RRPTs

There is no specific threshold for approval of RRPTs within FMHB Group. However, all RRPT(s) are subject to the approval of the Board. Where any Director has an interest (direct or indirect) in any RRPTs, such Director shall abstain from deliberation and voting on the matter. If it is determined that the procedures stated in Part A Section 2.6 of this Circular are inadequate, the Company is required to ensure that:-

- (i) RRPT(s) will be conducted at arms' length basis and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- (ii) such transactions are not to the detriment of the minority shareholders of the Company or prejudicial to the interests of the shareholders.

The Company will obtain a fresh shareholders' mandate based on new guidelines and procedures. The Audit Committee shall also have the discretion to request for limits to be imposed or for additional procedures to be followed if it considers such a request to be appropriate. In that event, such limits or procedures may be implemented without the approval of shareholders, provided that they are more stringent than the existing limits or procedures.

2.8 Amount due and owing to the Company by Related Parties

As at the financial year ended 30 June 2018, there is no amount due and owing to the Company by its Related Parties, which has exceeded the credit term given. The payments were made within the agreed credit terms.

2.9 Statement by Audit Committee

The Audit Committee of the Company has reviewed the procedures set out in Section 2.6 above and is of the view that the said procedures are sufficient to ensure that the RRPTs are conducted at arm's length basis, 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. Any member of the Audit Committee who is interested in any RRPTs shall not be involved in the review of the RRPTs.

The Group has in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner and these procedures and processes are reviewed on a yearly basis.

2.10 Disclosure of RRPTs

Disclosure will be made in the annual report of FMHB in accordance with Paragraph 3.1.5 of Practice Note 12 of the Listing Requirements, which requires a breakdown of the aggregate value of the RRPTs entered into during the financial year based on the following information:-

- (i) types of the RRPTs; and
- (ii) names of the Related Parties involved in each RRPT entered into and their relationship with the Company.

The above disclosure will be made in the Company's annual report for each subsequent financial year after the Proposal has been obtained.

2.11 Rationale for the Proposal

The rationale for and benefits of the Proposal to the FMHB Group are as follows:-

- (i) to facilitate transactions with Related Parties which are in the ordinary course of business of the FMHB Group undertaken at arms' length, normal commercial terms and on terms which are not more favorable to the Related Parties than those generally available to the public and are not detrimental to the interests of minority shareholders;
- (ii) to enable the FMHB Group to transact with the Related Parties in an expeditious manner to meet business needs for the supply and/or provision of goods and services which are necessary for its day-to-day operations, particularly, business needs which are time sensitive in nature; and
- (iii) will eliminate the need to announce and convene separate general meetings to seek shareholders' mandate for each transaction and as such, substantially reduce expenses, time and other resources associated with the making of announcements and convening of general meetings on an ad hoc basis, improve administrative efficiency considerably and allow financial and manpower resources to be channeled to attain more productive objectives.

2.12 Financial Effects of the Proposal

The Proposal will have no effect on the issued share capital and shareholdings of Major Shareholders of FMHB, the net assets per share and earnings per share of the FMHB Group.

2.13 Validity Period for the Proposal

If approved at the forthcoming Twenty-Second AGM, the Proposed Renewal of Shareholders' Mandate will be subject to annual review. In this respect, any authority conferred by the Proposed Renewal of Shareholders' Mandate shall only continue to be in force until:-

- (a) the conclusion of the next AGM of the Company following the AGM at which such Proposal was passed, at which time it shall lapse, unless by a resolution passed at an AGM whereby authority is renewed;
- (b) the expiration of the period within the next AGM of the Company subsequent to the date it is required to be held under Section 340 of the Act (but must 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.

2.14 Interests of Directors, Major Shareholders and/or Persons Connected to them

In respect of the Proposal, save as disclosed below, none of the other Directors and/or Major Shareholders or Persons Connected to them (as defined in the Listing Requirements) have any interest, direct or indirect in the Proposal.

The shareholdings of the interested persons in FMHB as at 5 October 2018 are as follows:-

Interested Party	Interests in FMHB			
	Direct Interest		Indirect Interest	
	No. of Shares	%	No. of Shares	%
Chew Chong Keat	44,791,743	24.06	183,333*	0.10
Gan Siew Yong	8,098,536	4.35	183,333*	0.10
Azha Bin Halip	17,046	0.01	-	-

* Deemed interested in shares held by their children.

Mr. Chew Chong Keat, the Group Managing Director is also the Major Shareholder of the Company, holding 24.06% direct and 0.10% indirect equity interest in the Company as at 5 October 2018 and is interested in the Proposal.

Madam Gan Siew Yong, an Executive Director in FMHB is also the spouse of Mr. Chew Chong Keat. Therefore, she is deemed interested in the Proposal.

The interested directors, namely Mr. Chew Chong Keat and Madam Gan Siew Yong have abstained and will continue to abstain from all Board deliberations in respect of the Proposal. Further, they will abstain from voting in respect of their direct and/or indirect interests on the resolution approving the Proposal at the forthcoming AGM. In addition, they have undertaken and will ensure that Persons Connected to them will abstain from voting on the resolution pertaining to the Proposal in respect of their direct and/or indirect shareholdings in FMHB at the forthcoming AGM.

Encik Azha Bin Halip ("Encik Azha") is the Assistant General Manager in FMHB Group. He is also a Director and Major Shareholder in NGLSB and ALSB. Thus, he will abstain from voting on the resolution pertaining to the Proposal in respect of his direct and/or indirect shareholdings in FMHB at the forthcoming AGM. Encik Azha has also undertaken and will ensure that Persons Connected to him will abstain from voting on the resolution pertaining to the Proposal in respect of their direct and/or indirect shareholdings in FMHB at the forthcoming AGM.

The interested Directors, interested Major Shareholders and Persons Connected to the interested Directors and interested Major Shareholders have all consented that one resolution pertaining to the general mandate be sought for all the RRPTs despite several categories and classes of related parties being involved and they have also undertaken and will ensure that Persons Connected to them will abstain from voting on the proposed ordinary resolution pertaining to the Proposal at the forthcoming AGM.

3. DIRECTORS' RECOMMENDATION

The Directors with the exception of Mr. Chew Chong Keat and Madam Gan Siew Yong, the interested Directors, who have abstained and will abstain from all Board's deliberations, recommendations and voting on the Proposal are of the opinion that the Proposal is fair, reasonable and in the best interests of the FMHB Group and is not detrimental to the minority shareholders. Accordingly, they (save for Mr. Chew Chong Keat and Madam Gan Siew Yong) recommend that you vote in favour of the ordinary resolution in relation to the Proposal under the agenda of Special Business, the text of which are set out in the Notice convening the Twenty-Second AGM.

4. APPROVAL REQUIRED

The Proposal is subject to approval being obtained from our shareholders at the forthcoming AGM.

5. TWENTY-SECOND AGM

The Twenty-Second AGM of FMHB will be held at Topas Room, The Saujana Hotel Kuala Lumpur, Saujana Resort, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan on Wednesday, 28 November 2018 at 10.00 a.m. for the purpose of considering and, if thought fit, to pass the resolution pertaining to the Proposal.

If you are unable to attend and vote in person at the AGM, you are requested to complete and return the Form of Proxy enclosed in the Company's Annual Report 2018 in accordance with the instructions therein as soon as possible and in any event so as to arrive at the Share Registrar's Office of the Company at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than 48 hours before the time fixed for the Twenty-Second AGM. The completion and returning of the Form of Proxy does not preclude you from attending and voting in person at the Twenty-Second AGM should you subsequently wish to do so.

6. FURTHER INFORMATION

You are advised to refer to the attached appendix for further information.

Yours faithfully

On behalf of the Board of

FREIGHT MANAGEMENT HOLDINGS BHD.

Datuk Dr. Hj. Noordin Bin Hj. Ab. Razak

Chairman/Independent Non-Executive Director

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

This Circular has been seen and approved by the Board of FMHB who, individually and collectively, accept full responsibility for the accuracy of the information contained in this Circular and confirm that, after making 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

FMHB Group is not engaged in any current material litigation, claims or arbitration, either as plaintiff or defendant, and the Board of FMHB do not know of any proceedings pending or threatened against FMHB and/or its subsidiaries or of any facts likely to give rise to any proceeding which may materially and adversely affect the financial position and/or business of the FMHB Group.

3. MATERIAL CONTRACTS

Neither FMHB and/or its subsidiaries has entered into any material contracts which are or may be material, not being contracts entered into in the ordinary course of business, during the past two (2) years preceding the date of this Circular.

4. DOCUMENTS FOR INSPECTION

- (i) The Constitution of FMHB; and
- (ii) Audited financial statements of FMHB Group for the past two (2) financial years ended 30 June 2017 and 30 June 2018.

PART B
STATEMENT TO SHAREHOLDERS
IN RELATION TO THE
PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

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DEFINITIONS

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

“Act”	:	The Companies Act 2016, as may be amended from time to time and any enactment thereof.
“AGM”	:	Annual General Meeting.
“Board”	:	The Board of Directors of FMHB.
“Bursa Securities” or “the Exchange”	:	Bursa Malaysia Securities Berhad (635998-W).
“Code”	:	Malaysian Code on Take-Overs and Mergers 2016 and any amendments made thereto from time to time.
“EPS”	:	Earnings per share.
“FMHB” or “the Company”	:	Freight Management Holdings Bhd. (380410-P).
“FMHB Group” or “Group”	:	FMHB and its subsidiary and associated companies, collectively.
“Listing Requirements”	:	Bursa Securities Main Market Listing Requirements and any Practice Notes issued in relation thereto, including any amendments that may be made from time to time.
“Market Day”	:	Means a day on which the stock market of the Exchange is open for trading in securities.
“Major Shareholder”	:	A person who has an interest(s) in voting share(s) in the Company and the number or aggregate number of those shares is:- (a) 10% or more of the total number of voting shares in the Company; or (b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company; and shall include any person who is or was within the preceding six (6) months of the date on which the terms of the transaction was agreed upon, a major shareholder of FMHB, its subsidiary or holding company. “Interest” shall have the meaning of “interest in shares” given in Section 8 of the Act.
“Minister”	:	Minister charged with the responsibility for companies, currently the Minister of Domestic Trade, Co-operatives and Consumerism, Malaysia.
“NA”	:	Net Assets.
“Proposed Renewal of Share Buy-Back Authority”	:	Proposed renewal of authority to purchase of the Company’s own shares representing up to 10% of the total number of issued shares of the Company.
“Purchased Shares”	:	Shares purchased pursuant to the Proposed Renewal of Share Buy-Back Authority.
“RM and sen”	:	Ringgit Malaysia and sen respectively.
“Statement”	:	This share buy-back statement dated 30 October 2018 in relation to the Proposed Renewal of Share Buy-Back Authority.
“Substantial Shareholder(s)”	:	A person who has an interest or interests in one or more voting shares in the Company and the number or the aggregate number of such shares is not less than 5% of the total number of all the voting shares in the Company.

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

Any reference in this Statement to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of a day in this Circular shall be a reference to Malaysian time, unless otherwise stated.

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FREIGHT MANAGEMENT HOLDINGS BHD.
(Company No. 380410-P)
(Incorporated in Malaysia)

Registered Office:-

Unit 30-01, Level 30, Tower A
Vertical Business Suite, Avenue 3
Bangsar South, No. 8, Jalan Kerinchi
59200 Kuala Lumpur

30 October 2018

Board of Directors:-

Datuk Dr. Hj. Noordin Bin Hj. Ab. Razak (*Chairman/Independent Non-Executive Director*)

Chew Chong Keat (*Group Managing Director*)

Yang Heng Lam (*Executive Director*)

Gan Siew Yong (*Executive Director*)

Ong Looi Chai (*Executive Director*)

Aaron Sim Kwee Lein (*Senior Independent Non-Executive Director*)

Lau Swee Chin (*Independent Non-Executive Director*)

Chua Tiong Hock (*Non-Independent Non-Executive Director*)

Khua Kian Keong (*Alternate Director to Chua Tiong Hock*)

TO: OUR SHAREHOLDERS

Dear Sir/Madam,

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

1. INTRODUCTION

On 24 October 2018, the Company announced that it proposes to seek a renewal of the approval from the shareholders for the Proposed Renewal of Share Buy-Back Authority at the forthcoming AGM to be convened on 28 November 2018.

At the AGM held on 29 November 2017, the Board obtained the shareholders' approval to allow the Company to buy-back of up to 10% of its total number of issued shares. This authority shall lapse at the conclusion of the forthcoming AGM unless it is renewed.

The purpose of this Statement is to provide you with the relevant information and to seek your approval for an ordinary resolution pertaining to the Proposed Renewal of Share Buy-Back Authority to be tabled as Special Business at the forthcoming AGM.

YOU ARE ADVISED TO READ THE CONTENTS OF THIS STATEMENT CAREFULLY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY.

2. DETAILS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

Your Board is seeking your approval for the Company to purchase and/or hold shares representing up to 10% of its total number of issued shares on Bursa Securities, subject to the Act, Listing Requirements and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities at the time of purchase.

The Proposed Renewal of Share Buy-Back Authority will be effective immediately upon the passing of the ordinary resolution, and will remain in effect until the conclusion of the next AGM of FMHB, or the expiry of the period within which the next AGM is required by law to be held, or revoked or varied by ordinary resolution passed by shareholders in a general meeting, whichever occurs first.

Set out below are details of the Proposed Renewal of Share Buy-Back Authority:-

(i) Funding

The Proposed Renewal of Share Buy-Back Authority will be funded from internally generated funds and/ or borrowings. Under the Listing Requirements, the maximum funds to be utilised for the purchase of the shares shall not exceed the total retained profits of the Company. Accordingly, your Directors shall allocate an amount of funds which will not be more than the aggregate sum of the retained profits of the Company in respect of any purchase of shares pursuant to the Proposed Renewal of Share Buy-Back Authority. Based on the latest audited financial statements of FMHB as at 30 June 2018, the retained profits of the Company stood at approximately RM9,469,672.

The actual number of shares to be purchased, the total amount of funds to be utilised, impact on cash flows and the timing of the purchase(s) will depend on the prevailing equity market conditions and sentiments as well as the financial resources available to the Company at the time of the purchase(s). In the event the Company decides to utilise bank borrowings to finance the purchase of its own shares, the Board will ensure that there are sufficient funds to repay such borrowings and that such repayment will not have a material impact on the cash flow or earnings of the Company.

In addition, the Board will ensure that the Company satisfies the solvency test as stated under Section 112(2) of the Act before executing the Proposed Renewal of Share Buy-Back Authority.

(ii) Treatment of Purchased Shares

In accordance with Section 127 of the Act, the Purchased Shares may be dealt with by your Directors in the following manner:-

- (a) to cancel the Purchased Shares; or
- (b) retain the Purchased Shares as treasury shares to:-
 - (i) distribute the shares as dividends to shareholders of the Company, such dividends to be known as "share dividends";
 - (ii) resell the shares, or any of the shares in accordance with the relevant rules of Bursa Securities;
 - (iii) transfer the shares, or any of the shares for the purposes of or under an employees' share scheme;
 - (iv) transfer the shares, or any of the shares as purchase consideration;
 - (v) cancel the shares or any of the shares; or
 - (vi) sell, transfer or otherwise use the shares for such other purposes as the Minister may by order prescribe;
- (c) to retain part of the Purchased Shares as treasury shares and cancel the remainder.

(iii) Ranking

While the Purchased Shares are held as treasury shares, Section 127 (8) and (9) of the Act states that the rights attached to them as to voting, dividends and participation in other distributions or 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 for any purposes including 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.

(iv) Regulatory requirements

The Proposed Renewal of Share Buy-Back Authority is subject to compliance with Section 127 of the Act, Listing Requirements and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities at the time of the purchase.

Pursuant to the Listing Requirements, the Proposed Renewal of Share Buy-Back Authority is subject to, *inter-alia*, the following rules:-

- the public shareholding spread of 25% of its total number of issued shares is to be maintained at all times. As detailed in Section 6.7 of this Statement, your Board undertakes to purchase shares only to the extent that the public shareholding spread of FMHB shall not fall below 25% of its total number of issued shares at all times pursuant to the Proposed Renewal of Share Buy-Back Authority;
- the purchase price of the shares shall not be more than fifteen per centum (15%) above the weighted average market price for the shares for the five (5) Market Days immediately preceding the date of the purchase(s);
- an immediate announcement will be made to Bursa Securities of any purchase or resale of shares and whether the Purchased Shares will be cancelled or retained as treasury shares or a combination of both;
- the Company may only resell or transfer any treasury shares on Bursa Securities at:-
 - (i) a price, which is not less than the weighted average market price of shares for the five (5) Market Days immediately before the date of the resale or transfer; or
 - (ii) a discounted price of not more than five per centum (5%) to the weighted average market price of shares for the five (5) Market Days immediately before the date of the resale or transfer, provided that:-
 - (a) the resale or transfer takes place not earlier than 30 days from the date of the purchase; and
 - (b) the resale or transfer price is not less than the cost of purchase of shares being resold or transferred;
- the maximum funds to be utilised for the purchase of the shares shall not exceed the level of retained profits of the Company. As mentioned in Section 2 of this Statement, the allocation of funds for the Proposed Renewal of Share Buy-Back Authority would not exceed the aggregate sum of retained profits of the Company; and
- the Proposed Renewal of Share Buy-Back Authority shall only be effected on the market of Bursa Securities via its automated trading system and shall exclude any direct business transactions as defined under the rules of Bursa Securities.

3. RATIONALE FOR THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The implementation of the Proposed Renewal of Share Buy-Back Authority would enable the Company to utilise its surplus financial resources to purchase shares when appropriate, and at prices which your Board view as favourable.

The Proposed Renewal of Share Buy-Back Authority would effectively reduce the number of shares carrying voting and participation rights (unless the Purchased Shares are resold on Bursa Securities or distributed as share dividends). Consequently (whether the Purchased Shares are held as treasury shares or cancelled), all else being equal, the EPS of the Company/FMHB Group may be enhanced as the earnings of FMHB/FMHB Group would be divided by a reduced number of shares.

The Purchased Shares may be cancelled at such time(s) where your Directors are of the view that there is excess share capital and wish to reduce the number of shares in circulation. If the Purchased Shares are held as treasury shares, such shares may potentially be resold on Bursa Securities at a higher price and therefore realising a potential gain in reserves without affecting the total issued share capital of the Company. The treasury shares may also be distributed to shareholders as dividends and, if undertaken, would serve to reward the shareholders of the Company.

4. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

Advantages

- (i) To enable the Company to stabilise the supply and demand of shares on Bursa Securities and thereby reducing the volatility of shares.
- (ii) If the Purchased Shares are subsequently cancelled, it is expected to enhance the EPS of the Company thereby making the shares more attractive to investors.
- (iii) If the treasury shares are distributed as dividends, it may then serve to reward the shareholders.

Disadvantages

- (i) The Proposed Renewal of Share Buy-Back Authority will reduce the amount of resources available for distribution to the shareholders of the Company and may result in the Group having to forego feasible investment opportunities that may emerge in the future and any income that may be derived from the deposit of funds in interest bearing instruments.
- (ii) The working capital of the Group will also be affected, as any shares purchase will reduce the Group's cash flow. However, the financial resources of the Group may increase if the shares purchased and held as treasury shares are resold at prices higher than purchase price.

The Board will be mindful of the interests of the Company and the shareholders in implementing the Proposed Renewal of Share Buy-Back Authority.

5. PURCHASE OF SHARES AND RESALE OF TREASURY SHARES MADE IN THE PREVIOUS 12 MONTHS

FMHB has not purchased any of its shares in the previous twelve (12) months preceding the date of this Statement. As such, the Company does not have any treasury shares and has not resold, cancelled or distributed any treasury shares as dividends in the same period.

6. EFFECTS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The effects of the Proposed Renewal of Share Buy-Back Authority on the share capital, consolidated NA, working capital, earnings, dividends and the Substantial Shareholders' shareholdings in FMHB are set out below:-

6.1 Share Capital

The effects of the Proposed Renewal of Share Buy-Back Authority on the issued share capital of FMHB will depend on the treatment of the Purchased Shares.

In the event the Proposed Renewal of Share Buy-Back Authority is carried out in full and all the Purchased Shares are cancelled, the present issued share capital of the Company will be reduced by the number of shares so cancelled, the effect shall be as follows:-

	Number of shares
Issued share capital as at 5 October 2018	186,148,446
Assuming the shares purchased are cancelled (up to 10% of the total number of issued shares)	18,614,845
Reduced issued share capital	167,533,601

If the Purchased Shares are retained as treasury shares, the Proposed Renewal of Share Buy-Back Authority will not have any effect on the issued share capital of the Company. However, the rights attached to the treasury shares as to voting, dividends and participation in other distribution or otherwise would be suspended.

6.2 Net Assets ("NA")

The effects of the Proposed Renewal of Share Buy-Back Authority on the consolidated NA of FMHB would depend on the purchase price and the number of shares which the Company will buy back. The Proposed Renewal of Share Buy-Back Authority will reduce the consolidated NA per share at the time of purchase if the purchase price exceeds the consolidated NA per share and conversely will increase the consolidated NA per share at the time of purchase if the purchase price is less than the consolidated NA per share.

Should the Purchased Shares be held as treasury shares and later resold, the consolidated NA per share will increase if the Company realises a gain from the resale, and vice versa. If the treasury shares are distributed to shareholders as share dividends, the NA per share will decrease by the cost of the treasury shares.

6.3 Working Capital

The Proposed Renewal of Share Buy-Back Authority is likely to reduce the working capital of the FMHB Group, the quantum of which depends on the purchase price of the shares, the number of shares repurchased and any associated costs incurred in making the purchase.

6.4 Earnings

The effects of the Proposed Renewal of Share Buy-Back Authority on the earnings of the FMHB Group would depend on the purchase price and the number of shares to be repurchased as well as the effective funding cost to the Company in implementing the Proposed Renewal of Share Buy-Back Authority. The reduction in the number of shares applied in the computation of the EPS pursuant to the Proposed Renewal of Share Buy-Back Authority (whether the Purchased Shares are held as treasury shares or cancelled) may generally, all else being equal, have a positive impact on the EPS for the financial year when the Proposed Renewal of Share Buy-Back Authority is implemented.

Should the Purchased Shares be held as treasury shares and later resold, the extent of the impact to the EPS of the FMHB Group will depend on the actual selling price, the number of treasury shares resold and the effective funding cost, if any.

6.5 Dividends

Assuming the Proposed Renewal of Share Buy-Back Authority is implemented in full, dividends would be paid on the remaining issued share capital of FMHB (excluding the shares already purchased). The Proposed Renewal of Share Buy-Back Authority may have an impact on the Company's dividend policy for the financial year ending 30 June 2019 as it would reduce the cash available which may otherwise be used for dividend payments. Nonetheless, the treasury shares purchased may be distributed as dividends to shareholders of the Company, if the Company so decides.

Any dividends to be declared by FMHB in the future would depend on, inter-alia, the profitability and cash flow position of the FMHB Group.

6.6 Substantial Shareholders

Shares bought back by the Company under the Proposed Renewal of Share Buy-Back Authority that are retained as treasury shares and/or subsequently cancelled will result in a proportionate increase in the percentage shareholdings of the Substantial Shareholders in the Company, as detailed in Section 8 below.

6.7 Public Shareholding Spread

As at 5 October 2018, the public shareholding spread of the Company was approximately 30.94% of its total number of issued shares.

For the purpose of illustration, if the Company purchases up to the maximum of ten per centum (10%) of the total number of issued shares and assuming the number of shares currently held by the Directors, the Substantial Shareholders or associates of the Directors and/or Substantial Shareholders remain unchanged during the implementation of the Proposed Renewal of Share Buy-Back Authority, the proforma public shareholding spread of the Company, based on the Record of Depositors as at 5 October 2018 is expected to be approximately 23.27%. The Board is mindful of the requirement that any purchase of shares by the Company must not result in the public shareholding spread of FMHB falling below 25% of its total number of issued shares.

7. CONDITIONS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The Proposed Renewal of Share Buy-Back Authority is subject to the approval of the shareholders of FMHB at the forthcoming AGM.

8. INTERESTS OF DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND PERSONS CONNECTED TO THEM

Save for the inadvertent increase in the percentage shareholdings and/or voting rights of the shareholders in the Company as a consequence of the Proposed Renewal of Share Buy-Back Authority, none of the Directors and Substantial Shareholders of FMHB nor persons connected to them has any interest, direct or indirect, in the Proposed Renewal of Share Buy-Back Authority and, if any, the resale of the treasury shares.

Based on the Record of Depositors maintained by Bursa Malaysia Depository Sdn Bhd as at 5 October 2018 and assuming FMHB implements the Proposed Renewal of Share Buy-Back Authority to the extent that the public shareholding spread of FMHB shall not fall below 25% of its total number of issued shares and that the shares purchased are from public shareholders, the effects of the Proposed Renewal of Share Buy-Back Authority on the shareholdings of the Directors and Substantial Shareholders of FMHB are as follows:-

Directors	Existing as at 5 October 2018				After the Proposed Share Buy-Back*			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Datuk Dr. Hj. Noordin Bin Hj. Ab. Razak	-	-	-	-	-	-	-	-
Chew Chong Keat	44,791,743	24.06	183,333 [@]	0.10	44,791,743	26.13	183,333 [@]	0.11
Yang Heng Lam	34,137,559	18.34	613,299 ^{#@}	0.33	34,137,559	19.92	613,299 ^{#@}	0.36
Gan Siew Yong	8,098,536	4.35	183,333 [@]	0.10	8,098,536	4.72	183,333 [@]	0.11
Aaron Sim Kwee Lein	-	-	-	-	-	-	-	-
Ong Looi Chai	2,279,889	1.22	-	-	2,279,889	1.33	-	-
Chua Tiong Hock	-	-	37,325,800 [^]	20.05	-	-	37,325,800 [^]	21.78
Khua Kian Keong	-	-	37,325,800 [^]	20.05	-	-	37,325,800 [^]	21.78
Lau Swee Chin	-	-	-	-	-	-	-	-

[@] Deemed interested in shares held by their children.

[#] Deemed interested in shares held by his spouse.

[^] Deemed interested by virtue of his interest in Singapore Enterprises Private Limited.

Note:-

* For illustrative purposes only, the above table assumes that FMHB purchases up to 7.92% of its total number of issued shares as at 5 October 2018 to comply with the 25% public shareholding spread requirement.

Substantial Shareholders	Existing as at 5 October 2018				After the Proposed Share Buy-Back*			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Chew Chong Keat	44,791,743	24.06	183,333 [@]	0.10	44,791,743	26.13	183,333 [@]	0.11
Yang Heng Lam	34,137,559	18.34	613,299 ^{#@}	0.33	34,137,559	19.92	613,299 ^{#@}	0.36
Singapore Enterprises Private Limited	37,325,800	20.05	-	-	37,325,800	21.78	-	-
Chua Tiong Hock	-	-	37,325,800 [^]	20.05	-	-	37,325,800 [^]	21.78
Khua Kian Keong	-	-	37,325,800 [^]	20.05	-	-	37,325,800 [^]	21.78

[@] Deemed interested in shares held by their children.

[#] Deemed interested in shares held by his spouse.

[^] Deemed interested by virtue of his interest in Singapore Enterprises Private Limited.

Note:-

* For illustrative purposes only, the above table assumes that FMHB purchases up to 7.92% of its total number of issued shares as at 5 October 2018 to comply with the 25% public shareholding spread requirement.

9. IMPLICATIONS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY RELATING TO THE CODE

In the event that the Company acquires the full amount of the shares authorised under the Proposed Renewal of Share Buy-Back Authority and all the shares so acquired are held as treasury shares, the equity interest of the Substantial Shareholders and their respective parties acting in concert triggering the obligation to undertake a mandatory offer under Paragraph 15(2) of the General Principle 12 of the Code and Rule 4 of the Rules on Take-Overs, Mergers and Compulsory Acquisitions, an exemption will be sought from the Securities Commission Malaysia before the purchase is made.

For illustration, if the equity interest of any one of the Substantial Shareholders and their respective parties acting in concert increases to more than 33% but less than 50% of the voting shares of FMHB and such that their shareholdings of FMHB increases in a period of six (6) months from the date of purchase by more than 2%, the affected Substantial Shareholder and parties acting in concert would be obliged to undertake a mandatory offer for the remaining shares not held by the said affected Substantial Shareholder and parties acting in concert.

Securities Commission Malaysia may grant a waiver to undertake a mandatory offer, subject to the affected Substantial Shareholder and parties acting in concert complying with certain conditions, if obligation is triggered as a result of any action outside its direct participation. The Substantial Shareholders of FMHB as disclosed in Section 8 herein have indicated that they intend to apply for the proposed exemption under Rule 4 of the Rules on Take-Overs, Mergers and Compulsory Acquisitions if the obligation is expected to be triggered as a result of the Proposed Renewal of Share Buy-Back Authority. The effects of the Proposed Renewal of Share Buy-Back Authority on their shareholdings are set out in Section 8 herein.

10. HISTORICAL SHARE PRICES

The monthly highest and lowest prices of shares traded on Bursa Securities for the preceding 12 months from October 2017 to September 2018 are as follows:

	High (RM)	Low (RM)
Year 2017		
October	1.30	1.24
November	1.27	1.20
December	1.30	1.19
Year 2018		
January	1.31	1.25
February	1.28	1.15
March	1.22	1.10
April	1.15	1.05
May	1.21	1.08
June	1.13	1.05
July	1.20	1.03
August	1.14	1.06
September	1.09	1.03
Last traded price on Bursa Securities on 23 October 2018, being the last trading day prior to the initial announcement of 24 October 2018		1.08

Source: Bloomberg

11. DIRECTORS' RECOMMENDATION

After due consideration, your Board is of the opinion that the Proposed Renewal of Share Buy-Back Authority is in the best interest of the Company. Accordingly, your Board recommends that you vote in favour of the ordinary resolution to be tabled at the forthcoming AGM to give effect to the Proposed Renewal of Share Buy-Back Authority.

12. DIRECTORS' RESPONSIBILITY STATEMENT

This Statement has been reviewed and approved by the Directors of FMHB and they individually and collectively accept full responsibility for the accuracy of the information contained 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 in this Statement misleading.

Yours faithfully,
For and on behalf of the Board of Directors
FREIGHT MANAGEMENT HOLDINGS BHD.

Datuk Dr. Hj. Noordin Bin Hj. Ab. Razak
Chairman/Independent Non-Executive Director

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PART C
PROPOSED ADOPTION OF NEW CONSTITUTION OF THE
COMPANY

THE COMPANIES ACT 2016
MALAYSIA

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

FREIGHT MANAGEMENT HOLDINGS BHD.
(Company No. 380410-P)

Incorporated on the 20th day of March, 1996

THE COMPANIES ACT 2016

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

FREIGHT MANAGEMENT HOLDINGS BHD.

1. The name of the Company is FREIGHT MANAGEMENT HOLDINGS BHD.
2. The registered office of the Company is situated in Malaysia.
3. The Company has unlimited capacity to carry on or undertake any business or activity that is in the best interest of the Company will full rights, powers and privileges for that purpose subject always to any other written laws in connection therewith. Section 21 of Companies Act 2016 shall apply.

The principal objects for which the Company is established are:-

- (a) To subscribe for, take, underwrite, purchase, or otherwise acquire and hold shares, debentures, debenture stock or other interest in or securities of any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (b) To purchase or otherwise acquire for investment or resale, and to traffic in lands, houses, factories, buildings, plantations and immovable property of any description or any interest therein; and to create, sell and deal in, traffic by way of sale, lease, exchange or otherwise, with property of every description, whether immovable or movable, real or personal for valuable consideration or not.
- (c) To carry on all or any of the business of forwarding agents, shipping agents, freight contractors, international freight forwarding, barge owners, lighterman, loading and unloading, contractor, bunkering, stevedoars, warehousemen, storekeepers, and wharfingers, lighterage, contractors, wharves and jetty contractors and tank cleaners.

The provisions set out in the Companies Act 2016 which may be modified or substituted by the provisions of this Constitution shall not apply to the Company except in so far as the same are repeated or contained in this Constitution.

4. The liability of the members is limited.

Interpretation

5.	In this Constitution:-	Definitions
(a)	“Act”	: means the Companies Act 2016 and every statutory modification or re-enactment thereof for the time being in force.
(b)	“Authorised Nominee”	: means an authorised nominee defined under the Central Depositories Act.
(c)	“Board” or “Board of Directors”	: means the Board of Directors for the time being of the Company.
(d)	“Central Depositories Act”	: means the Securities Industry (Central Depositories) Act 1991 and every statutory modification or re-enactment thereof for the time being in force.
(e)	“Commission”	: means the Companies Commission of Malaysia or where the context requires its predecessor including ‘Registrar’ as defined by Section 2(1) of the Act.
(f)	“Company”	: means FREIGHT MANAGEMENT HOLDINGS BHD. (Company No. 380410-P).
(g)	“Deposited Security”	: means a security in the Company standing to the credit of a Securities Account and includes, securities in a Securities Account that is in suspense subject to the provisions of the Central Depositories Act.
(h)	“Depositor”	: means a holder of Securities Account established by the Depository.
(i)	“Depository”	: means Bursa Malaysia Depository Sdn. Bhd. (Company No. 165570-W) and its successors-in-title.
(j)	“Directors”	: means the directors for the time being (inclusive of alternate or nominee director) of the Company.
(k)	“Dividend Reinvestment Scheme”	: means a scheme which enables shareholders to reinvest cash dividend into shares.
(l)	“Employee Share Scheme”	: means a Share Issuance Scheme and/or a Share Grant Scheme.
(m)	“Exchange”	: means Bursa Malaysia Securities Berhad (Company No. 635998-W) and its successors-in-title.
(n)	“Exempt Authorised Nominee”	: means an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.
(o)	“Listing Requirements”	: means the Main Market Listing Requirements of the Exchange as may be modified or amended from time to time.

- (p) "Market Day" : means a day on which the Exchange is open for trading in securities.
- (q) "member(s)" : means, unless otherwise expressed to the contrary, a person who is registered as the holder of shares in the capital of the Company including a Depositor who shall be treated as if he were a member pursuant to Section 35 of the Central Depositories Act but excludes the Depository in its capacity as a bare trustee member.
- (r) "Month" : means calendar month.
- (s) "Office" : means the registered office of the Company for the time being.
- (t) "Omnibus Account" : means a Securities Account which has multiple beneficial owners in it.
- (u) "Record of Depositors" : means a record provided by the Depository to the Company under Chapter 24.0 of the Rules of Depository.
- (v) "Register" : means the Register of Members to be kept pursuant to the Act, and unless otherwise expressed to the contrary, includes the Record of Depositors.
- (w) "Regulations" : means the Securities Industry (Central Depositories) (Foreign Ownership) Regulations, 1996.
- (x) "Related Corporation" : means a corporation who: –
(a) is the holding company of another corporation;
(b) is a subsidiary of another corporation; or
(c) is a subsidiary of the holding company of another corporation.
- (y) "Rules of Depository" or "Rules" : means the Rules of the Depository and any appendices thereto including any amendment that may be made from time to time.
- (z) "Seal" : means the Common Seal of the Company.
- (aa) "Secretary" : means a secretary of the Company and includes (without limitation) a temporary, substitute, deputy or assistant secretary and any person authorised to perform any of the duties of the secretary.
- (bb) "security" or "securities" : has the meaning given in Section 2(1) of the Capital Markets and Services Act, 2007.
- (cc) "Securities Account" : means an account established by the Depository for a Depositor for the recording of deposit of securities and for dealing in such securities by the Depositor.
- (dd) "Share Grant Scheme" : means a scheme involving the grant of existing shares to eligible Directors, officers and/or employees.
- (ee) "Share Issuance Scheme" : means a scheme involving a new issuance of shares to eligible Directors, officers and/or employees.

- (ff) "Share Registrar" : means the person for the time being keeping the Register.
- (gg) "Share Seal" : means the Share Seal of the Company.
- (hh) "subsidiary(ies)" : means a subsidiary as defined by Section 4 of the Act.
- (ii) "Year" : means calendar year.

Reference to "in writing" means written or produced by any substitute for writing (including, photocopy, typewriting, printing, lithography and photography), or partly written and partly so produced and in respect of any notice in writing to be given by the Company pursuant to or under this Constitution, and 'in writing' shall include telex, facsimile, telegram, electronic mail and other methods of communicating in visible or readable form.

Words importing the singular include the plural and vice versa.

Words importing one gender include all genders.

Words importing persons include (without limitation) companies and corporations.

The expressions 'Debenture' and 'Debenture Holder' include (without limitation), Debenture Stock and Debenture Stockholder.

The expression 'Instrument of transfer' shall mean the Form of Transfer of Securities pursuant to the Act or such modification or replacements of it as may be prescribed from time to time under the Act or its subsidiary legislation unless expressly stated otherwise.

References:

- (1) to 'and' and 'or' mean 'and/or' where the context permits;
- (2) to the registered address of a member or person entitled to a share means the registered address and/or the service address of such member or person entitled as it appears in the Register or the Record of Depositors (as the case may be);
- (3) in this Constitution, the Central Depositories Act or the Rules or any provision of the Act, the Central Depositories Act or the Rules shall (where the context admits), be construed as a reference to the Act, the Central Depositories Act or the Rules (as the case may be) or relevant provision as modified by any written law or (if applicable) amendments to the Central Depositories Act or the Rules for the time being in force.

6. The headings and marginal notes are inserted for convenience and shall not be taken into account in the construction or interpretation of this Constitution. Heading and marginal notes

Share Capital and Variation of Rights

7. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privilege, conditions or restriction as to dividends, capital, voting or otherwise. Classes of shares
8. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may (subject to Section 90 of the Act and whether or not the Company is being wound up) be varied or abrogated in accordance with Section 91 of the Act. Variation of class rights

9. To every such separate general meeting, the provisions of this Constitution relating to general meetings shall mutatis mutandis apply, except that the necessary quorum shall be two (2) persons and any holder of shares of the class present in person or by proxy may demand a poll. Quorum
- To every such special resolution, Section 292 of the Act shall with such adaptations as are necessary apply.
10. All new issues of securities for which listing is sought shall be made by way of crediting the Securities Accounts of the allottees or entitled persons with such securities save and except where the Company is specifically exempted from complying with Section 38 of the Central Depositories Act, in which event it shall be so similarly be exempted from compliance with this Clause. For this purpose, the Company shall notify the Depository of the names of the allottees or entitled persons and all such particulars as may be required by the Depository to enable the Depository to make the appropriate entries in the Securities Accounts of such allottees or entitled persons. Notwithstanding this Constitution, the Company shall comply with the provisions of the Central Depositories Act and the Rules in all matters relating to the prescribed securities. New issues of Securities
11. Subject to Section 91 of the Act, the rights attached to any class shall not (unless otherwise provided by the terms of issue of such shares) be deemed to be varied by the creation or issue of further shares ranking in any respect *pari passu* with that class. No deemed variation

Share Capital

12. Subject to the Act and this Constitution, the Directors may offer, issue, allot (with or without conferring a right of renunciation) shares of the Company (whether forming part of the original or any increased capital), grant options over, grant any right or rights to subscribe for such shares or any right or rights to convert any security into such shares, or otherwise deal with or dispose of them to such persons at such times and on such terms and conditions as they may determine. Issue of Securities
13. Clause 12 shall be subject to the following provisions: Restrictions on issue
- (1) the Company shall not offer, issue, allot, grant options over shares, grant any right or right to subscribe for shares or any right or rights to convert any security into shares or otherwise deal with or dispose of shares which will or may have the effect of transferring a controlling interest in the Company without the prior approval of the members in general meeting;
 - (2) no Director shall participate in a Share Issuance Scheme unless the members in general meeting have approved the specific allotment to such Director; and
 - (3) the rights attached to shares of a class other than ordinary shares shall be expressed in the resolution creating them.
14. Subject to the Act and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine or as the Directors (subject to them being duly authorised to do so by an ordinary resolution of the Company) may determine. Rights attached to shares
15. Subject to any direction to the contrary that may be given in general meeting, all new shares or other convertible securities shall, before issue, be offered to members who 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, will be deemed to be declined, and, after the expiry of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors Pre-emption

may likewise also dispose of any new share or security which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution in such manner as they think most beneficial to the Company.

16. Notwithstanding Clause 15 (but subject to the Act and the Listing Requirements), the Company may waive the requirement from convening a general meeting to obtain shareholders' approval for further issue or issues of shares (other than bonus or rights issues) where:
- Waiver for issues
- (1) the aggregate issues of shares (other than bonus and rights issues and other issues of shares which have been specifically approved by the shareholders in a general meeting) during the preceding twelve (12) months in which such further issue or issues are made do not exceed ten per centum (10%) (or such higher percentage as the Exchange may from time to time allow either in respect of a particular financial year, generally or otherwise) of the Company's issued share capital; and
 - (2) there is in force a resolution of the Company in general meeting authorising the Directors to make such further issue or issues as stated above.
17. The Company may, pursuant to Section 80 of the Act, pay commission at a rate not exceeding ten per centum (10%) of the price at which the shares are issued. Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one (1) way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.
- Commission
18. Except as authorised or required by law or this Constitution, no person shall be recognised by the Company as holding any share on any trust, and the Company shall not be bound by or be compelled in any way or recognise (even when having notice of it) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as provided by law) any other rights in respect of any share except an absolute right to the entirety of the share in the registered holder.
- No recognition of trust
19. The Directors may at any time after the allotment of any share but before any person has been entered in the Register as the holder recognise a renunciation of such share by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation on such terms and conditions as the Directors may determine.
- Renunciation
20. Where two (2) or more persons are registered as the holders of any share, they shall be deemed to hold the same as joint tenants with benefit or survivorship subject to the following provisions:-
- Restriction on number of joint names
- (1) the Company shall not be bound to register more than three (3) persons as the holders of any share except in the case of executors or trustees of a deceased shareholder;
 - (2) the joint holders of a share shall be liable severally as well as jointly in respect of all calls and other payments which ought to be made in respect of such share;
 - (3) on the death of any one (1) of such joint holders the survivor or survivors shall be the only person or persons recognised by the Company as having any title to such share but the Directors may require such evidence of death as they may deem fit;
 - (4) any one (1) of such joint holders may give effectual receipts for any dividend and payment on account of dividend, bonus, return of capital and other money payable in respect of such share;
 - (5) only the person whose name stands first as one (1) of the joint holders of any share in the Register shall be entitled to receive notices from the Company and and

any notice given to such person shall be deemed notice to all the joint holders;

- (6) for the purposes of counting a quorum or votes at any general meeting, joint holders of any share shall be treated as one (1) member.

PROVIDED THAT any references in this Constitution to joint-holders shall not include joint-holders of Deposited Security unless such joint-ownership is permitted under the Central Depositories Act or the Rules or the guidelines or directives from time to time issued by the Depository. In the event that joint-ownership of Deposited Security is permitted under the Central Depositories Act or the Rules, the rights and obligations of such joint owners shall be governed by the relevant provisions of such Act, Rules, guidelines or directives as the case may be.

Preference Shares

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| 21. | Subject to the Act and this Constitution, any preference shares may with the sanction of an ordinary resolution of shareholders in general meeting be issued on terms that they are, or at the option of the Company are liable to be redeemed on such terms and in such manner as may be provided for by this Constitution as the Board may think fit. | Redeemable preference shares |
| 22. | If the Company at any time issues preference capital, it shall indicate at the same time whether it reserves the right to issue further preference capital ranking equally with or in priority to preference shares already issued. | Right to issue further preference capital |

Certificates/Notice of Allotment

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| 23. | Every share certificate issued pursuant to Sections 97 and 98 of the Act shall be sealed in accordance with this Constitution and shall comply with the requirements of this Constitution, such Sections of the Act and the applicable Listing Requirements and (where applicable) the Central Depositories Act and the Rules. | Shares certificates |
| 24. | Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Company shall be authorised at any time and from time to time to cancel share certificates previously issued and to re-issue new share certificates whether for the purpose of replacing share certificates that were defaced, worn out, destroyed, lost or stolen or to register the share certificates in the name of the Depository or otherwise for any other purposes required or allowed by the Act, the Central Depositories Act and the Rules. | New Certificates may be issued |
| 25. | Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Company upon allotment of shares shall despatch notices of allotment to all allottees within the period prescribed by the Exchange and deliver to the Depository the appropriate certificates in such denominations as may be specified by the Depository registered in the name of the Depository or its nominee company subject to the regulation of the Depository. | Despatch notices of allotment |
| 26. | Every member may apply to the Company to issue them with a share certificate (in respect of shares that are not Deposited Securities) in reasonable denominations for his holding. If any such member shall require more than one (1) certificate in respect of the shares registered in his name, he shall pay such fee as the Directors may from time to time determine and which the Company may be permitted to charge by law and by the Exchange plus any stamp duty levied by the Government from time to time. | Additional Share Certificate |
| 27. | Nothing in this Constitution shall require the Company to issue under the Seal, its duplicate Common Seal or its official seal for use outside Malaysia, any certificate or other instrument, other than a share certificate (in respect of shares that are not Deposited Securities), which is not required to be issued by law. | No obligation to issue certificate |

Lien

28. The Company shall have a first and paramount lien on every share (not being a fully-paid share) for all amounts (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a lien on all shares (other than fully-paid share) standing registered in the name of a person whether for all amounts presently payable by him or his estate to the Company, but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Clause. The Company's lien, if any, on a share shall extend to all distributions attributable to that share. Paramount lien
29. The Company's lien on shares and distributions from time to time declared in respect of such shares, shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid, and to such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of the member or deceased member and if shares were acquired under an Employee Share Scheme, amounts which are owed to the Company for acquiring them. In each such case the lien extends to reasonable interest and expenses incurred on the unpaid calls. Restriction on lien
30. The Company may sell in such manner as the Directors may determine, any shares on which the Company has a lien, but no sale shall be made unless some amount in respect of which the lien exists is presently payable or until the expiry of fourteen (14) days after a notice in writing, stating and demanding payment of the amount presently payable, has been given to the registered holder for the time being of the share, or the person entitled to the share by reason of his death, bankruptcy or mental disorder or by operation of law. Sale of shares subject to lien
31. To give effect to a sale, the Directors may authorise some person to execute an instrument of transfer of the shares sold, or in accordance with the directions of the purchaser. The title of the transferee to the shares shall not be affected by any irregularity in or invalidity of the proceedings in reference to the sale. Authorisation to execute transfer of shares
32. The net proceeds of the sale received by the Company shall be applied in payment of such part of the amounts for which the lien exists as is presently payable, and any residue shall (subject to a like lien for amounts not presently payable as existed on the shares prior to the sale) be paid to the person whose shares have been sold or his executors, administrators or receivers or the official assignee or the committee of his estate or as he directs. Net proceeds of sale

Calls on Shares

33. Subject to the terms of allotment, the Directors may from time to time make calls on the members in respect of any amounts unpaid on their shares, and each member shall (subject to receiving at least fourteen (14) clear days' notice specifying the time or times and the place or places of payment) pay to the Company at the time or times and the place or places so specified the amount called on his shares. 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 made payable by instalments. No member shall be entitled to receive any dividend or to be present or vote at any meeting or upon poll, or to exercise any privilege as a member, until he shall have paid all calls for the time being due and payable on every share held by him, together with interest and expense (if any). Directors may make calls
34. If a call is not paid before or on the day appointed for payment, the person from whom the amount is due shall pay interest on the amount unpaid at the rate of eight per centum (8%) per year or such other rate as the Directors may determine from the day appointed for the payment to the time of the actual payment but the Directors shall be at liberty to waive payment of such interest wholly or in part. Interest on unpaid calls
35. The provisions of this Constitution as to payment of interest shall apply in the case of non-payment of any amount which by the terms of issue of a share becomes payable at a fixed time, as if it had become payable by virtue of a call duly made and notified. Application of interest provisions

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| 36. | Capital paid on shares in advance of calls shall not, while carrying interest, confer a right to participate in profits. | Capital paid on shares in advance |
| 37. | Subject to the terms of allotment, the Directors may make arrangements on the issue of shares for a difference between the holders in the amounts and times of payment of calls on their shares. If, by the condition of allotment of any share, the whole or part of the amount or issue price thereof shall be payable on fixed dates every such amount shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the holder of the share. | Difference in amounts and times of payment |
| 38. | The Directors may (if they think fit) receive from any member all or any part of the amounts for the time being uncalled and unpaid on any of his shares, and may pay interest on the amounts so advanced (until such amounts would but for such advance become presently payable) at such rate not exceeding ten per centum (10%) per year (or such other rate as may be fixed by the Company in general meeting) as may be agreed between the Directors and the member. Such capital paid on shares in advance of calls may carry interest but shall not 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. | Payment of uncalled amounts |

Transfer of Securities

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| 39. | The transfer of any listed securities or class of listed security of the Company shall be made 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 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 not be required to register or effect any transfer of the listed securities. | Transfer of Securities |
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Transfer of Shares

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| 40. | The instrument of transfer lodged with the Company shall be executed by or on behalf of the transferor and the transferee and the transferor shall be deemed to remain the holder of the share until the transferee's name is entered in the Register as the holder of that share and/or the Record of Depositors, as the case may be. | Execution Requirements |
| 41. | The Directors may decline to register any instrument of transfer of shares which are not fully paid (whether these are quoted or otherwise) to a person whom they do not approve. Subject to the Act, the Listing Requirements, the Central Depositories Act and the Rules, if the Directors refuse to register a transfer they shall send to the transferee written notice of the refusal and reasons therefore. | Directors' right to decline registration |
| 42. | The Depository may, in its absolute discretion, refuse to register any transfer that does not comply with the Central Depositories Act and the Rules. | Depository's right to refuse transfer |
| 43. | Subject to the Central Depositories Act and the Rules, any member may transfer all or any of its securities by instrument in writing in the form prescribed and approved by the Exchange and the Registrar (as the case may be). Subject to this Constitution, there shall be no restriction on the transfer of fully paid-up shares except where required by law. | Transfer fully paid securities |
| 44. | Subject to the Act, the Company may charge a fee not exceeding RM3.00 or such other amount as the law may allow the Company to charge (excluding any stamp duty and other charges payable) on the registration of each probate or letter of administration, certificate of death, stop notice, power of attorney or other document relating to or affecting the title to any shares or other securities, or otherwise, for making any entry in the Register or any other register affecting the title to any shares or other securities. | Charges |

45. Subject to the Rules, the Register may be closed for such periods as the Directors may from time to time determine provided that such register shall not be closed for more than thirty (30) days in any year. The Company shall before it closes such register: Closure of register

- (1) give notice of such intended book closure (in the case of the Register) in accordance with Section 55 of the Act; and
- (2) give notice of such intended closure to the Exchange for such period as prescribed by the Exchange or any relevant governing laws and/or guidelines before the intended date of such closure including in such notice, such date, the reason for such closure and the address of the Share Registry at which documents will be accepted for registration.

The Company shall give notice in accordance with the Rules to enable the Depository to prepare the appropriate Record of Depositors.

46. (1) Subject as hereinbefore provided and in any law in Malaysia for the time being in force, the Company shall be entitled to destroy: Destruction of records

- (a) any instrument of transfer which has been registered at any time after seven (7) years from the date of its registration;
- (b) any dividend mandate or any variation or cancellation of it or any notification of change of address, at any time after seven (7) years from the date of the recording;
- (c) any certificates of any securities which has been cancelled, at any time after seven (7) years from the date of its cancellation; and
- (d) any other document on the basis of which any entry in the Register is made, at any time after seven (7) years from the date such entry in the Register was first made in respect of such document.

- (2) Every entry in the Register purporting to have been made on the basis of an instrument of transfer or other document destroyed under Clause 46(1) shall be conclusively deemed to have been duly and properly made and it shall be deemed that:

- (a) every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered;
- (b) every certificate of any securities so destroyed was a valid certificate duly and properly cancelled; and
- (c) every other document destroyed under Clause 46(1) was a valid and effective document in accordance with its recorded particulars in the books or records of the Company.

- (3) The provisions of Clauses 46(1) and (2) shall be subject to the following:

- (a) any document may only be destroyed in good faith and without express notice to the Company that the preservation of such document was relevant to any claim;
- (b) nothing in such provisions shall be construed to impose on the Company any liability in respect of the destruction of any such document earlier than provided for in Clause 46(1) or in any case where the conditions in such Clause have not been fulfilled;
- (c) references to the destruction of any document include references to its disposal in any manner and

- (d) references to documents include (without limitation) any records or copies of documents stored on microfilm, microfiche, any electronic database or any other system of data recording and storage.

47. Subject to the Act, every entry in the Register, purporting to have been made on the basis of an instrument of transfer or other document in good faith by the Company, shall be conclusively deemed to have been duly and properly made including (without limitation) where:

No liability of Directors etc

- (1) the instrument of transfer or other document is obtained or created fraudulently or is otherwise void, voidable or otherwise unenforceable; or
- (2) the Company or any of its Directors or officers may have notice that such instrument of transfer was signed, executed and/or delivered by the transferor or other authorised person in blank as to the name of the transferee or the particulars of the shares transferred or otherwise made defectively,

and any person who becomes the registered holder of any shares by reason of any such entry shall be entitled to be recognised as the registered holder of such shares, and the Company, its Directors and/or other officers shall not be liable to any person by reason of any such entry being made.

48. Neither the Company nor any of its Directors shall be liable for any transfer of shares effected by the Depository.

No liability of the Company and Directors

Overseas Branch Register

49. (1) The Company may establish and keep in any place outside Malaysia a branch register of its members in accordance with Section 53 of the Act.
- Branch register
- (2) Subject to the Act and this Constitution, any such register shall be established and kept in such manner as the Directors may from time to time determine.
- (3) For the purpose of any branch register, the Directors may empower any officer of the Company or other person or persons or committee ('Local Authority') to keep the register in such manner and subject to such regulations as the Directors may from time to time prescribe or allow, and may delegate to any such Local Authority the duty of examining and passing or refusing transfers and transmissions and approving or refusing to approve transferees of shares and of issuing certificates of shares.
- (4) The Local Authority shall from time to time transmit to the office copies of every entry on any branch register as required by Section 53 of the Act.

Shareholding Information

50. (1) The Company may in accordance with Section 56 of the Act by written notice require any member within such reasonable time specified in such notice:
- Information on shareholding
- (a) to state to the Company whether he holds any shares in the Company beneficially or as trustee or nominee; and
- (b) if such member holds such shares as trustee or nominee, to give the Company (to the extent that he knows) particulars of the persons for whom he holds such shares including (without limitation), such persons' names, addresses and other particulars of such persons which are sufficient to enable such persons to be identified and the nature of their interest.

- (2) The Company may at any time after it has received information under Clause 50(1) require by written notice any person (whom any member in reply to the notice referred to in Clause 50(1) has stated or given to the Company as having an interest in any shares):
- (a) to state to the Company whether he holds such interest as beneficial owner or as trustee; and
 - (b) if he holds such interest as trustee or nominee, to give the Company (to the extent that he knows) particulars of the persons for whom he holds such interest including (without limitation), such persons' names, addresses and other particulars of such persons which are sufficient to enable such persons to be identified and the nature of their interest.
- (3) The Company may also by written notice require such persons identified under Clauses 50(1) and 50(2) as persons for whom an interest in a share is being held to make the statements and give the particulars which the Company is entitled to require a person to give under Clause 50(2).
- (4) The Company may by written notice require a member to state within such reasonable time specified in such notice whether any of the voting rights carried by any 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, all material particulars of such agreement or arrangement (whether written or oral) and the particulars of all parties to it.

Transmission of Securities

51. Where: Transmission of securities
- (a) the securities of the Company are listed on another stock exchange; and
 - (b) the Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29 of the Securities Industry (Central Depositories) (Amendment) (No. 2) Act 1998, as the case may be, under the Rules in respect of such securities,
- the Company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the other stock exchange, to the register of holders maintained by the registrar of the Company in Malaysia and vice versa provided that there shall be no change in the ownership of such securities.
52. A personal representative of a deceased holder of a share shall not be recognised except by the Depository in accordance with the Rules or as the Depository may determine. Recognition of persons on death
53. (1) The entitlement of a person becoming entitled to a share in consequence of the death, bankruptcy or mental disorder of a member to elect either to have his name entered as the holder of such share in the Record of Depositors or to have the name of some person nominated by him entered in the Record of Depositors as a holder of such shares shall be subject to and in accordance with the Rules or as the Depository may determine. Entitlement to a share in consequence of the death, bankruptcy or mental disorder of a Member
- (2) A person becoming entitled to a share by reason of the death, bankruptcy or mental disorder of the holder or by operation of law shall subject to and in accordance with the Rules or as the Depository may determine, be entitled to the rights to which he would be entitled as the holder of the share.

Forfeiture

54. If a call remains unpaid after it has become due and payable, the Directors may give to the person from whom it is due at least fourteen (14) days' notice requiring payment of the amount unpaid together with any interest which may have accrued. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with, the shares in respect of which the call was made will be liable to be forfeited. If the requirement of such notice is not complied with, any share in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the Directors and the forfeiture shall include, all dividends or other moneys payable in respect of the forfeited shares and not paid before the forfeiture. Forfeiture notice
55. Subject to the Act, a forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the Directors may determine either to the person who was before the forfeiture the holder or to any other person and at any time before sale, re-allotment or other disposition, the forfeiture may be cancelled on such terms as the Directors think fit. Notice of sale/disposal shall be sent to the previous holder of the shares sold or disposed of within fourteen (14) days of the date of sale or disposal. Where for the purposes of its disposal, a forfeited share is to be transferred to any person, the Directors may authorise some person to execute an instrument of transfer of the share to that person. Right to sell etc. forfeited shares
56. A person, any of whose shares have been forfeited shall cease to be a member in respect of them and the Company is entitled to request for the return of the share certificate or share certificates from the Depository for the cancellation of such forfeited shares but shall remain liable to the Company for all moneys which at the date of forfeiture were presently payable by him to the Company in respect of those shares with interest at the rate at which interest was payable on those moneys before the forfeiture from the date of forfeiture until payment but the Directors may waive payment wholly or in part or enforce payment without any allowance for the value of the shares at the time of the forfeiture or for any consideration received on their disposal. Liability to remain
57. Subject to any lien for amounts not presently payable (if any), any residue of the proceeds of forfeited shares sold, re-allotted or otherwise disposed of, after the satisfaction of the unpaid calls and accrued interest and expenses, shall be paid to the person whose shares have been forfeited, or his executors, administrators, assignees, guardians or receivers or the committee of his estate or as he directs. Residue of proceeds
58. A statutory declaration in writing by a Director or the Secretary that a share has been forfeited on a specified date shall be conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the share and the person to whom the share is disposed of shall not be bound to see to the application of the consideration (if any), nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings in reference to the forfeiture or disposal of the share. Statutory declaration
59. 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. Non-payment of any sum pursuant to the issue of a share

Share Buy-Back

60. Subject to the provisions of the Act, the Listing Requirements and other requirements of the Exchange and/or any other relevant authorities, the Company may from time to time by resolution of a general meeting, acquire by purchase in good faith and in the best interest of the Company, the Company's own shares through the Exchange on which the shares are quoted provided always that the Company is solvent at the date of purchase of the Company's shares and will not become insolvent by incurring the debts arising from the obligation to pay for the shares so purchased. Share buy-back

Stock

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| 61. | The Company in general meeting may by ordinary resolution, convert any paid-up shares into stock, or reconvert any stock into paid-up shares. | Conversion to stock |
| 62. | The holders of any stock may transfer all or any part of their holdings in the same manner and subject to the same provisions as and subject to which the shares from which the stock arose might before conversion have been transferred, or as near to that manner and those provisions as circumstances admit, and the Directors may fix the minimum amount of stock transferable, but such minimum shall not exceed the value of the shares from which the stock arose. | Transfer of stock |
| 63. | The holders of stock shall, according to the amount of stock held by them, have the same rights with regard to dividends, participation in assets on a winding up, voting at meetings and other matters as if they held the shares from which the stock arose, but no such right (except participation in distribution and in assets on winding up or otherwise) shall be conferred by an amount of stock which would not, in the form of shares, have conferred that right. | Rights of stockholders |
| 64. | Such of this Constitution as are applicable to paid-up shares shall apply to stock, and the words 'share' and 'shareholder' shall include 'stock' and 'stockholder'. | Application of Clauses of stock |

Alteration of Capital

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| 65. | The Company may by ordinary resolution:

(1) consolidate and divide all or any of its share capital;

(2) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled; and/or

(3) 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. | Consolidation, sub-division and cancellation |
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Anything done in pursuance of this Clause shall be done in manner provided and subject to any conditions imposed by the Act, so far as they shall be applicable, and, so far as they shall not be applicable, in accordance with the terms of the resolution authorising the same, and, so far as such resolution shall not be applicable, in such manner as the Directors deem most expedient.

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| 66. | Subject to any direction by the Company in general meeting, if any consolidation and/or subdivision of shares results in members being entitled to any issued shares of the Company in fractions, the Directors may deal with such fractions as they may determine including (without limitation), selling the shares to which members are so entitled for such price as the Directors may determine and paying and distributing to the members entitled to such shares in due proportions the net proceeds of such sale. | Fractions |
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67. The Directors may (to give effect to such sale referred to in Clause 66):
- (1) nominate any person to execute a transfer of the shares sold on behalf of the members so entitled to or in accordance with the directions of the purchaser; and
- (2) enter the name of the transferee in the Register as the holder of the shares to which such transfer relates;
- Nomination of person to execute transfer

and the purchaser shall not be concerned to ensure that the purchase consideration is properly applied nor shall title to the shares be affected by any irregularity or invalidity in the proceedings in relation to the sale.

68. The Company may by special resolution in accordance with Section 115 of the Act reduce its share capital in the manner as authorised by law. The Company shall give notice to the Registrar in accordance with the Act of such alteration in capital.
- Reduction of capital

Increase of Capital

69. Without prejudice to the rights attached to any existing shares or class of shares, the Company in general meeting may by ordinary resolution increase its capital by the allotment of shares carrying such rights and restrictions, as the resolution specifies provided that where the capital of the Company consists of shares of different voting rights (if specified in such resolution) shall be prescribed in such a manner that a unit of capital in each class, shall carry such different voting power when such right is exercisable.
- Resolution to increase capital
70. Except so far as otherwise provided by the conditions of issue, all new shares shall be subject to the same provisions as to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the shares in the existing share capital.
- Application of provision to new shares

General Meetings

71. All general meetings other than annual general meetings shall be called extraordinary general meetings.
72. The Directors may call general meetings or, on the requisition of members who hold at the date of the deposit of the requisition not less than one-tenth (1/10) of such paid-up capital of the Company carrying the right to vote at general meetings pursuant to Section 311 of the Act, forthwith proceed to call for an extraordinary general meeting within fourteen (14) days from the date of the requisition, the meeting of which is to be held on a date not more than twenty-eight (28) days after the date of the notice to convene the meeting.

Members of the Company may require the Company to circulate a statement of not more than one thousand words with respect to a matter referred to in a proposed resolution to be dealt with at that meeting or other business to be dealt with at that meeting to members of the Company entitled to receive notice of a meeting of members.

Circulation of Statement

If the Company makes default in convening a meeting in compliance with a requisition received pursuant to Section 311 of the Act, a meeting may be convened by such requisitionists in the manner provided in Section 313 of the Act. Any meeting convened by requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Directors.

Power of member to convene a meeting

Notice of General Meeting

73. In relation to Deposited Securities, the Company shall request the Depository to issue a Record of Depositors in accordance with the Rules of Depository, to whom notices of general meetings shall be given by the Company. The Company shall request the Depository in accordance with the Rules, to issue a Record of Depositors as at the latest date which is reasonably practicable which shall in any event be not less than three (3) Market Days before the general meeting ('General Meeting Record of Depositors'). Subject to the Regulations and notwithstanding any provisions in the Act, a Depositor shall not be regarded as a member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors. Record of Depositors
74. Every notice convening general meetings shall specify the place, day and time of the meeting and shall be given to all shareholders at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special businesses. At least fourteen (14) days' notice, or twenty-one (21) days' notice in the case where the 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 each stock exchange upon which the Company is listed. Specifications on notice
75. A general meeting may be convened at more than one (1) venue using any technology or method that enables the members of the Company to participate, speak and vote at the meeting. The main venue of the meeting however shall be in Malaysia and the Chairman of the meeting shall be present at the main venue of the meeting. Venue of meetings
76. Subject to this Constitution and to any restrictions imposed on any shares, every notice calling a general meeting shall be given to all the members, to all persons entitled to a share (who have produced such evidence as may from time to time be required by the Depository in accordance with the Rules or as the Depository may determine) in consequence of the death, bankruptcy or mental disorder of a member or by operation of law and to the Directors and auditors of the Company. A notice by advertisement under this Constitution shall be deemed given on the day on which the advertisement appears in the daily newspaper through which such advertisement is made. Notice of meeting and manner of notice
77. In every notice calling a general meeting, there shall appear with reasonable prominence a statement that a member is entitled to appoint one (1) or more proxies to attend and vote in his place. Where a member appoints more than one (1) proxy, he shall specify the proportions of his shareholdings to be represented by each proxy, failing which the appointment shall be invalid. Proxy statement
78. 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 of that meeting. Accidental omission

Proceedings at General Meetings

79. Subject always to the provisions of the Act, all business that is transacted at: Special business
- (1) an extraordinary general meeting; or
 - (2) an annual general meeting (except the laying of audited financial statements and the reports of the directors and auditors thereon, the fixing of Directors' fees and benefits payable, election of Directors in place of those retiring by rotation or otherwise, and the appointment and fixing of the remuneration of the auditors)
- shall be special.

80. 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. Unless otherwise provided in this Constitution, two (2) persons, each being a member entitled to attend and vote at the meeting, or a proxy for or attorney of such member (whether individual, corporate or otherwise), or the duly authorised representative of a corporate member, shall be a quorum. The presence of one (1) person entitled to attend and vote at the meeting in more than one (1) capacity at the time when the meeting proceeds to business shall not be a quorum.
- Quorum at general meeting
- For the purpose of constituting a quorum:
- (a) one (1) or more representatives appointed by a corporation shall be counted as one member; or
- (b) one (1) or more proxies appointed by a person shall be counted as one (1) member.
81. If such a quorum is not present within half an hour from the time appointed for the meeting, if convened upon the requisition of a member(s), shall be dissolved; in any other case the meeting 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, time and place as the Directors may determine but if a quorum is not present at any adjourned meeting, the meeting shall be dissolved.
- Adjournment
82. The Chairman of the Board of Directors or (if he is absent or unwilling to act or there is no Chairman), the Deputy Chairman shall preside as Chairman of the meeting, but if neither the Chairman nor Deputy Chairman are present within fifteen (15) minutes after the time appointed for holding the meeting and willing to act (or if there is no Chairman and Deputy Chairman), the Directors present shall choose one (1) of their members, to act, or if one (1) Director only is present he shall preside as Chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, the members present in person or by proxy and entitled to vote shall elect, one (1) of their own number to be Chairman. The election of the Chairman shall be by a show of hands. No business except the election of Chairman or the adjournment of the meeting shall be transacted or discussed at any general meeting which the chair is vacant.
- Election of chairman
83. A Director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the Company.
- Directors' entitlement
84. The Chairman may, with the consent of a 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 an adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for thirty (30) days or more, at least fourteen (14) days' notice shall be given specifying the time and place of the adjourned meeting as in the case of the 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. But if it appears to the Chairman that the facilities at the meeting venue have become inadequate or it is not possible to ascertain the view of those present or there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting then the Chairman may, without the consent of the meeting, interrupt or adjourn the meeting. All business conducted at the meeting up to the time of such adjournment shall be valid.
- Chairman's power to adjourn

85. Without prejudice to any other power which the Chairman may have under the provisions of this Constitution or at common law and subject to the Act and the Listing Requirements, the Chairman may take such action as he thinks fit to promote the orderly conduct of business of all general meetings as specified in the notice of such meetings and the Chairman's decision on matters of procedure or arising incidentally from the business of such meetings shall be final, as shall be his determination as to whether any matter is of such a nature. Chairman's power to promote orderly conduct of meeting
86. The decision of the Chairman on points of order, matters of procedure or matters arising incidentally out of the business of a general meeting is conclusive, as it is the Chairman's decision, acting in good faith. No invalidation by error
87. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless Voting by show of hands
- (A) voting by poll is required by the Listing Requirements or other applicable laws, rules and regulations; or Voting by poll
- (B) a poll is (before, or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll), demanded - Demand for poll
- (1) by the Chairman;
- (2) by at least three (3) members having the right to vote at the meeting in person or by proxy; or
- (3) by a member or members representing at least one-tenth (1/10) of the total voting rights of all the members having the right to vote at the meeting; or
- (4) by a member or members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to at least one-tenth (1/10) of the total sum paid on all the shares conferring that right, and a demand by a person as proxy for or attorney of a member (whether individual, corporate or otherwise) or as duly authorised representative for a corporate member shall be the same as a demand by the member.

Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried 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 the resolution.

88. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made. Withdrawal of demand
89. A poll shall be taken in such manner as the Chairman of the meeting may direct and at least one (1) scrutineer must be appointed to validate the votes cast at the general meeting. The appointed scrutineer must not be an officer of the Company or its related corporation, and must be independent of the person undertaking the polling process. The Chairman of the meeting may fix a place and time for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. Manner of poll

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

90. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote he may have. Chairman's casting vote
91. A poll demanded on any resolution shall be taken either forthwith or at such time and place as the Chairman of the meeting directs. If a poll is demanded before the declaration of the results of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made. Time for poll
92. No notice needs to be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case, at least seven (7) clear days' notice shall be given specifying the time and place at which the poll is to be taken. Such notice shall be given (except for the period of notice) as in the case of the meeting at which the poll was demanded or (if such meeting was an adjourned meeting) as in the case of the original meeting. Notice of poll
93. The Board can ask members or proxies wanting to attend a general meeting to submit to searches or other security arrangements which the Board decides. The Board can, at their discretion, refuse entry to, or remove from, a general meeting, a member or proxy who does not submit to those searches or comply with those security arrangements. Security arrangements may include member or proxy not being allowed into a general meeting which recording or broadcasting devices or an article which the Chairman of the meeting considers as to be dangerous, offensive, or liable to cause disruption. Security arrangements

Votes of Members

94. Subject to any special rights or restrictions for the time being attached to any class or classes of shares, at meetings of members or classes of members, on a show of hands, every member or a holder of preference shares who:

- (1) being an individual, is present in person or by proxy or attorney; or
- (2) being a corporation, is present by a duly authorised representative or by proxy or attorney,

and on a show of hands every eligible member or a holder of preference shares shall have one (1) vote except where he has been appointed by more than one (1) member entitled to vote on the resolution and he has been instructed:-

- i. by one (1) or more of those members to vote for the motion and by one or more of those members to vote against the motion; or
- ii. by one (1) or more of those members to vote in the same way on the motion (whether for or against) and one or more of those members has given him the discretion as to how to vote

in which case, he shall have one (1) vote for and one (1) vote against the motion and on a poll every member shall have one (1) vote for every share of which he is the holder. On a poll, votes may be given either personally or by proxy or by attorney or by a duly authorised representative of a corporate member. A proxy shall be entitled to vote on a show of hands on any question at any general meeting.

95. 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. Evidence to the Directors' satisfaction of the person claiming to exercise the right to vote shall be deposited at the Office, at least forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised. If this is not done, the right to vote shall not be exercisable. Unsound mind etc

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| 96. | No member shall vote at any general meeting or at any separate meeting of the holders of any class of shares in the Company, either in person or by proxy or attorney, in respect of any share held by him unless all calls and other moneys presently payable by him in respect of that share have been paid. | No vote unless calls paid |
| 97. | No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive. | Restriction on objections |
| 98. | (1) A member, including an Authorised Nominee, may appoint not more than two (2) proxies to attend and vote instead of the member or Authorised Nominee at the meeting on the same occasion. | Appointment of multiple proxies |
| | (2) An Exempt Authorised Nominee (which holds ordinary shares in the Company for the Omnibus Account) may appoint one (1) or more proxies to attend on the same occasion. There is no limit to the number of proxies which an Exempt Authorised Nominee may appoint in respect of each omnibus account it holds. | |
| | (3) Where a member, an Authorised Nominee or an Exempt Authorised Nominee appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies. The appointment shall not be valid unless he specifies the proportions of his holdings to be represented by each proxy. | |
| | (4) A member is permitted to give the Company notice of termination of a person's authority to act as proxy not less than twenty-four (24) hours before the time appointed for holding the meeting. The notice of termination must be in writing and be deposited at the Office or any other designated office as indicated in the proxy form. | Termination of proxy |
| 99. | (1) A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. | Qualification and rights of proxy to speak |
| | (2) A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at a meeting. | |
| 100. | An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near to it as circumstances allow or in any other form which is usual or which the Directors may approve) or in any form (including electronic) that the Board may prescribe or accept and shall be deemed to include the right to demand or join in demanding a poll: | Proxy instrument |

CDS A/C. No.	No. of Shares Held

FREIGHT MANAGEMENT HOLDINGS BHD. (380410-P)

I/We I.C. No./Co. Registration No. of being a member/members of **Freight Management Holdings Bhd.**, do hereby appoint:-

Full Name in Block Letters		Proportion of Shareholdings %
NRIC No.		
Full Address		
Full Name in Block Letters		Proportion of Shareholdings %
NRIC No.		
Full Address		
		100 %

or failing him/her the Chairman of the Meeting as my/our proxy/proxies to attend and vote for me/us and on my/our behalf at the (annual or extraordinary as the case maybe) general meeting of the Company to be held at (place of meeting), on (day of meeting) at (time of meeting) and at any adjournment thereof and to vote as indicated below:-

No.	Resolution	For	Against

(Please indicate with an "X" on how you wish your vote(s) to be cast. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.)

Dated this day of, 20.....

Signature/Common Seal of
Shareholder(s)

Where a notice of meeting provides for electronic lodgement of proxy appointments, an appointment lodged at the electronic address or by the electronic means specified in the notice is taken to have been received at the registered office of the Company and validated by the shareholder if there is compliance with the requirements set out in the notice.

101. (1) The instrument appointing a proxy shall (where members are to be given an opportunity to instruct the proxy how to vote) be in any form approved by the Directors which enables the members to determine how their votes are to be cast on each of the motion comprised in the business of the meeting for which it is to be used; and
- Proxy form
where choice for
resolutions

- (2) When two (2) or more valid but differing appointments of a proxy are received in respect of the same share for use at the same meeting or poll, the one which is last received (regardless of its date or of the date of its execution or submission) shall be treated as replacing and revoking the other as regards that share. If the Company is unable to determine which appointment was last received, none of them shall be treated as valid in respect of that share.
102. An instrument appointing a proxy or (in the case of a power of attorney appointing an attorney to or to (inter alia) attend and vote at meetings or polls) such power of attorney or a notarially certified copy of such power of attorney and (if required by any Director) any authority under which such proxy or power of attorney is executed or a copy of such authority certified notarially or in some other way approved by the Directors shall:
- (1) be deposited at the Office or at such other place as is specified for that purpose in the notice convening the meeting at least forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument or power of attorney proposes to vote; or
- (2) in the case of a poll be deposited at the Office or at such other place as is specified for that purpose in the notice convening the meeting not less than twenty-four (24) hours before the time appointed for the taking of the poll.

Deposit or
delivery of proxy
etc

Such a power of attorney (or a notarially certified copy of such power of attorney) once deposited or delivered in a manner so permitted in relation to a meeting, adjourned meeting or poll shall be deemed deposited or delivered in a manner so permitted in relation to all future meetings, adjourned meetings and polls for which such power of attorney is by its terms valid. An instrument of proxy or power of attorney shall be invalid unless such instrument or power of attorney (or a notarially certified copy of such power of attorney) is deposited or delivered in a manner so permitted. A member is not precluded from attending the meeting in person after lodging the instrument of proxy, however, such attendance shall automatically revoke the authority granted to the proxy.

103. A vote given or poll demanded by proxy or attorney or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
104. Every power, right or privilege herein given in these presents to any member of the Company 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 of the Company 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 forty-eight (48) hours before the same is acted on. 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 intimation in writing of such death or revocation shall have been received at the Office before such vote is given or thing done.

Vote etc. valid
despite previous
determination

Power of
Attorney

Representatives of Corporations

105. Any corporation which is a member may by resolution of its board of Directors or other governing body authorise a person or persons as it thinks fit to act as its representative at a particular meeting or at all meetings of the Company or of any class of members.
106. A person so authorised shall in accordance with his authority and until his authority is revoked by such corporation be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual member and references to 'duly authorised representative' in this Constitution shall refer to such person so authorised.

Appointment of
representative

Authority of
representative

- (1) If the corporation authorises more than one (1) person as its representative, every one of the representatives is entitled to exercise the same powers on behalf of the corporation as the corporation could exercise as if every one (1) of the representatives was an individual member of the Company.
- (2) If the corporation authorises more than one (1) person and more than one (1) of the representatives purport to exercise the power under subsection (1):
 - (a) if the representatives purport to exercise the power in the same way, the power is treated as exercised in that way.
 - (b) if the representatives do not purport to exercise the power in the same way, the power is treated as not exercised.

Directors

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| 107. | The number of Directors (disregarding alternate Directors) shall be at least two (2) and (unless otherwise determined by ordinary resolution) not more than nine (9). No one other than a natural person shall be a Director of the Company. | Number of Directors |
| 108. | Subject to this Constitution, the fees and benefits payable to Directors of the Company and its subsidiaries shall from time to time be determined annually by the Company in general meeting provided always that: <ol style="list-style-type: none">(1) Directors' fees and benefits payable to Directors not holding any executive office in the Company shall be a fixed sum and shall not be payable by a commission on or percentage of profits or turnover;(2) salaries payable to Directors holding any executive office pursuant to a contract of service need not be determined by the Company in general meeting but such salaries may not include a commission on or a percentage of turnover;(3) all remuneration payable to Directors shall be deemed to accrue from day to day;(4) fees and benefits payable to Directors shall not be increased except pursuant to a resolution passed by the Company in general meeting, where notice of the proposed increase has been given in the notice convening the meeting; and(5) any fee and benefits paid to an alternate Director shall be agreed between himself and his appointor and shall be deducted from his appointor's remuneration. | Directors' fees and benefits |
| 109. | The Directors may be paid all travelling, hotel and other expenses, properly incurred by them in attending and returning from meetings of the Directors or any committee of Directors or general or other meetings of the Company or in connection with the business of the Company. | Expenses |
| 110. | The Directors may grant special remuneration to any Director who (on request by the Directors) is willing to: <ol style="list-style-type: none">(1) render any special or extra services to the Company; or(2) to go or reside outside his country of domicile or residence in connection with the conduct of any of the Company's affairs. | Special remuneration |

Such special remuneration may be paid to such Director in addition to or in substitution for his ordinary remuneration as a Director, and may be paid in a lump sum or by way of salary, or by a percentage of profits, or by all or any of such methods but shall not include (where such special remuneration is paid by way of salary) a commission on or a percentage of turnover.

111. There shall be no shareholding qualification for Directors. Shareholding qualification

Alternate Directors

112. Any Director (other than an alternate Director) may appoint any person approved by a majority of his co-Directors and willing to act, to be his alternate Director provided that such person appointed as an alternate is not currently a director of the Company, not acting as an alternate for more than one (1) director of the Company, and may remove from office the alternate Director so appointed by him, and that any fee or benefits paid by the Company to the alternate Director shall be deducted from that Director's remuneration. Appointment of alternate Director
113. An alternate Director shall be entitled: Entitlement
- (1) to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his appointor is a member;
 - (2) to attend, speak and vote at any such meeting at which the Director appointing him is not personally present;
 - (3) (in his appointor's absence from Malaysia) to sign any resolution in writing under Clause 147 and documents to be or which may be signed by him and to sign on his appointor's behalf, documents to be signed by his appointor as a Director; and
 - (4) to generally perform all the functions of his appointor as a Director in his absence from Malaysia.
114. An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director, but, if a Director retires by rotation or otherwise but is re-elected or deemed to have been re-elected at the meeting at which he retires, any appointment of an alternate Director made by him which was in force immediately before his retirement shall continue after his re-election. When appointment ceases
115. Any appointment or removal of an alternate Director shall be by notice to the Company (deposited at the Office) signed by the Director making or revoking the appointment or in any other manner approved by the Directors. Appointment or removal to be by notice
116. Save as otherwise provided in this Constitution, an alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him. Alternate Director not an agent of the appointor

Powers of the Directors

117. (1) The business of the Company shall be managed by the Directors who may exercise all such powers of the Company, and do on behalf of the Company all such acts as are within the scope of this Constitution and as are not by the Act or by this Constitution required to be exercised or done by the Company in general meeting, subject nevertheless to this Constitution, to the provisions of the Act, and to such regulations, being not inconsistent with this Constitution, as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. General power of Directors
- (2) Where an oral contract is made by a Director acting under authority, express or implied, the contract is to be reduced to writing within fourteen (14) days and subject to ratification by the Board (if required). If there is any non-compliance with the aforesaid requirements, the Director entering into such oral contract shall assume personal responsibility for the same and shall indemnify the Company in full in all respects in relation to such contract. Oral contract to be reduced to writing

118. The Directors may by power of attorney or otherwise, appoint any corporation, firm, individual, or any fluctuating body of persons, to be the attorney or attorneys or agent of the Company for such purposes and with such powers, authorities and discretions (not exceeding those exercisable by the Directors) and for such period and on such terms as to remuneration and otherwise as they may think fit, with or without power to sub-delegate. Power to appoint attorneys etc
119. The Directors may delegate any of their powers to any committee consisting of one (1) or more Directors. Such other persons may be given voting rights by the Directors as members of the committee. A committee may consist of a majority of persons who are not Directors. Notwithstanding that a committee may include persons (whether a majority or otherwise) who are not Directors, references in this Constitution to a 'committee of Directors' or words to similar effect include a committee which includes members who are not Directors. The Directors may also delegate to any managing director, any Director holding any other executive office, any other Director or such other person as the Directors may think fit such of their powers as they consider desirable to be exercised by him. Any such delegation may be with or without the power to sub-delegate as the Directors may think fit and may be subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two (2) or more members shall be governed by this Constitution regulating the proceedings of Directors so far as they are capable of applying. Power to delegate
120. Any sale or disposal by the Directors of a substantial portion of the Company's main undertaking or property shall be subject to the prior approval of the shareholders in general meeting. Disposal of substantial portion of undertaking etc.
121. All cheques, promissory notes, drafts, bills of exchange and other instruments (whether negotiable, transferable or not), and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed in such manner as the Directors may from time to time by resolution determine. Signing of cheques etc

Borrowing Powers of Directors

122. Subject to the Act and Listing Requirements, the Directors may exercise all the powers of the Company to borrow money of any sum or sums from any person, bank, firm or company and to mortgage or charge its undertaking, property and uncalled capital, and any part thereof and to issue debentures and other securities, whether as primary or collateral security for any debt, liability or obligation of the Company, its subsidiaries or any other party. General borrowing powers
123. The Directors may guarantee the whole or any part of the loans or debts raised or incurred by or on behalf of the Company or any interest payable thereon with power to the Directors to indemnify the guarantors from or against liability under their guarantees by means of a mortgage or hypothecation of or charge upon any property and asset of the Company or otherwise. The Directors may exercise all the powers of the Company to guarantee and give guarantees or indemnities for payment of money, the performance of contracts or obligations or for the benefit or interest of the Company or its subsidiaries.
124. The Company shall keep a register of charges in accordance with Section 357 of the Act. Register of charges

Appointment and Retirement of Directors

125. An election of Directors shall take place each year during the annual general meeting. 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 of the Directors are subject to retirement by rotation such that each Director shall retire from office once in every three (3) years or, if their number is not three (3) or a multiple of three (3), the number nearest to one-third (1/3) shall retire from office such that each Director shall retire from office once in every three (3) years, and if there is only one (1) Director who is subject to retirement by rotation, he shall retire. All Directors who retire from office shall be eligible for re-election. Retirement
126. Subject to the Act, the Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election. Selection of Directors to retire
127. If the Company, at the meeting at which a Director retires by rotation, does not fill the vacancy, the retiring Director shall, if willing to act, be deemed to have been reappointed unless at the meeting, it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Director is put to the meeting and lost. Reappointment if vacancy
128. No person [except a retiring Director (whether by rotation or otherwise)] shall be eligible for election to the office of Director at any general meeting unless: Notice of candidature as a Director
- (1) a member intending to propose him for election 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; or
- (2) in the case of a person recommended by the Directors for election, such notice referred to in Clause 128(1) may be left at the Office nine (9) clear days before the meeting,
- and notice of each and every candidature for election to the Board of Directors shall be served on the members at least seven (7) days before the meeting at which the election is to take place.
129. Subject to Sections 196 and 203 of the Act and Clause 128, the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director. Ordinary resolution to fill vacancy etc.
130. Notwithstanding Clause 128, the Directors may appoint a person who is willing to act as Director, either to fill a casual vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with this Constitution as the maximum number of Directors. A Director so appointed shall hold office only until the next annual general meeting and shall then be eligible for re-election. Directors' power to fill vacancy etc.
131. Subject to the above, a Director who retires at an annual general meeting may, if willing to act, be re-appointed. If he is not re-appointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting. Where retirement at annual general meeting
132. 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 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. Power to act despite vacancy

Disqualification and Removal of Directors

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| 133. | Subject to Section 206 of the Act, the Company may by ordinary resolution remove any Director before his period of office expires, and may by ordinary resolution appoint another in his place. The person so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election, and shall not be taken into account in determining the Directors who are to retire by rotation at the meeting. | Removal of
Director |
| 134. | Subject to the Act and/or the Listing Requirements, the office of a Director shall be vacated if he: | Vacation of
office |
| | (1) becomes bankrupt during his term of office or enters into any arrangement or composition with his creditors generally; | |
| | (2) ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law within or outside Malaysia from being a Director or has been disqualified by the Court under Section 199 of the Act; | |
| | (3) has been convicted of an offence relating to the promotion, formation or management of a corporation; | |
| | (4) has been convicted of an offence involving bribery, fraud and dishonesty; | |
| | (5) has been convicted of an offence under Sections 213, 217, 218, 228 and 539 of the Act; | |
| | (6) has retired in accordance with the Act or this Constitution but is not re-elected; | |
| | (7) becomes disqualified from being a director under Sections 198 or 199 of the Act; | |
| | (8) dies; | |
| | (9) becomes of unsound mind or lunatic during his term of office in Malaysia or elsewhere or an order is made by any court or under Mental Health Act 2001 or other competent authority claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a committee or other person (by whatever name called) to exercise powers with respect to his property and/or affairs; | |
| | (10) is removed from office in accordance with the Act or this Constitution; | |
| | (11) becomes prohibited from being a Director of any order made under the Act or the Listing Requirements; | |
| | (12) resigns his office by notice in writing to the Company and deposited at the Office; | |
| | (13) is absent from more than fifty percent (50%) of the total Board of Directors' meetings held during a financial year (or proportionately if the Director were only appointed some time in the financial year) unless an exemption or waiver is sought and obtained from the Exchange; or | |
| | (14) otherwise vacates his office in accordance with the Act or this Constitution. | |

Directors' and Employees' Benefits

135. The Board may: Pension schemes etc
- (1) establish or arrange any contributory or non-contributory pension or superannuation scheme for the benefit of; or
 - (2) pay a gratuity, pension or emoluments to; or
 - (3) subscribe to any associations or funds which they consider to be for the benefit of; or
 - (4) pay for or towards the insurance of;
- any Directors (whether or not he holds or has held any executive office or employment with the Company), officers and employees and former Directors, officers and employees of:
- (a) the Company; or
 - (b) any subsidiary of the Company,
- and any member of his family (including, a spouse and former spouse, his child and parents) or any person who is or was dependent on him.
136. (1) The Board may establish, maintain and give effect to any scheme approved by the Company in general meeting for the allotment of or the grant of options to subscribe for shares of the Company to any Directors, officers or employees of: Share schemes
- (a) the Company; or
 - (b) any subsidiary of the Company,
- and may exercise all the powers given to them by such scheme (including (without limitation) any power to alter or add to the provisions of such scheme) and this Constitution shall be deemed to be modified as far as may be necessary to give effect to such scheme for the time being in force in respect of any share or shares for the time being in issue or under option subject to such scheme.
- (2) The Board may establish, maintain and give effect to the Share Grant Scheme approved by the Company in general meeting for the grant of options to subscribe for shares of the Company to any employees of:
- (a) the Company; or
 - (b) any subsidiary of the Company,
- and may exercise all the powers given to them by the Share Grant Scheme (including (without limitation) any power to alter or add to the provisions of such scheme) and this Constitution shall be deemed to be modified as far as may be necessary to give effect to such scheme for the time being in force in respect of any share or shares for the time being in issue or under option subject to such scheme.
137. The Board may procure that any of the matters referred to in Clauses 135 and 136 be done by the Company either alone or in conjunction with any other person. Power to act with others

Managing Directors and Executive Directors

138. Subject to the Act, the Board may appoint one (1) or more of their number to any executive office (by whatever name called) including (without limitation) that of chairman, deputy chairman, managing director, joint, deputy or assistant managing director and may procure the Company to enter into a contract or arrangement with him for his employment or for the provision by him of any services outside the scope of the ordinary duties of a Director. Any such appointment, contract or arrangement may be made (subject to this Constitution) on such terms as to remuneration and otherwise as the Directors think fit. A Director may be appointed to hold more than one (1) executive office at a time. A managing director or a person performing the functions of a managing director (by whatever name called) shall be subject to the control of the Board of Directors. References in this Constitution to 'chairman' or 'deputy chairman' shall mean a chairman or deputy chairman (as the case may be) appointed under this Clause. References in this Constitution to 'managing director' shall mean a managing director appointed under this Clause (subject to such person appointed being a Director). Appointment to executive office
139. The appointment of a chairman, deputy chairman or managing director shall terminate if he ceases to be a Director, but without prejudice to any claim for damages which he may have for breach of any contract of service. The tenure by a Director of any other executive office or appointment shall not terminate on his ceasing to be a Director unless the terms of his appointment or this Constitution expressly otherwise provide. Termination of appointment

Directors' Interests

140. (1) Subject to the Act and the Listing Requirements, and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director notwithstanding his office: Disclosure of interests
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
 - (b) may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested;
 - (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate (unless the Company by ordinary resolution determines otherwise) and no transaction or arrangement shall be liable to be avoided (whether or not such ordinary resolution is passed) on the ground of any such interest or benefit; or
 - (d) may act by himself or his firm in a professional capacity for the Company, and he or his firm (as the case may be) shall be entitled to remuneration for professional service but nothing in this Constitution shall authorise a Director or his firm to act as auditor of the Company.
- (2) For the purposes of this Clause:
- (a) a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of person is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and

- (b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

Proceedings of Directors

141. Subject to this Constitution, the Directors may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. Notice of a Board meeting shall be given to all Directors and their alternates in advance prior to the meetings (except in the case of emergency). Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman of the meeting shall (subject to Clause 144) have a second or casting vote. Right to regulate proceedings
142. The quorum for the transaction of the business of the Directors or of a committee of Directors may be fixed by the Directors or the members of the committee (as the case may be) and unless so fixed at any other number shall be two (2). A person who holds office only as an alternate Director shall, if his appointor is not present, be counted in the quorum. Quorum at Directors' meeting
143. The Directors may appoint one (1) of their members to be Chairman of the Board of Directors. The Chairman may hold any executive office with the Company. The Chairman or (if he is absent or unwilling to act or there is no Chairman) the managing director shall preside as Chairman of a meeting of Directors. If neither the Chairman nor managing director are present within fifteen (15) minutes after the time appointed for the meeting or if the Chairman or managing director is unwilling to act, the Directors present may appoint a Director to preside as the chairman of the meeting. Chairman of Directors' meeting
144. When two (2) Directors form a quorum, the Chairman of a meeting at which only such a quorum is present, or at which only two (2) Directors are competent to vote on the question at issue, shall not have a casting vote. Otherwise in the case of an equality of votes the Chairman shall have a second or casting vote. Where no casting vote
145. All acts done by a meeting of Directors, or of a committee of Directors, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote. Acts valid through defect
146. (1) A person may participate in a meeting of the Board of Directors or any committee of Directors by means of a conference telephone, video, electronic or such other communication facilities which would permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. Meetings by telephone, videophone etc.
- (2) Participation by a person in a meeting by conference telephone, video, electronic or such other communication facilities shall be treated as if that person was present in person at the said meeting and shall be counted towards the quorum notwithstanding the fact that he/she is not physically present at the venue where the meeting is to be held. For the avoidance of doubt, such a meeting shall be deemed to be held at the place where the Chairman of the meeting is at the start of the meeting.
- (3) Subject to the laws for the time being in force in this jurisdiction, the contemporaneous linking together by an instantaneous telecommunication device of a number of directors no less than the quorum required by Clause 142, whether or not duly any one (1) or more of Directors is out of Malaysia, is deemed to constitute a meeting of Directors and all provisions of this Constitution as to meeting of Directors will apply to such meeting held by instantaneous telecommunication device so long as the following conditions are met:

- (a) all the Directors shall have received notice of a meeting by instantaneous telecommunication device for the purpose of such meeting. Notice of any such meeting will be given on the instantaneous telecommunication device or in any other manner permitted by this Constitution;
 - (b) each of the Directors taking part in the meeting by the instantaneous telecommunication device must be able to hear and/or see each other Directors taking part at the commencement and for the duration of the meeting; and
 - (c) at the commencement of the meeting, each Director must acknowledge his presence for the purpose of the meeting to all other directors taking part.
- (4) A Director may not leave the meeting by disconnecting his instantaneous telecommunication device unless he has previously obtained the express consent of the Chairman of the meeting and a Director will be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by instantaneous telecommunication device unless he has obtained the express consent of the Chairman of the meeting to leave the meeting.
- (5) Minutes of the proceedings at a Board of Directors' meeting by instantaneous telecommunication device will be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as correct minutes by the Chairman of the meeting.
- (6) Directors or members of a committee of Directors (as the case may be) may participate in a meeting of Directors or a committee of Directors (as the case may be) by means of conference telephone, conference videophone or any similar or other communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at such meeting.
147. A resolution in writing signed by a majority of the Directors for the time being or their alternates not being less than two (2) Directors shall be as valid and effectual as if it had been passed by a meeting of Directors duly called and constituted. Any such resolution may consist of several documents in like form each signed by one (1) or more Directors. Any such document, may be accepted as sufficiently signed by a Director if transmitted to the Company by telex, telegram, cable, facsimile or other electrical or digital written message purporting to include a signature of a Director but a resolution signed by an alternate Director need not also be signed by his appointor and, if it is signed by a Director who has appointed an alternate Director, it need not be signed by the alternate Director in that capacity. A signed Directors' Circular Resolution transmitted by facsimile (fax) or any other electronic means shall be deemed to be an original. Directors' resolution in writing
148. Except as otherwise provided by this Constitution, a Director shall not vote at a meeting of Directors or of a committee of Directors on any resolution concerning any contract, proposed contract, arrangement or other matter in which he has, directly or indirectly, a personal interest or duty which is material and which conflicts or may conflict with the interests of the Company unless his interest or duty arises only because the case falls within one (1) or more of the following paragraphs: Disqualification from voting
- (1) in a case where the contract or proposed contract relates to any loan to the company that he has guaranteed or joined in guaranteeing the repayment of the loan or any part of the loan; or
 - (2) in a case where the contract or proposed contract has been or will be made with or for the benefit of or on behalf of a Related Corporation - that he is a director of that corporation.

For avoidance of doubt, a Director shall be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

149. Where proposals under consideration are concerning or relating to the terms of employment, consultancy or other services of or to be provided by Directors to or with the Company or any body corporate in which the Company is interested or other related matters, the proposals may be divided and considered in relation to each Director separately and (provided he is not for another reason precluded from voting) each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own. Separation of resolutions
150. If a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive. Questions on right to vote

Committees of Directors

151. The Directors may establish any committees, local boards or agencies for managing any of the affairs of the Company in Malaysia or elsewhere and may: Establishment of committees
- (1) appoint their members and fix their remuneration;
 - (2) delegate to any such committee, local board, manager or agent any of these powers, authorities and discretions vested in the Directors, with power to sub-delegate; and
 - (3) authorise the members of any such committees, local board, or any of them, to fill vacancies and to act notwithstanding vacancies,
- and any such appointment or delegation may be made on such terms and conditions as the Directors think fit. The Directors may remove any person so appointed, or annul or vary any such delegation, but no person dealing in good faith and without notice of the annulment or variation shall be affected.

Secretary

152. (1) The secretary shall be appointed by the Directors, for such period and on such terms as to remuneration and otherwise as they think fit, and any secretary so appointed may (subject to the terms of any contract between him and the Company) be removed by the Directors from office. Appointment of Secretary
- (2) The office of the secretary shall be vacated if the secretary resigns by giving a thirty (30)-day notice in writing to the Company, left at the Office and copies lodged with the Directors for the time being at their last known address.
153. The Directors may from time to time by resolution appoint any person to be temporary, substitute, assistant or deputy secretary, either generally or for some specified purposes. Temporary secretary etc.

Minutes and Registers

154. The Directors shall cause minutes to be made in books kept for the purpose: Books
- (1) of all appointments of officers made by the Directors; and
 - (2) of all resolutions and proceedings at all meetings of the Company, of the holders of any class of shares in the Company, and of the Directors, and of committees of Directors, including the names of the Directors present at each meeting.

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

155. The books containing the minutes of proceedings of any general meeting shall be kept by the Company at the Office and shall be open to the inspection by any member without charge. Minutes kept at Office
156. Subject to the Act, any register, index, minute book, book of account or other book required to be kept by this Constitution or the Act may be kept by making entries in bound books or by recording them in any other manner including (without limitation) by electronic means. In any case in which bound books are not used, the Directors shall take reasonable precautions for protection against falsification and for facilitating its discovery, protection or reproduction. Manner of recording
157. The Directors shall comply with the Act in regard to keeping a register of Directors and Secretaries, a register of substantial shareholdings, a register of Directors' share and debenture holdings and such other registers (other than any which the Directors are already obliged to keep under this Constitution) as the Act may require the Company to keep. Miscellaneous

Authentication of Documents

158. Any Director or the Secretary of the Company or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company including (without limitation): Power to authenticate
- (1) the Constitution of the Company;
 - (2) any minutes of or resolutions passed by the Company, the Directors, any committee of Directors or any local board; and
 - (3) any books, records, documents and accounts relating to the Company's business,
- and to certify copies of or extracts from them as true copies or extracts.
159. Any authentication or certification of such Constitution, minutes, resolutions, books, records, documents, accounts or any other documents affecting the constitution of the Company in accordance with Clause 158 shall be conclusive evidence to the extent of the authentication or certification in favour of all persons dealing with the Company in reliance on it. Conclusive evidence

The Seal

160. (1) The Company shall have a Seal.
- (2) The Seal shall only be used by the authority of a resolution of the Directors or of a committee of Directors authorised by the Directors.
- (3) Subject to Clause 160(4), the instrument to which the Seal is affixed shall be signed autographically by:
- (a) any person authorised by the Directors or a committee of Directors authorised by the Directors (either generally or in relation to specific instruments or instruments of specific descriptions); or
 - (b) two (2) Directors; or
 - (c) one (1) Director and one (1) Secretary.
- (4) The Directors or a committee of Directors authorised by the Directors may: Seal
- (a) dispense with autographic signatures of all or any person referred to in Clause 160(3) in relation to specific instruments or instruments of specific descriptions and substitute such autographic signatures with facsimile signatures affixed or reproduced by a method or system (whether mechanical, electronic or otherwise) approved by the Directors or such committee;

- (b) dispense with all or any of the signatures referred to in Clause 160(3) in the case of any certificates for shares, debentures or other securities of the Company.
- (5) The Company may exercise the powers conferred by Section 62 of the Act with regard to an official seal for use outside Malaysia, and such powers shall be vested in the Directors.
161. The Company may have a duplicate Seal marked "SHARE SEAL" which is for the sole and specific use on the Company's share certificates. Such Share Seal shall not be affixed onto any share certificates except by a resolution of the Board of Directors previously or of a committee of the Directors authorised by the Directors on that behalf, and every instrument to which such Share Seal is affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for that purpose. Such Director and Secretary or second Director or other person as aforesaid shall either physically sign or cause a facsimile of their signatures to appear on every share certificate to which the Share Seal has been affixed. Share Seal

Dividends and Reserves

162. The Company in general meeting may subject to Sections 131 to 133 of the Act by ordinary resolution declare dividends payable to the members in accordance with their respective rights and priorities out of any lawfully distributable profits, but no dividend shall exceed the amount recommended by the Directors. Declaration of dividends
163. Subject to the Act, the Directors may pay dividends if it appears to them that they are justified by the profits of the Company available for distribution. If the share capital is divided into different classes, the Directors may pay interim dividends on shares which confer deferred or non-preferred rights with regard to dividend as well as on shares which confer preferential rights with regard to dividend, but no interim dividend shall be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrears. The Directors may also pay at intervals settled by them any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment. Provided the Directors act in good faith, they shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on any shares having deferred or non-preferred rights. Interim dividends
164. Unless otherwise provided by the rights attached to shares or the terms of their issue, all dividends shall be declared and paid proportionately to the capital paid up on the shares on which the dividend is paid, but if any shares are issued on terms providing that they shall rank for dividend as from a specified date or to a specified extent, they shall rank for dividend accordingly. Any dividend may be expressed to be payable on a specified date to persons registered on some earlier date as the holders of the shares in respect of which the dividend is declared, notwithstanding that such persons may not be so registered on the date of the declaration or payment. Proportionality
165. A general meeting declaring a dividend may, on the recommendation of the Directors, direct that it shall be satisfied wholly or partly by the distribution of assets (including (without limitation)), paid up shares or debentures of any other company or in any one (1) or more of such ways and, where any difficulty arises in regard to the distribution, the Directors may settle the same as they think fit and in particular may issue fractional shares and fix the value for distribution of any assets and may determine that cash shall be paid to any member on the footing of the value so fixed in order to adjust the rights of members and may vest any assets in trustees. Satisfaction by distribution of assets

166. (1) Any cash distribution, which includes dividend, interest or profit rates on debt securities or sukuk respectively, income distributions made by collective investment schemes, capital repayment, cash payments in lieu of off lots arising from distribution in specie or any money payable in cash in respect of securities may be paid by direct debit, bank transfer, cheque or dividend warrant and (in the case of a cheque or dividend warrant for such payment) sent:
- Payment of dividends, cash distributions etc
- (a) by post, by courier or by hand to the registered or service address of the person entitled as appearing in the Record of Depositors; or
 - (b) by post, by courier or by hand to the registered or service address of the person becoming entitled to the share by reason of the death, bankruptcy or mental disorder of the holder or by operation of law or if such address has not been supplied, to such address to which such cheque or warrant might have been posted if the death, bankruptcy, mental disorder or operation of law had not occurred; or
 - (c) by post, by courier or by hand to such service address as the person entitled may direct in writing but the Company shall be entitled to send such cheque or dividend warrant to such other address or by such other means stated in this Clause notwithstanding such direction.
- (2) Every cheque or warrant may be made payable:
- (a) to the order of the person entitled; or
 - (b) to the order of the person entitled by reason of the death, bankruptcy or mental disorder of the holder or by operation of law; or
 - (c) to the order of such other person as the person entitled may in writing direct or direct to be sent to,
- but nothing in this Clause shall prevent such cheque or warrant from being made payable in such other manner as the Company would be entitled to in respect of such cheque or warrant including (without limitation), in the case of the death of the holder of the share in respect of which the dividend or other moneys to be paid by the cheque or warrant are payable making such cheque or warrant payable to the estate of such holder if the Company thinks appropriate. Such cheque or warrant shall be a good discharge to the Company. The Company shall not be responsible for any loss of any such cheque or warrant (whether in the post, while being delivered by courier or by hand, after delivery to the relevant address or person or otherwise).
- Where the person entitled has provided to the Depository the relevant contact details for purposes of electronic notifications, the Company must notify them electronically once the Company has paid the cash distributions out of its account.
167. The Directors may establish, maintain and give effect to the Dividend Reinvestment Scheme approved by the Company in general meeting and the member has an option to reinvest cash dividend distributed by the Company into such scheme. Dividend reinvestment
168. No dividend or other moneys payable in respect of a share shall bear interest against the Company unless otherwise provided by the rights attached to the share. No interest on dividends
169. The Director shall comply with the Unclaimed Moneys Act 1965 in respect of any dividend unclaimed. Unclaimed Moneys Act 1965
170. 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. Right to deduct

171. The Directors may set aside out of the profits of the Company and carry to any reserves such amounts as they think fit and the sums represented by such amounts may be applied at the Directors' discretion for any purpose to which the profits of the Company may be properly applied, and pending any such application may be either employed in the business of the Company, deposited with any financial institution or invested in such investments or other assets as the Directors may from time to time determine. The Directors may also without placing them to reserve, carry forward any profits which they may think prudent not to divide.
- Power to carry reserves

Capitalisation

172. (1) The Directors may resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that sum be set free for distribution among the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same not be paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by those 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 among the 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.
- (2) Whenever such a resolution as aforesaid is passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotment and issue 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 shares 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 on the capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, 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.
- Power to capitalise etc

Accounts

173. The Directors shall cause accounting records to be kept in accordance with the Act.
- Accounting records
174. Subject always to Section 245 of the Act, the accounting records shall be kept at the Office or at such other place as the Directors think fit and shall always be open to inspection by the Directors.
- Custody of books
175. The Directors may from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them will be open to inspection by members (not being a Director or officer (authorised by the Directors) of the Company) or any other person. No member (not being a Director or such officer) or any other person shall have any right to inspect any accounting records or other book or document of the Company except:
- Regulations for inspection
- (1) if conferred by the Act or other applicable law; or
 - (2) if ordered by a court of competent jurisdiction; or
 - (3) if authorised by the managing director (if any) or the Directors.

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| 176. | The Directors shall from time to time in accordance with the Act and the Listing Requirements (if applicable) cause to be prepared and laid before the Company in general meeting the financial statements of the Company and reports as are referred to in the Act and/or such Listing Requirements (if applicable). | Preparation of accounts etc. |
| 177. | A copy of the reports by the Directors and auditors of the Company, the financial statements (including all documents required by law to be annexed or attached to all or any of them) shall be sent (not later than the time prescribed by the Listing Requirements and/or the Act) to all members, holders of debentures and all other persons entitled to receive notices of general meetings under the Act or this Constitution. | Copy of reports to members |
| 178. | The Directors shall not be bound, unless expressly instructed to do so by a special resolution of the Company in general meeting, to publish any list or particulars of the securities or investments held by the Company or to give any information in relation to such securities or investments to any member. | No obligation to publish |
| 179. | Subject to the compliance with the Listing Requirements and any other relevant laws and regulations, if any, the Company may issue its annual report in electronic form, which shall be transmitted to the electronic address provided by the members to the Company for such purpose or by publishing on a website. | Report in electronic format |

Auditors

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| 180. | The Auditors shall be appointed in accordance with Section 271 of the Act and their duties regulated in accordance with the Act. | Appointment of auditors |
| 181. | The Auditors shall be entitled to attend any general meeting and to receive all notices of and other communications relating to any general meeting which any member is entitled to receive, and to be heard at any general meeting on any part of the business of the meeting which concerns the Auditors. | Attendance of auditors |

Notices and Other Documents

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| 182. | Unless expressly provided otherwise in this Constitution, any notice to be given to or by any person pursuant to this Constitution, the Act and/or the Listing Requirements, statements, reports or documents (including proxy forms) required to be sent to or completed by members, shall be in writing either in hardcopy, in electronic form or partly in hardcopy and partly in electronic form except that a notice calling a meeting of the Directors need not be in writing. | Notice to be in writing |
| 183. | The Company may give any notice or other document and the documents referred to in Clause 177 to a member either:

(1) personally or by sending it by post in a prepaid envelope addressed to the member at his registered or service address as appearing in the Register, Record of Depositors or (if he has no registered address within Malaysia) to the service address (if any) within Malaysia supplied by him to the Company for the giving of the notice to him or by leaving it at that address. For avoidance of doubt, the contact details (including electronic address) of the member as set out in the Record of Depositors shall be deemed the last known address provided by the member to the Company for purposes of communication with the member; or

(2) by sending it by courier addressed to the member at his registered or service address as appearing in the Register or Record of Depositors or (if he has no registered address within Malaysia) to the service address (if any) within Malaysia supplied by him to the Company for the giving of the notice to him. | Method of giving notice etc |

184. The Company may also give any notice or other documents to a member by: Additional methods
- (1) telex, facsimile, telegram, electronic mail or any other methods of (apart from those referred to above) communicating writing in visible form to his registered or service address or the number supplied by such member to the Company;
 - (2) publishing on the Company's website; or
 - (3) advertisement in accordance with Clause 185.
- Where notices or other documents are published on the Company's website, the Company shall separately and immediately on the day such notice or document is published notify its members in writing or by electronic means (other than through the Company's website) or any other form of communication permitted including but not limited to advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed about the publication and the designated weblink or address where a copy of the notice or document may be downloaded.
185. Any notice required to be given by the Company to members and not expressly provided for by this Constitution shall be sufficiently given if given by advertisement. Any notice required to be or which may be given by advertisement shall be advertised once in at least one (1) nationally circulated Bahasa Malaysia or English language daily newspaper. Advertisement
186. A member present, either in person or by proxy, at any meeting of the Company or of the holders of any class of shares in the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called. Deemed receipt of notice
187. Every person who becomes entitled to a share shall be bound by any notice or document in respect of that share which, before his name is entered in the Record of Depositors, has been duly given to a person from whom he derives his title. Person entitled bound by notice
188. (1) A notice or document shall be deemed given: Deemed giving of notice etc
- (a) (in the case of post or courier) on being posted or despatched; or
 - (b) (in the case of delivery by hand) on delivery.
- (2) A notice shall also be deemed given:
- (a) (in the case of telex, facsimile, telegram, electronic mail or any other methods of (apart from those referred to above) communicating writing in visible form) on despatch or transmission; or
 - (b) (in the case of an advertisement referred to in Clause 185) on the day on which the advertisement appears in the relevant national daily newspaper.
- (3) A notice or document shall be deemed:
- (a) posted on a certain date if it is proven that an envelope containing a notice was properly addressed, prepaid and put in the post on that date;
 - (b) despatched by courier on a certain date if on that date, it is left at an office of the person, body or company carrying out the courier service or it is collected by an employee or representative of such person, body or company; or

- (c) delivered on the day of transmission in the case of electronic means where there is a record of the sending and where no failure of delivery is received. In the event the electronic transmission is unsuccessful, the notice of document shall be sent via post addressed to the member's registered or service address as appearing in the Register or Record of Depositors. For documents pertaining to subscription or acceptance these are to be sent within two (2) market days and for other documents or notices within four (4) market days.

189. Where a notice or document is sent via electronic means or where copies are made available for download from the Company's website, a member is entitled to request for hard copies of the same. Upon receipt of the request the Company shall within two (2) market days after the receipt of the request send to the member hardcopies of subscription or acceptance documents. For any other notices or documents the Company shall send the notices or documents within four (4) market days.

190. A notice may be given by the Company to the persons entitled to a share in consequence of the death, bankruptcy or mental disorder of a member or by operation of law by sending or delivering it in any manner authorised by this Constitution for the giving of notice to a member, addressed to them by name, or by the title of representatives of the deceased, the official assignee, the committee of the estate of such member or by any appropriate description at the address supplied for that purpose by the persons claiming to be so entitled. Until such an address has been supplied, a notice may be given in any manner in which it might have been given if the death, bankruptcy, mental disorder or operation of law had not occurred.

Notice to persons entitled

Winding Up

191. On a winding up of the Company, the balance of the assets available for distribution among the members shall (subject to any special rights attaching to any class of shares) be applied in repaying to the members the amounts of any surplus assets belonging to the holders of any issued ordinary shares according to the respective number of shares held by them or, if there are no issued ordinary shares, to the holders of any issued unclassified shares according to the respective number of shares held by them.

Application of balance of assets

192. If the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide among the members in specie 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, value any assets and determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees on such trusts for the benefit of the members as he with the like sanction determines, but no member shall be compelled to accept any assets on which there is a liability.

Division in specie

Indemnity

193. Subject to the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or Secretary or auditors of the Company shall be indemnified out of the assets of the Company against:

Indemnities

- (1) any loss or liability incurred by him arising from or in relation to his office or the performance of his duties except where such loss or liability results from any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company; and
- (2) any cost 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 in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

Secrecy

194. No member shall be entitled to enter or inspect any property of or property occupied by the Company or to require discovery of or any information in respect of any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company, and which the Directors consider to be inexpedient in the interests of the members to make available or communicate to the public. Secrecy

Effect of the Listing Requirements

195. This Constitution shall be construed with strict compliance to the Listing Requirements in that:- Effect of the Listing Requirements
- (1) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done;
 - (2) Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done;
 - (3) If the Listing Requirements require an act to be done or not to be done, authority is given for an act required to be done or not to be done (as the case may be);
 - (4) If the Listing Requirements require this Constitution to contain a provision and they do not contain such a provision, this Constitution is deemed to contain that provision;
 - (5) If the Listing Requirements require this Constitution not to contain a provision and they contain such a provision, this Constitution is deemed not to contain that provision;
 - (6) If any provision of this Constitution is or becomes inconsistent with the Listing Requirements, this Constitution is deemed not to contain that provision to the extent of the inconsistency; and
 - (7) For the purpose of this Clause, unless the context otherwise requires, "Listing Requirements" means the Listing Requirements of Bursa Malaysia Securities Berhad including any amendment to the Listing Requirements that may be made from time to time.

Compliance with Applicable Law

196. The Company shall comply with the provisions of the relevant governing statutes, regulations and rules as may be amended, modified or varied from time to time, or any other directive or requirement imposed by the Exchange, the Depository and other appropriate authorities, to the extent required by law, notwithstanding any provisions in this Constitution to the contrary. Compliance
197. Where permitted under the law, the Company is empowered to apply as the Directors think fit, to the Exchange to:- Waiver
- (i) waiver or modify the Company's compliance with any of the Listing Requirements or part thereof; and/or
 - (ii) vary or revoke any decision(s) made by the Exchange in respect of the Company's compliance with any of the Listing Requirements or part thereof.