

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE IN ANY DOUBT AS TO THE COURSE OF ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

Bursa Malaysia Securities Berhad had only perused through Section 2.3.1(ii) of the Circular in respect of the proposed new stockholders' mandate and 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.



ORIENTAL HOLDINGS BERHAD

(Company No. 5286-U)
(Incorporated in Malaysia)

I INFORMATION ON FIFTY-SIXTH ANNUAL GENERAL MEETING

II CIRCULAR TO STOCKHOLDERS

in relation to

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

PART B PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY

The above proposal will be tabled as Special Business at Oriental Holdings Berhad's 56th Annual General Meeting. Notice convening the 56th Annual General Meeting of the Company to be held at 2:30 p.m. on 7 June 2018 at Sri Mas Ballroom, Level 4, Bayview Hotel Georgetown Penang, 25A Farquhar Street, 10200 Penang is set out in this Circular.

Form of Proxy is set out in the Annual Report of Oriental Holdings Berhad for the year ended 31 December 2017. You are urged to complete and deposit the Form of Proxy at the Registered Office of the Company at Suite 16-1 (Penthouse Upper), Menara Penang Garden, 42A Jalan Sultan Ahmad Shah, 10050 Penang not later than 48 hours before the time of the meeting. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

This Circular is dated 30 April 2018

I INFORMATION ON FIFTY-SIXTH ANNUAL GENERAL MEETING

- **NOTICE OF FIFTY-SIXTH ANNUAL GENERAL MEETING**
- **FORM OF PROXY**
- **ANNUAL REPORT 2017 REQUEST FORM**

II CIRCULAR TO STOCKHOLDERS

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

PART B PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY

I INFORMATION ON FIFTY-SIXTH ANNUAL GENERAL MEETING

- **NOTICE OF FIFTY-SIXTH ANNUAL GENERAL MEETING**
- **FORM OF PROXY**
- **ANNUAL REPORT 2017 REQUEST FORM**

ORIENTAL HOLDINGS BERHAD

(Company No. 5286-U)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Fifty-Sixth Annual General Meeting of stockholders of Oriental Holdings Berhad will be held at Sri Mas Ballroom, Level 4, Bayview Hotel Georgetown Penang, 25A Farquhar Street, 10200 Penang on Thursday, 7 June 2018 at 2.30 pm for the following purposes:

Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2017 together with the Directors' Report and Auditors' Report thereon.
2. To declare a Final Single Tier Dividend of 8 sen per ordinary stock and a Special Final Single Tier Dividend of 20 sen per ordinary stock for the financial year ended 31 December 2017. Ordinary Resolution 1
3. To re-elect the following Directors who retire in accordance with Article 133 of the Company's Articles of Association (Constitution):
 - (a) Datuk Loh Kian Chong Ordinary Resolution 2
 - (b) Ms Tan Kheng Hwee Ordinary Resolution 3
 - (c) Mr Lee Kean Teong Ordinary Resolution 4
4. To re-elect Mr Keiichi Yasuda who retires in accordance with Article 138 of the Company's Articles of Association (Constitution). Ordinary Resolution 5
5. To approve the Directors' Fees of up to RM1,725,000 and benefits payable to the Directors up to an aggregate amount of RM680,000 for the period commencing this Annual General Meeting ("AGM") through to the next AGM of the Company in 2019. Ordinary Resolution 6
6. To re-appoint Messrs KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. Ordinary Resolution 7

As Special Business, to consider and if thought fit, to pass with or without any modification, the following Resolutions:

7. **Proposed New and Renewal of Stockholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** Ordinary Resolution 8
"THAT, pursuant to Chapter 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a general mandate of the Stockholders be and is hereby granted to the Company and/or its subsidiaries to enter into the recurrent arrangements or transactions of a revenue or trading nature, as set out in the Company's Circular to Stockholders dated 30 April 2018 ("the Circular") with any person who is a related party as described in the Circular, provided that such transactions are undertaken in the ordinary course of business, on an arm's length basis, and on normal commercial terms, or on terms not more favourable to the Related Party than those generally available to the public and are not, in the Company's opinion, detrimental to the minority stockholders; and that disclosure will be made in the annual report of the aggregate value of transactions conducted during the financial year.
AND THAT, such approval, shall continue to be in force until:
 - (a) the conclusion of the next AGM of the Company at which time it will lapse, unless by a resolution passed at the next AGM, the authority is renewed;
 - (b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Company Act 2016 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - (c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is earlier.

FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted under relevant authorities to give full effect to the Proposed Stockholders' Mandate."

8. **Proposed Renewal of Authority to Buy-Back its Own Stocks**

Ordinary Resolution 9

"THAT, subject to compliance with Section 127 of the Companies Act, 2016 (as may be amended, modified or re-enacted from time to time) and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities, approval be and is hereby given to the Company to utilise up to RM423.4 million which represents the audited retained earning of the Company as at 31 December 2017, otherwise available for dividend for the time being, to purchase on Bursa Malaysia Securities Berhad its own stocks up to 62,039,363 ordinary stocks representing 10% of the total number of issued stocks of the Company of 620,393,638 ordinary stocks as at 30 March 2018 (including 31,808 Stocks retained as Treasury Stocks).

AND THAT upon completion of the purchase(s) of the Stocks by the Company, the Stocks shall be dealt with in the following manner :

- (a) to cancel the Stocks so purchased; or
- (b) to retain the Stocks so purchased as treasury stocks for distribution as dividends to the stockholders and/or resell on the market of Bursa Malaysia Securities Berhad; or
- (c) to retain part of the Stocks so purchased as treasury stocks and cancel the remainder; or
- (d) in such manner as Bursa Malaysia Securities Berhad and such other relevant authorities may allow from time to time.

AND THAT such authority from the stockholders would be effective immediately upon the passing of this Ordinary Resolution and will continue in force until:

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company, unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
- (b) the expiry of the period within which the next AGM is required by law to be held (unless earlier revoked or varied by Ordinary Resolution in a general meeting of stockholders of the Company) but not so as to prejudice the completion of a purchase by the Company or any person before the aforesaid expiry date, in any event, in accordance with the provisions of the guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authorities;

FURTHER THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary or expedient to implement or to effect the purchase of OHB Stocks."

9. **Retention of Independent Director**

Ordinary Resolution 10

"THAT, Ms Mary Geraldine Phipps be and is hereby retained as Independent Non-Executive Director of the Company, in accordance with the Malaysian Code on Corporate Governance until the conclusion of the next Annual General Meeting."

10. **Proposed Adoption of New Constitution of the Company**

Special Resolution

"THAT the Company's existing Memorandum and Articles of Association be deleted in its entirety and that the new Constitution as set out in Part B of the Circular to Stockholders dated 30 April 2018 be and is hereby adopted as the new Constitution of the Company.

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

11. To transact any other businesses of which due notice shall have been given in accordance with the Company's Articles of Association (Constitution).

By Order of the Board

TAI YIT CHAN (MAICSA 7009143)

ONG TZE-EN (MAICSA 7026537)

Joint Company Secretaries

Penang, 30 April 2018

Notes:

1. A Member entitled to attend and vote at this meeting may appoint a proxy to attend and to vote on his behalf. A proxy may but need not be a Member. A Member may appoint 2 proxies to attend on the same occasion. If a Member appoints 2 proxies, the appointment shall be invalid unless he specifies the proportions of his stockholdings to be represented by each proxy.
2. Where a Member of the Company is an authorised nominee as defined under the Securities Industries (Central Depositories) Act, 1991 ("SICDA"), it may appoint up to 2 proxies in respect of each securities account it may holds with ordinary stocks of the Company standing to the credit of the said securities account.
3. Where a Member of the Company is an exempt authorised nominee which holds ordinary stocks in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there shall be no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
4. If the appointer is a corporation, the Form of Proxy must be executed under the Common Seal of the Company or under the hand of its attorney duly authorised in writing.
5. For a proxy to be valid, the Form of Proxy duly completed must be deposited at the Registered Office of the Company, Suite 16-1 (Penthouse Upper), Menara Penang Garden, 42A Jalan Sultan Ahmad Shah, 10050 Penang, Malaysia not less than forty-eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof.
6. Should you desire your proxy to vote on the Resolutions set out in the Notice of Meeting, please indicate with an "X" in the appropriate space. If no specific direction as to voting is given, the proxy will vote or abstain at his discretion.
7. In respect of deposited securities, only a Depositor whose name appears on the Record of Depositors on 30 May 2018 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy to attend and/or vote on his/her behalf.

Explanatory Notes on Ordinary Business:

1. The Ordinary Resolution 6, is to seek stockholders' approval on the Directors' Fees and benefits payable to the Directors which have been reviewed by the Remuneration Committee and the Board of Directors of the Company. This approval shall continue to be in force until the conclusion of the next AGM of the Company. The Directors' Fees of RM120,000 per Non-Executive Director and RM90,000 per Executive Director will be payable to the Directors upon completion of service by the said Directors. The amount of Directors' fees and benefits is computed based on the anticipated number of Board and Board Committee meetings, assuming full attendance by all the Directors. The amount also includes a contingency sum to cater to unforeseen circumstances such as the appointment of any additional Director, additional unscheduled Board and Board Committees' meetings and/or for the formation of additional Board Committees. Please refer the Corporate Governance Overview Statement for details of the fees and benefits payable for the Directors.

Explanatory Notes on Special Business:

1. **Ordinary Resolution 8 pursuant to Proposed New and Renewal of Stockholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**
This Ordinary Resolution, if passed, will approve the stockholders' mandate on Recurrent Related Party Transactions and allow the Company and/or its subsidiaries to enter into Recurrent Related Party Transactions in accordance with Chapter 10 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. This approval shall continue to be in force until the conclusion of the next AGM or the expiration of the period within which the next AGM is required by the law to be held or revoked/varied by resolution passed by the stockholders in a general meeting whichever is the earlier.
Please refer to Part A of the Circular to Stockholders dated 30 April 2018 for further information.
2. **Ordinary Resolution 9 pursuant to Proposed Renewal of Authority to Buy-Back its Own Stocks**
This Ordinary Resolution, if passed, will allow the Company to purchase its own stocks. The total number of stocks purchased shall not exceed 62,039,363 stocks representing 10% of the total number of issued share capital of the Company. This authority will, unless revoked or varied by the Company in a general meeting, expires at the next AGM of the Company.
3. **Ordinary Resolution 10 pursuant to Retention of Independent Director, Ms Mary Geraldine Phipps**
Ms Mary Geraldine Phipps ("Ms Phipps") was appointed as an Independent Non-Executive Director on 14 August 2009. She has served the Company as an Independent Non-Executive Director for almost (9) years as at the date of the notice of the Fifty-Sixth Annual General Meeting. The Nominating Committee has assessed the independence of Ms Phipps and noted that Ms Phipps meets the independence guidelines as set out in Chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and demonstrates complete independence in character and judgement. The Board, therefore, considers Ms Phipps to be independent and recommends Ms Phipps to remain as an Independent Non-Executive Director.
4. **Special Resolution pursuant to Proposed Adoption of New Constitution of the Company**
This Special Resolution, if passed, will align the Constitution with the Companies Act 2016 which came into force on 31 January 2017, the updated provision of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and prevailing laws, guidelines or requirements of the relevant authorities, to enhance administrative efficiency and provide greater clarity.
Please refer to Part B of the Circular to Stockholders dated 30 April 2018 for further information.

Statement of Accompanying Notice of Annual General Meeting

(Pursuant to Paragraph 8.27(2) of the Listing Requirements)

1. No individual is standing for election as a Director at the forthcoming AGM of the Company.

Dividend Announcement

NOTICE IS HEREBY GIVEN that a Depositor shall qualify for entitlement to the Final Single Tier Dividend of 8 sen per ordinary stock and a Special Final Single Tier Dividend of 20 sen per ordinary stock only in respect of:

- (a) Stocks transferred into the Depositor's Securities Account before 4.00 pm on 29 June 2018 in respect of ordinary transfers; and
- (b) Stocks bought on Bursa Malaysia Securities Berhad on a cum dividend entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

The Final Single Tier Dividend and Special Final Single Tier Dividend, if approved, will be paid on 12 July 2018 to Depositors registered in the Records of Depositors at the close of business on 29 June 2018.



FORM OF PROXY

CDS Account No.:	No. of stocks held:

I/We _____
(Full name in Block Letters and NRIC / Company No.)

of _____ and _____
(Address) (Tel. No.)

being a *member/ members of Oriental Holdings Berhad hereby appoint

Full Name (in Block Letters)	NRIC/Passport No.	No. of Stocks	% of Stockholding

* and/or

Full Name (in Block Letters)	NRIC/Passport No.	No. of Stocks	% of Stockholding

or failing *him/her, the CHAIRMAN OF THE MEETING as *my/our proxy, to vote for *me/us and on *my/our behalf at the FIFTY-SIXTH ANNUAL GENERAL MEETING of the Company to be held on Thursday, 7 June 2018 at 2:30 pm at Sri Mas Ballroom, Level 4, Bayview Hotel Georgetown Penang, 25A Farquhar Street, 10200 Penang or at any adjournment thereof.

*My/our proxy is to vote on a poll as indicated below with an "X".

	ORDINARY										SPECIAL
Resolutions	1	2	3	4	5	6	7	8	9	10	1
FOR											
AGAINST											

* Strike out if not applicable

Signed this _____ day of _____ 2018

For appointment of 2 proxies, no. of shares and % of stockholdings to be represented by each proxy		
	No. of shares	%
Proxy 1		
Proxy 2		

Signature of Stockholder(s)/Common Seal

Notes:

1. A Member entitled to attend and vote at this meeting may appoint a proxy to attend and to vote on his behalf. A proxy may but need not be a Member. A Member may appoint 2 proxies to attend on the same occasion. If a Member appoints 2 proxies, the appointment shall be invalid unless he specifies the proportions of his stockholdings to be represented by each proxy.
2. Where a Member of the Company is an authorised nominee as defined under the Securities Industries (Central Depositories) Act, 1991 ("SICDA"), it may appoint up to 2 proxies in respect of each securities account it may holds with ordinary stocks of the Company standing to the credit of the said securities account.
3. Where a Member of the Company is an exempt authorised nominee which holds ordinary stocks in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there shall be no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
4. If the appointer is a corporation, the Form of Proxy must be executed under the Common Seal of the Company or under the hand of its attorney duly authorised in writing.
5. For a proxy to be valid, the Form of Proxy duly completed must be deposited at the Registered Office of the Company, Suite 16-1 (Penthouse Upper), Menara Penang Garden, 42A Jalan Sultan Ahmad Shah, 10050 Penang, Malaysia not less than forty-eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof.
6. Should you desire your proxy to vote on the Resolutions set out in the Notice of Meeting, please indicate with an "X" in the appropriate space. If no specific direction as to voting is given, the proxy will vote or abstain at his discretion.
7. In respect of deposited securities, only a Depositor whose name appears on the Record of Depositors on 30 May 2018 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy to attend and/or vote on his/her behalf.

Personal Data Privacy

By submitting the duly executed Form of Proxy, the member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the AGM, and any adjournment thereof.

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Affix
Postage
Stamp

The Company Secretaries
Oriental Holdings Berhad (5286-U)
Suite 16-1 (Penthouse Upper), Menara Penang Garden
42A Jalan Sultan Ahmad Shah, 10050 Penang

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ANNUAL REPORT 2017 REQUEST FORM

Share Registrar :

AGRITEUM Share Registration Services Sdn Bhd

2nd Floor, Wisma Penang Garden

42 Jalan Sultan Ahmad Shah

10050 Penang

Tel : 604-2282321

Fax : 604-2272391

I/We, _____

NRIC No. or Company No. _____

CDS Account No. _____ Stockholding _____ Stocks

of _____
(Address)

being a stockholder / stockholders of Oriental Holdings Berhad (the "Company") hereby request for a copy of the Company's Annual Report 2017 to be sent to the above address.

Signed this _____ day of _____

Signature of Stockholder

Notes :

1. Oriental Holdings Berhad shall forward a hard copy of the Annual Report 2017 to the stockholders within 4 market days from the date of receipt of the verbal/written request from the stockholders.
2. All correspondence and/or request shall be forward to :
Share Registrar :
AGRITEUM Share Registration Services Sdn Bhd
2nd Floor, Wisma Penang Garden
42 Jalan Sultan Ahmad Shah
10050 Penang
Tel : 604-2282321
Fax : 604-2272391
Email : agriteumshareg@gmail.com

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Affix
Postage
Stamp

Share Registrar :
AGRITEUM Share Registration Services Sdn Bhd
2nd Floor, Wisma Penang Garden
42 Jalan Sultan Ahmad Shah
10050 Penang

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II CIRCULAR TO STOCKHOLDERS

in relation to

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

DEFINITIONS

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

“Act”	: The Malaysian Companies Act, 2016 as amended from time to time and any re-enactment thereof
“AAP”	: Armstrong Auto Parts Sdn. Berhad
“AC” or “Audit Committee”	: Audit Committee of OHB
“ACP”	: Armstrong Cycle Parts (Sdn.) Berhad
“AGM”	: Annual General Meeting
“Articles”	: Articles of Association of the Company
“AHM”	: Asian Honda Motor Co. Ltd., Thailand
“AI”	: Armstrong Industries Sdn. Bhd.
“Bagan”	: Bagan Specialist Centre Sdn. Bhd.
“Bayview”	: Bayview International Sdn. Bhd.
“Bayview Hotel”	: Bayview Hotel Sdn. Bhd.
“BBDC”	: Bukit Batok Driving Centre Ltd.
“Board” or “Board of Directors”	: The Board of Directors of OHB
“BSB”	: Boon Siew (Borneo) Sendirian Berhad
“BSH”	: Boon Siew Honda Sdn. Bhd.
“Bursa Securities”	: Bursa Malaysia Securities Berhad
“BSCB”	: Boon Siew Credit Berhad
“BSD”	: Boon Siew Development Sdn. Bhd.
“BSSB”	: Boon Siew Sdn. Bhd.
“BSSB Group”	: Boon Siew Sdn. Bhd. and its subsidiary/associated companies
“CMSA”	: Capital Markets and Services Act 2007
“CD”	: Chainferry Development Sdn. Berhad
“CV Belly”	: CV Belly Brothers Corporation
“Director(s)”	: Shall have the meaning given in Section 2(1) of the CMSA and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a Director of OHB (or any other company which is its subsidiary or holding company) or a Chief Executive Officer of OHB, its subsidiaries or holding company
“DF”	: Dragon Frontier Sdn. Bhd.
“HAA”	: Honda Access Asia & Oceania Co. Ltd.
“HICOM”	: Hicom-Teck See Manufacturing Sdn. Bhd.
“HAM”	: Honda Assembly (M) Sdn. Bhd.

DEFINITIONS (cont'd)

"HM"	: Happy Motoring Co. Sdn. Bhd.
"HAP"	: Honda Autoparts Manufacturing (M) Sdn. Bhd.
"Honda (M)"	: Honda Malaysia Sdn. Bhd.
"Honda Motor"	: Honda Motor Co., Ltd., Japan
"KCA"	: Kah Classic Auto Sdn. Bhd.
"KPP"	: Kah Power Products Pte. Ltd.
"KTSC"	: Kasai Teck See Co., Ltd.
"Kasai Kogyo"	: Kasai Kogyo Co., Ltd.
"KTSM"	: Kasai Teck See (Malaysia) Sdn. Bhd.
"KM"	: Kah Motor Company Sdn. Berhad
"KBA"	: Kah Bintang Auto Sdn. Bhd.
"LME"	: Lipro Mold Engineering Sdn. Bhd.
"Listing Requirements"	: Main Market Listing Requirements of Bursa Securities including any amendments to the Listing Requirements that may be made from time to time
"Major Shareholder"	<p>: A person who has an interest or interests in one or more voting shares in the corporation 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 corporation; or</p> <p>(b) 5% or more of the aggregate total number of the voting shares in the corporation where such person is the largest shareholder of the corporation.</p> <p>For the purpose of this definition, "interest" shall have the meaning of "interest in shares" given in Section 8 of the Act. A major shareholder includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company or any other company which is its subsidiary or holding company</p>
"MSMC"	: Melaka Straits Medical Centre Sdn. Bhd.
"MDEN"	: Motosikal Dan Enjin Nasional Sdn. Bhd.
"NILAM"	: Nilam Healthcare Education Centre Sdn. Bhd.
"Nuwata"	: Nuwata Sdn. Bhd.
"NMET"	: North Malaya Engineers Trading Company Sdn. Berhad
"OHB" or "the Company"	: Oriental Holdings Berhad (5286-U)
"OHB Group" or "the Group"	: OHB and its subsidiary/associated companies
"OHB Stocks" or "Stocks"	: Issued Stocks in the Company
"OAM"	: Oriental Asia (Mauritius) Pte. Ltd.
"ONDE"	: Oriental Nichinan Design Engineering Sdn. Bhd.
"OR"	: Oriental Realty Sdn. Berhad

DEFINITIONS (cont'd)

“ORPO”	: Oriental Rubber & Palm Oil Sdn. Berhad
“Ordinary Resolution”	: The Ordinary Resolution pertaining to the Proposal
“person connected”	: Such person, in relation to any person (referred to as “said Person”) means such person who falls under any one of the following categories: <ul style="list-style-type: none">a) A family member (spouse; parent; child including an adopted child and step-child; brother or sister; spouse of child, brother, sister) of the said Person;b) A trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person, or a family member of the said Person, is the sole beneficiary;c) A partner of the said Person;d) A person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person;e) A person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act;f) A body corporate in which the said Person, or persons connected with the said Person 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;g) A body corporate which is a related corporation of the said Person.
“Proposal” or “Proposed Mandate”	: Proposed renewal of existing and new stockholders’ mandate for OHB Group to enter into Recurrent Related Parties Transactions
“PT GPL ”	: PT Gunung Pelawan Lestari
“PT GSBL ”	: PT Gunungsawit Binalestari
“PT GSSL ”	: PT Gunung Sawit Selatan Lestari
“PT GML ”	: PT Gunung Maras Lestari
“PT BSSP”	: PT Bumi Sawit Sukses Pratama
“PT DAPO”	: PT Dapo Agro Makmur
“PT Kasai”	: PT Kasai Teck See Indonesia
“PT MKCS”	: PT Multi Karya Cipta Selaras
“PT PPA ”	: PT Pratama Palm Abadi
“PT SSL ”	: PT Sumatera Sawit Lestari
“PT SAP”	: PT Surya Agro Persada
“Related Party”	: A director, major stockholder/shareholder or a person connected with such a director or a major stockholder/shareholder
“Related Party Transaction”	: A transaction entered into by OHB or any of its subsidiaries which involves the interest, direct or indirect, of a Related Party

DEFINITIONS (cont'd)

“Recurrent Related Party Transactions or RRPT”	: Transactions with Related Parties involving recurrent transactions of a revenue or trading nature which are necessary for the OHB Group’s day-to-day operations and are in the ordinary course of business of the OHB Group
“RM” and “sen”	: Ringgit Malaysia and sen, respectively
“SSDC”	: Singapore Safety Driving Centre Ltd.
“SOC”	: Syarikat Oriental Credit Berhad
“SU”	: Simen Utara Sdn. Bhd.
“TSB”	: Taman Sri Bunga Sdn. Bhd.
“TSS”	: Taman Sri Setia Sdn. Bhd.
“U Mix (Pg)”	: Unique Mix (Penang) Sdn. Bhd.
“U Mix”	: Unique Mix Sdn. Bhd.
“U Pave”	: Unique Pave Sdn. Bhd.

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APPENDICES

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APPENDIX II - FURTHER INFORMATION

ORIENTAL HOLDINGS BERHAD
(Company No. 5286-U)
(Incorporated in Malaysia)

Registered Office:
Suite 16-1 (Penthouse Upper), Menara Penang Garden
42A Jalan Sultan Ahmad Shah, 10050 Penang

30 April 2018

Board of Directors:

Datuk Loh Kian Chong, Executive Chairman
Dato' Robert Wong Lum Kong, DSSA, JP, Group Managing Director
Dato' Seri Lim Su Tong @ Lim Chee Tong, Group Managing Director
Ms Tan Kheng Hwee, Executive Director
Dato' Sri Datuk Wira Tan Hui Jing, Executive Director
Dato' Ghazi Bin Ishak, Senior Independent Non-Executive Director
Ms Mary Geraldine Phipps, Independent Non-Executive Director
Mr Lee Kean Teong, Independent Non-Executive Director
Puan Sharifah Intan Binti S. M. Aidid, Non-Independent Non-Executive Director
Mr Keiichi Yasuda, Non-Independent Non-Executive Director
Datin Loh Ean, Alternate Director to Dato' Robert Wong Lum Kong

To: The Stockholders of Oriental Holdings Berhad

Dear Sir/Madam

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

1. INTRODUCTION

At the AGM of the Company held on 8 June 2017, stockholders had approved a mandate for the Company/or its subsidiaries to enter into arrangements or recurrent transactions with related parties which are necessary for OHB Group's day to day operations, in the ordinary course of business, and on terms not more favourable to the related party than those generally available to the public.

Accordingly, the Company had, on 9 April 2018, announced that the Directors proposed to seek new authorisation from stockholders for a renewal of the Proposed Mandate.

The purpose of this Circular is to provide you with the details pertaining to the Proposed Mandate and to seek your approval for the related resolutions which will be tabled at the forthcoming AGM.

YOU ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR INCLUDING THE APPENDIX CAREFULLY BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSED MANDATE TO BE TABLED AT THE FORTHCOMING AGM.

2. DETAILS OF THE PROPOSED MANDATE

2.1 Provision under the Listing Requirements

Paragraph 10.09(2) of the Listing Requirements provides that a listed issuer may seek a stockholders' mandate in respect of recurrent transactions with related parties which are of a revenue or trading nature and are necessary for its day-to-day operations subject to the following:-

2.1 Provision under the Listing Requirements (cont'd)

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (b) the stockholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the stockholders' mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under subparagraph 10.09(1);
- (c) the Company's circular to stockholders for the stockholders' mandate includes the information as may be prescribed by Bursa Securities. The draft circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;
- (d) in a meeting to obtain the stockholders' mandate, the interested directors, interested major stockholders or interested person connected with a director or major stockholder; and where it involves the interest of a person connected with a director or major stockholder, such director or major stockholder, must not vote on the resolution approving the transactions. An interested director or interested major stockholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions; and
- (e) the listed issuer immediately announces to Bursa Securities when the actual value of RRPT entered by the listed issuer, exceeds the estimated value of the recurrent related party transactions disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

2.2 Classes of Related Parties

Recurrent Related Party Transactions ("RRPT") in OHB can be categorized under nine groups of related party.

2.2.1 TABLE A – Boon Siew Sdn Bhd ("BSSB") Group and their interests

The related party, BSSB Group is interested by virtue of it being the major stockholder of OHB and the collective management control exercised by Datuk Loh Kian Chong, Dato' Robert Wong Lum Kong, DSSA, JP, Dato' Seri Lim Su Tong, Ms Tan Kheng Hwee and Dato' Sri Datuk Wira Tan Hui Jing who are also Directors of OHB. Their shareholdings and persons connected' shareholdings in BSSB are as follows:

Interested Party – Directors	Direct and Indirect Shareholdings as at 31 March 2018			
	Direct	%	Indirect	%
Datuk Loh Kian Chong	-	-	22,786,740 ⁽¹⁾	38.0
Dato' Robert Wong Lum Kong, DSSA, JP	-	-	6,600,000 ⁽²⁾	11.0
Dato' Seri Lim Su Tong	-	-	6,600,000 ⁽³⁾	11.0
Datin Loh Ean	-	-	6,600,000 ⁽⁴⁾	11.0
Tan Kheng Hwee	-	-	6,600,000 ⁽⁵⁾	11.0
Dato' Sri Datuk Wira Tan Hui Jing	-	-	6,600,000 ⁽⁶⁾	11.0
Dr Tan Hui Ling	-	-	6,600,000 ⁽⁷⁾	11.0
Dato' Lim Kean Seng	-	-	6,600,000 ⁽⁸⁾	11.0
Lim Ee Ling	-	-	6,600,000 ⁽⁹⁾	11.0
Lim Ee Hean	-	-	6,600,000 ⁽¹⁰⁾	11.0
Tan Hui Ming	-	-	6,600,000 ⁽¹¹⁾	11.0
Dato' Seri Loh Cheng Yean	-	-	6,600,000 ⁽¹²⁾	11.0

2.2.1 TABLE A – Boon Siew Sdn Bhd (“BSSB”) Group and their interests (cont’d)

Notes:

- (1) *The indirect shareholdings are held by Datuk Loh Kian Chong via Boontong Estates Sdn Bhd, Bayview Hotel Sdn Bhd and Loh Kar Bee Holdings Sdn Bhd. He is deemed interested as he has indirect interests of 92.6%, 65.3% and direct interest of 61% in this company. He is a director of BSSB, BSD, Bayview Hotel, Bayview, KBA, ORPO, OAM, OR, BSCB, MSMC, Nuwata, NMET, PT GSSL, PT DAPO, PT PPA, PT SSL, PT SAP and PT BSSP.*
- (2) *The indirect shareholdings are held via Loh Ean Holdings Sdn Bhd, a company owned by the family members of Dato’ Robert Wong Lum Kong, DSSA, JP in which Dato’ Robert Wong Lum Kong, DSSA, JP is also a director. He is also a director of BSSB, Bayview, KCA, ORPO, KBA, KM, NMET, OR, OAM, SOC, PT GSBL, PT GSSL, PT DAPO, PT PPA, PT GML, PT SSL, PT SAP and PT BSSP. He is also alternate director of MSMC.*
- (3) *The indirect shareholdings are held via Loh Phoy Yen Holdings Sdn Bhd, a company owned by the family members of Dato’ Seri Lim Su Tong in which Dato’ Seri Lim Su Tong is also a director. He is also a director of BSSB, CD, KCA, KM, PT GML, PT GSBL, BSCB, PT GSSL, PT DAPO, PT PPA, PT SSL, PT SAP and PT BSSP.*
- (4) *The indirect shareholdings are held by Datin Loh Ean, the spouse of Dato’ Robert Wong Lum Kong, DSSA, JP via Loh Ean Holdings Sdn. Bhd., a company owned by the family members in which she is also a director. She is a director of CD and MSMC. She is also alternate director of BSSB, Bayview, ORPO, KM, OR, SOC and NMET.*
- (5) *The indirect shareholdings are held by Ms Tan Kheng Hwee via Loh Cheng Yean Holdings Sdn Bhd. She is deemed interested via her interests of 25% in Loh Cheng Yean Holdings Sdn Bhd. She is an alternate director in BSSB, KM and Bayview Hotel. She is the director of BBDC, BSD, OR, BSCB, MSMC, SOC and NMET.*
- (6) *The indirect shareholdings is held by Dato’ Sri Datuk Wira Tan Hui Jing via Loh Gim Ean Holdings Sdn. Bhd. He is deemed interested via his interest of 21.8% in Loh Gim Ean Holdings Sdn. Bhd. He is a director of CD, Bayview Hotel, NILAM, Bayview, OAM and KBA. He is an alternate director in BSSB, MSMC, NMET and KM.*
- (7) *The indirect shareholdings is held by Dr Tan Hui Ling via Loh Gim Ean Holdings Sdn. Bhd. She is deemed interested via her interest of 18.8% in Loh Gim Ean Holdings Sdn. Bhd. She is a director of MSMC and NILAM.*
- (8) *The indirect shareholdings are held by Dato’ Lim Kean Seng, the son of Dato’ Seri Lim Su Tong, via Loh Phoy Yen Holdings Sdn Bhd. He is deemed interested via his interests of 50% in Loh Phoy Yen Holdings Sdn Bhd. He is an alternate director of TSS, BSSB, OAM and KM and a director of BSD, Bayview Hotel, Bayview, ORPO, Nuwata and TSB.*
- (9) *The indirect shareholdings are held by Ms Lim Ee Ling, the daughter of Dato’ Seri Lim Su Tong, via Loh Phoy Yen Holdings Sdn Bhd. She is deemed interested via her interests of 25% in Loh Phoy Yen Holdings Sdn Bhd.*
- (10) *The indirect shareholdings are held by Ms Lim Ee Hean, the daughter of Dato’ Seri Lim Su Tong, via Loh Phoy Yen Holdings Sdn Bhd. She is deemed interested via her interests of 25% in Loh Phoy Yen Holdings Sdn Bhd. She is the director of KBA, SU, U Mix (Pg), NMET, SOC, OR and MSMC. She is an alternate director of BSCB, Bayview, CD and ORPO.*
- (11) *The indirect shareholdings is held by Mr Tan Hui Ming, the brother of Dato’ Sri Datuk Wira Tan Hui Jing, via Loh Gim Ean Holdings Sdn. Bhd. He is deemed interested via his interests of 21.8% in Loh Gim Ean Holdings Sdn. Bhd. He is a director of BSSB, BSD, ORPO, KM, OR, BSCB and NMET. He is an alternate director in Bayview Hotel, SOC and CD.*
- (12) *The indirect shareholdings are held via Dato’ Seri Loh Cheng Yean Holdings Sdn Bhd, a company owned by the family members of Dato’ Seri Loh Cheng Yean in which Dato’ Seri Loh Cheng Yean is also a director. She is a director of BSSB, BBDC, Bayview Hotel, Bayview, KM, ORPO and OAM. She is also alternate director of MSMC.*

All the persons connected with these interested Directors and their relationships are disclosed under item 4 in this Circular.

2.2.2 TABLE B – Dato’ Syed Mohamad Bin Syed Murtaza and family and their interests

The related party, Dato’ Syed Mohamad Bin Syed Murtaza (“Dato’ Syed Mohamad”) is the brother of Puan Sharifah Intan Binti S. M. Aidid, a director of OHB. Dato’ Syed Mohamad is interested in the transactions by virtue of his shareholdings in the companies as follows :

Direct and Indirect Shareholdings (%) as at 31 March 2018				
Interested Party	AAP ⁽¹⁾		ACP ⁽²⁾	
	Direct	Indirect	Direct	Indirect
Dato’ Syed Mohamad	7.6	1.38	-	-

Notes:

AAP⁽¹⁾ Dato’ Syed Mohamad is the director of AAP; the indirect shareholdings of 1.38% are held by persons connected to him, namely Hanim Binti S. M. Aidid(0.3%), Sharifah Intan Binti S. M. Aidid(0.63%), Sharipah Barlian Binti S. M. Aidid(0.41%) and the daughter of Sharifah Intan Binti S. M. Aidid, Wan Latifah Binti Ramli(0.04%).

ACP⁽²⁾ Dato’ Syed Mohamad is no longer a Director and shareholder of ACP effective 12 January 2018 following the disposal of his entire interest of 12.86% in ACP.

His sister, Puan Sharifah Intan Binti S. M. Aidid, is a director of CD, OHB and BSH. Her shareholding in OHB is disclosed in item 4. She does not hold any other directorship in the Group.

2.2.3 TABLE C – Honda Motor Co., Ltd. and its interests

The related party, Honda Motor is interested in the transactions by virtue of its shareholdings in the companies, as follows:

Direct and indirect Shareholdings (%) as at 31 March 2018										
Interested Party	AAP	ACP	BSH	Honda (M)	BBDC	SSDC	AHM	HAP	HAM	HAA
Honda Motor	-	-	51.0	51.0	26.0	27.5	100.0	51.0	100.0	100.0

Notes:

There is no indirect shareholding held by Honda Motor except HAM and HAA. Honda Motor has representation in each of the above companies. As at 12 January 2018, Honda Motor is no longer a major shareholder, following the disposal of their entire interests in AAP and ACP. Accordingly, its representatives, Mr Akira Murayama and Mr Kazuhiko Mori resigned as Directors in AAP whilst Mr Kenta Watanabe and Mr Masami Masuyama resigned as Directors in ACP on 12 January 2018.

2.2.4 TABLE D – Karli Boenjamin and his interests

The related party, Karli Boenjamin is interested in the transactions by virtue of his shareholdings in the companies, as follows:

Direct Shareholdings (%) as at 31 March 2018						
Interested Party	PT MKCS	PT GML	PT GSBL	PT BSSP	PT GPL	CV Belly
Karli Boenjamin	-	7.5	7.5	10.0	10.0	-

2.2.4 TABLE D – Karli Boenjamin and his interests (cont'd)

Notes:

Mr Karli Boenjamin is a director of PT GML, PT GSBL, PT BSSP and PT GPL. His direct interests are disclosed as above. PT MKCS is a company equally owned by Mr Saksono Boenjamin, Mr Effendi Suryono, Mr Sjaudi Djapri and Mr Andri Boenjamin, the persons connected to Mr Karli Boenjamin whilst CV Belly is partnership equally owned by Paul Sanjaya and Effendi Suryono, the persons connected to Mr Karli Boenjamin.

2.2.5 TABLE E – Ooi Soo Pheng and his interests

The related party, Mr Ooi Soo Pheng, is interested in the transactions by virtue of his shareholdings in the companies, as follows :

Indirect Shareholdings (%) as at 31 March 2018			
Interested Party	U Pave	U Mix (Pg)	U Mix
Ooi Soo Pheng	9.0	25.0	100.0

Notes:

Mr Ooi Soo Pheng is a director of U Pave, U Mix (Pg) and U Mix respectively. The indirect shareholdings of 9.0% and 100.0% are held via U Mix (Pg) respectively and 25.0% via Unique Rhythm Sdn Bhd, companies in which he has more than 20% interests respectively.

2.2.6 TABLE F – Tan Liang Chye and his interests

The related party, Mr Tan Liang Chye is interested in the transactions by virtue of his shareholdings in the companies, as follows :

Indirect Shareholdings (%) as at 31 March 2018			
Interested Party	U Pave	U Mix (Pg)	U Mix
Tan Liang Chye	24.0	25.0	100.0

Notes:

Mr Tan Liang Chye is a director of U Pave, U Mix (Pg) and U Mix. The indirect shareholdings of 24.0% and 100.0% are held via U Mix (Pg) and Island Court Sdn Bhd and 25.0% via Unique Rhythm Sdn Bhd, companies in which he has more than 20% interests respectively.

2.2.7 TABLE G – Datuk Loh Kian Chong and his interests

The related party, Datuk Loh Kian Chong is interested in the transactions by virtue of his shareholdings in the following companies :

Indirect Shareholdings (%) as at 31 March 2018		
Interested Party	TSB	TSS
Datuk Loh Kian Chong	100.0	100.0

Notes:

Datuk Loh Kian Chong is a director of TSB and TSS. The indirect shareholdings of 100.0% is held via Penang Realty Sdn Bhd, a company which he has more than 20% interest via Loh Boon Siew Holdings Sdn Bhd.

2.2.8 TABLE H – Teck See Plastic Sdn. Bhd. and its interests

The related party, Teck See Plastic Sdn. Bhd. ("TSP") is interested in the transactions by virtue of its shareholdings in the following companies:

Direct Shareholdings (%) as at 31 March 2018							
Interested Party	KTSM	HICOM	LME	ONDE	KTSC	PT KASAI	AI
TSP	75.0	49.0	80.0	30.0	25.0	17.3	100.0

2.2.9 TABLE I – Kasai Kogyo Co., Ltd. and its interests

The related party, Kasai Kogyo is interested in the transactions by virtue of its shareholdings in the following companies:

Direct Shareholdings (%) as at 31 March 2018				
Interested Party	KTSM	LME	KTSC	PT KASAI
Kasai Kogyo	25.0	10.0	75.0	51.44

2.3 Nature of Recurrent Related Party Transactions

The recurrent Related Party Transactions which will be covered by the Proposed Mandate are the general transactions by the OHB Group relating to the provision of, or the obtaining from, the Related Parties, products and services in the normal course of the business of OHB Group.

The principal activities of OHB Group are broadly categorised under the following business sectors:-

- Sale of motor vehicles
- Plastic products and moulds
- Hotels and resorts
- Investment properties and trading of building material products
- Oil palm plantation
- Investment holdings
- Healthcare
- Others such as leasing, letting of properties, land reclamation

It is envisaged that in the normal course of the Group's businesses, transactions of a revenue or trading nature between OHB's subsidiaries and the related parties are likely to occur, and which are necessary for its day to day operations. The principal activities of the subsidiaries and the Related Parties which are involved in the Recurrent Related Party Transactions are listed in Appendix I.

The Management is of the opinion that the performance of the investment property sector should show an improvement and hence, has opted to estimate a higher value for transactions to cater for this potential growth.

The Directors are seeking approval from Stockholders for the Proposed Mandate which will allow the OHB Group, in their normal course of business, to enter into the categories of Recurrent Related Party Transactions as below with the Classes of Related Parties set out in 2.2 above provided such transactions, if any, are made at arms' length, on the OHB Group's normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority stockholders.

2.3.1 Recurrent Related Party Transactions between OHB Group and BSSB Group which involve the interests of the Related Parties as disclosed under Table A of item 2.2:

(i) Transactions with existing mandate

No.	Nature of transaction	Seller/ Provider	Buyer/ Recipient	* Estimated aggregate value after AGM 2017 to AGM 2018 (RM)	** Estimated aggregate value after AGM 2018 to AGM 2019 (RM)	Actual value + (RM)
1.^	New cars, spare parts and car services	KM	BSSB, BSCB, CD, Nuwata	2,000,000	2,700,000	213,850
2.^	Transport charges, truck rental and labour charges	BSD	OR	100,000	100,000	1,971
3.^	Quarry products and red earth	BSD	U Mix (Pg)	1,500,000	1,500,000	354,472
4.	Office rental ^(a)	BSSB	SU	60,000	80,000	40,770
5.^	Land rental ^(b)	BSD	U Pave	75,000	75,000	47,358
6.	Plant rental ^(c)	BSSB	U Mix (Pg)	45,000	50,000	26,100
7.	Office rental ^(d)	BSSB	ORPO, KM	700,000	1,150,000	272,506
8.	Office rental ^(e)	BSSB	OHB	50,000	100,000	24,251
9.	Office rental ^(f)	BSSB	NMET	50,000	50,000	16,594
10.^	Office rental ^(g)	CD	U Mix (Pg)	50,000	50,000	27,000
11.^	Provision of sales, corporate advertising and marketing of hotel	Bayview	Bayview Hotel	1,900,000	2,000,000	452,386
12.^	Management, technical and advisory services	OAM	PT GML, PT GSBL, PT BSSP, PT GSSL, PT DAPO, PT PPA, PT SSL, PT SAP	32,000,000	38,000,000	11,611,960
13.^	New cars, spare parts and car services	KBA	BSSB, BSCB	10,000	-	-

2.3.1 Recurrent Related Party Transactions between OHB Group and BSSB Group which involve the interests of the Related Parties as disclosed under Table A of item 2.2: (cont'd)

(i) Transactions with existing mandate (cont'd)

No.	Nature of transaction	Seller/ Provider	Buyer/ Recipient	* Estimated aggregate value after AGM 2017 to AGM 2018 (RM)	** Estimated aggregate value after AGM 2018 to AGM 2019 (RM)	Actual value + (RM)
14. [^]	Building materials	U Mix (Pg)	BSD	1,000,000	500,000	-
15. [^]	Mixed concrete and quarry product	U Mix (Pg)	Nuwata, CD	1,300,000	600,000	-
16. [^]	Building materials	NMET	CD, BSD	100,000	100,000	3,684
17. [^]	Building materials	SU	CD, Nuwata, BSD	1,000,000	1,000,000	2,684
18.	Office rental ^(h)	BSSB	OR	40,000	40,000	14,344
19. [^]	Finance lease	SOC	MSMC	2,200,000	3,000,000	1,503,563
20. [^]	Office rental ⁽ⁱ⁾	KM	Nuwata	360,000	600,000	160,000
21. [^]	Labour charges	Nuwata	OR	60,000	60,000	2,728
22. [^]	Truck rental	Nuwata	OR	60,000	60,000	7,980
23.	Office rental ⁽ⁱ⁾	BSSB	KCA	100,000	-	22,750
24.	Nursing course sponsorship	NILAM	MSMC	500,000	500,000	268,080
25.	Office rental ^(k)	MSMC	NILAM	390,000	390,000	270,000
26.	Office rental ^(l)	Nuwata	OR	100,000	100,000	40,000
27.	Car services	KCA	BSSB	10,000	-	-
28. [^]	Finance lease	SOC	Bagan	7,000,000	-	-

Notes:

[^] BSSB is deemed interested in the above transactions as it holds 20% and more interests in BSD(76.6%), Nuwata(100%), OAM(100%), PT GSBL(92.5%), PT GML(92.5%), Bayview Hotel(49.0%), CD(27.72%), BSCB(51%), PT BSSP(90%), PT GSSL(90%), PT DAPO(90%), PT PPA(90%), MSMC(100%) and Bagan(34.6%) (BSSB's direct and indirect interests are shown in brackets).

(a) The office is located at Level 8, Wisma Boon Siew, No.1,Jalan Penang, 10000 Penang at a monthly rental of approximately RM4,550 for SU (2,515 sq. ft.).

(b) The land is located at H. S. (D) 2633, Lot 7592, Mukim 13, Daerah Timur Laut, Pulau Pinang at a monthly rental of RM5,262 (52,616 sq. ft.).

(c) The plant is located at Lot 7595, Mukim 13, Daerah Timur Laut, Pulau Pinang at a monthly rental of RM2,900 (28,632.63 sq. ft.).

(d) The office is located at Level 8, Wisma Boon Siew, No. 1 Jalan Penang, 10000 Penang at a monthly rental of approximately RM10,000 (4,578 sq. ft.) for ORPO; The showroom/ office are located at Lebuhr Farquhar, 10200 Penang at a monthly rental of approximately RM23,077 (4,500 sq. ft.) for KM; The showroom/workshop/stockyard is located at Jalan Sungai Pinang, Penang at a monthly rental of approximately RM23,077 for KM (24,191 sq. ft.).

2.3.1 Recurrent Related Party Transactions between OHB Group and BSSB Group which involve the interests of the Related Parties as disclosed under Table A of item 2.2: (cont'd)

- (e) *The office is located at Level 16, Wisma Boon Siew, No.1, Jalan Penang, 10000 Penang at a monthly rental of approximately RM2,700 (1,459.75 sq. ft.).*
- (f) *The office is located at Level 15, Unit 15(K) Wisma Boon Siew No.1, Jalan Penang, 10000 Penang at a monthly rental of approximately RM1,836 (1,080 sq. ft.).*
- (g) *The office is located at 4047 & 4048 Jalan Permatang Pauh, Taman Bagan Lalang, 13400 Butterworth at a monthly rental of approximately RM3,000 (5,600 sq. ft. for 2 lots).*
- (h) *The office is located at 25-B Lebuhr Farquhar, 10200 Penang at a monthly rental of RM1,500 (900 sq. ft.) and Level 12-A, Unit F&G, Wisma Boon Siew, No. 1 Jalan Penang at a monthly rental of RM293 (200 sq. ft.).*
- (i) *The premises is located at Lot 1145 Jalan Sultan Ahmad Shah, Seksyen 13, Georgetown, D.T.L., Penang at a monthly rental of approximately RM46,153 (74,604 sq. ft.).*
- (j) *The premises is located at Wisma Kah Motor, 339 Jalan Tuanku Abdul Rahman, 50100 Kuala Lumpur at a monthly rental of approximately RM7,500 (4,177 sq. ft.).*
- (k) *The premises is located at Pusat Perubatan Klebang (College Building), Melaka at a monthly rental of approximately RM30,000 (35,566 sq. ft.).*
- (l) *The premises is located at Jalan Sultan Ahmad Shah, 10050 Penang at a monthly rental of approximately RM5,000 (1,500 sq. ft.).*

(ii) Transaction where new mandate is sought

No.	Nature of transaction	Seller/ Provider	Buyer/ Recipient	** Estimated aggregate value after AGM 2018 to AGM 2019 (RM)
1.	New cars and services	KM	BSD	320,000

Note:

BSSB is deemed interested in the above transactions as it holds 20% and more interests in BSD (76.6%).

2.3.2 Recurrent Related Party Transactions which involve the interests of Related Party as disclosed under Table B of item 2.2:

(i) Transaction with existing mandate

No.	Nature of transaction	Seller/ Provider	Buyer/ Recipient	* Estimated aggregate value after AGM 2017 to AGM 2018 (RM)	** Estimated aggregate value after AGM 2018 to AGM 2019 (RM)	Actual value + (RM)
1.	Motorcycle spokes, nipples, control cables and motorcycle parts	AAP	MDEN	2,000,000	2,000,000	712,520

2.3.3 Recurrent Related Party Transactions within OHB Group which involve the interests of Related Parties as disclosed under Table B and Table C of item 2.2:

(i) Transactions with existing mandate

No.	Nature of transaction	Seller/ Provider	Buyer/ Recipient	* Estimated aggregate value after AGM 2017 to AGM 2018 (RM)	** Estimated aggregate value after AGM 2018 to AGM 2019 (RM)	Actual value + (RM)
1.	Factory rental ^(a)	ACP	AAP	80,000	-	-
2.	Shock absorbers, lock, switches automotive control cables & power window regulator	AAP	Honda (M), HAP, HAM	221,000,000	275,500,000	138,814,429
3.	Motorcycle spokes, nipples, control cables, shock absorbers, raw materials and motorcycle parts	AAP	BSH	4,200,000	4,200,000	1,344,637
4.	Plastic components for motorcycles	DF	AAP	120,000	300,000	90,249
5.	Factory rental ^(b)	KM	AAP	1,300,000	1,300,000	810,000
6.	Land rental ^(c)	OHB	AAP	840,000	840,000	540,000
7.	Motorcycle components parts	AHM	AAP	1,000,000	-	-
8.	Car services	KM	AAP	10,000	100,000	-
9.	Plastic parts for motorcycles	DF	BSH	20,000,000	30,000,000	12,751,519

Notes:

- (a) The factories are located at 1028 Prai Industrial Complex, 13600 Prai (Factory 4 & 5) & 2029, Tingkat Perusahaan 1, Prai Industrial Complex, 13600 Prai (Factory 6) at a monthly rental of RM10,000 (20,885 sq. m.).
- (b) The factories are located at No. 4449, Jalan Permatang Pauh, Mak Mandin, 13400 Butterworth, Penang at a monthly rental of RM90,000 (143,337 sq. ft.).
- (c) The land is located at Lot No. 1915, 1916, 1917, 1000, 1001, 1004, 1005, 1008, and 1010, Seksyen 3, Bandar Butterworth, Daerah Seberang Perai Utara, Penang at a monthly rental of RM60,000 (431,169 sq. ft.).

2.3.4 Recurrent Related Party Transactions between OHB Group and Honda Motor Group which involve the interests of Related Party as disclosed under Table C of item 2.2:

(i) Transactions with existing mandate

No.	Nature of transaction	Seller/ Provider	Buyer/ Recipient	* Estimated aggregate value after AGM 2017 to AGM 2018 (RM)	** Estimated aggregate value after AGM 2018 to AGM 2019 (RM)	Actual value + (RM)
1.	New vehicles, spare parts and accessories for motor vehicles	Honda Motor	HM	60,000,000	60,000,000	21,828,662
2.	New cars and spare parts	Honda (M)	BSB	150,000,000	150,000,000	72,423,901
3.	New cars, parts and services	KM	BSH, BBDC, SSDC	21,000,000	21,500,000	1,000,870
4.	Spare parts and accessories for motor vehicles	AHM	HM	2,000,000	2,000,000	364,892
5.	New cars and car services	KM	HAP	500,000	500,000	8,651
6.	New cars and parts	Honda Motor, Honda (M)	KM	2,000,000,000	2,200,000,000	1,066,800,986
7.	Spare parts	AHM	KM	20,000,000	20,000,000	2,500,144
8.	Parts	Honda Motor, AHM	KPP	2,000,000	2,000,000	416,038
9.	New moulds and moulds repairs	LME	BSH	3,000,000	3,000,000	-
10.	Parts	HAA	KM	5,000,000	5,000,000	532,598

2.3.5 Recurrent Related Party Transactions which involve the interests of Related Party as disclosed under Table D of item 2.2:

(i) Transactions with existing mandate

No.	Nature of transaction	Seller/ Provider	Buyer/ Recipient	* Estimated aggregate value after AGM 2017 to AGM 2018 (RM)	** Estimated aggregate value after AGM 2018 to AGM 2019 (RM)	Actual value + (RM)
1.	Fresh fruit bunches	PT GPL	PT GML, PT GSBL	15,000,000	15,000,000	-
2.	Contractor for land clearing	PT MKCS	PT BSSP, PT GML	23,000,000	23,000,000	3,353,372
3.	Fresh fruit bunches	CV Belly	PT GML, PT GSBL	35,000,000	35,000,000	5,474,474
4.	Seedling	PT BSSP	PT GSBL	500,000	500,000	-

2.3.6 Recurrent Related Party Transactions within OHB Group which involve the interests of Related Parties as disclosed under Table E and F of item 2.2:

(i) Transactions with existing mandate

No.	Nature of transaction	Seller/ Provider	Buyer/ Recipient	* Estimated aggregate value after AGM 2017 to AGM 2018 (RM)	** Estimated aggregate value after AGM 2018 to AGM 2019 (RM)	Actual value + (RM)
1.	Mixed concrete and quarry product	U Mix (Pg)	U Pave	500,000	500,000	20,498
2.	Mixer truck hiring services, plant & truck maintenance services	U Mix (Pg)	U Mix	500,000	600,000	282,400

2.3.7 Recurrent Related Party Transactions within OHB Group which involve the interests of Related Party as disclosed under Table F of item 2.2:

(i) Transaction with existing mandate

No.	Nature of transaction	Seller/ Provider	Buyer/ Recipient	* Estimated aggregate value after AGM 2017 to AGM 2018 (RM)	** Estimated aggregate value after AGM 2018 to AGM 2019 (RM)	Actual value + (RM)
1.	Cements	SU	U Mix	20,000,000	20,000,000	4,000,393

2.3.8 Recurrent Related Party Transactions which involve the interests of Related Party as disclosed under Table G of item 2.2:

(i) Transaction with existing mandate

No.	Nature of transaction	Seller/ Provider	Buyer/ Recipient	* Estimated aggregate value after AGM 2017 to AGM 2018 (RM)	** Estimated aggregate value after AGM 2018 to AGM 2019 (RM)	Actual value + (RM)
1.	Buildings materials	SU	TSB, TSS	1,000,000	1,000,000	129,641

2.3.9 Recurrent Related Party Transactions which involve the interests of Related Party as disclosed under Table H of item 2.2:

(i) Transactions with existing mandate

No.	Nature of transaction	Seller/ Provider	Buyer/ Recipient	* Estimated aggregate value after AGM 2017 to AGM 2018 (RM)	** Estimated aggregate value after AGM 2018 to AGM 2019 (RM)	Actual value + (RM)
1.	Prototype of plastic parts, jigs	ONDE	KTSM	1,000,000	1,000,000	195,504
2.	Plastic parts	HICOM	KTSM	50,000	50,000	-
3.	Plastic parts	KTSM	HICOM	5,000,000	5,000,000	856,639
4.	Plastic parts	KTSM	ONDE	500,000	500,000	-
5.	Plastic parts	Kasai Kogyo	KTSM	20,000,000	10,000,000	1,868,044
6.	Plastic parts	KTSM	AI	8,000,000	6,500,000	-
7.	Plastic parts	AI	KTSM	8,000,000	8,000,000	292,530

2.3.10 Recurrent Related Party Transactions which involve the interests of Related Party as disclosed under Table H and I of item 2.2:

(i) Transactions with existing mandate

No.	Nature of transaction	Seller/ Provider	Buyer/ Recipient	* Estimated aggregate value after AGM 2017 to AGM 2018 (RM)	** Estimated aggregate value after AGM 2018 to AGM 2019 (RM)	Actual value + (RM)
1.	New molds, mold repairs	LME	KTSM, PT Kasai	8,000,000	8,000,000	4,612,095
2.	Plastic parts	KTSC, PT Kasai	KTSM	26,500,000	26,500,000	8,087,479

Notes:

- * The value of these transactions is from 9 June 2017 to 7 June 2018 as disclosed in the Circular to stockholders dated 28 April 2017.
- ** The value of these transactions from the date of forthcoming AGM up to date of the next AGM is based on past transactions and estimation and may be subject to changes.
- + The actual value transacted is from 9 June 2017 to 28 February 2018, the latest practicable date.

2.4

Amount Due and Owing Under Recurrent Related Party Transactions

Details of the sums due and owing by the related parties pursuant to a RRPT which exceeded the credit terms as at the financial year ended 31 December 2017:

Related parties	Provider	Recipient	Total sum due and owing pursuant to a RRPT which exceeded the credit term as at the financial year ended 31 December 2017 by:									
			X ≤ 1 year		1 year < x ≤ 3 years		3 years < x ≤ 5 years		5 years < x			
			Principal Sum (RM)	Interest (RM)	Principal Sum (RM)	Interest (RM)	Principal Sum (RM)	Interest (RM)	Principal Sum (RM)	Interest (RM)		
BSSB	KM	BSSB	2,904	-	-	-	-	-	-	-	-	
BSSB	KM	BSCB	3,534	-	-	-	-	-	-	-	-	
BSSB	KM	CD	195	-	-	-	-	-	-	-	-	
BSSB	KM	Nuwata	5,737	-	-	-	-	-	-	-	-	
BSSB	Bayview	Bayview Hotel	112,942	-	-	-	-	-	-	-	-	
BSSB	BSSB	OR	1,793	-	-	-	-	-	-	-	-	
BSSB	Nuwata	OR	5,000	-	-	-	-	-	-	-	-	
Teck See Plastic Sdn. Bhd. and Kasai Kogyo Co., Ltd.	LME	KTSM	24,380	-	-	-	-	-	-	-	-	

Notes:

- There are no late payment charges imposed on the outstanding amounts as they are trade in nature.
- The Company continuously follows up with the debtor for timely settlement of outstanding amounts.
- The Board of Directors is of the opinion that there is no recoverability issue as the debtor is a related party with a long standing relationship with OHB Group and has proven to be creditworthy with a good payment record.
- A total sum of RM132,105 has been collected as at 28 February 2018, the latest practicable date for the total sum due which exceeded the credit term less than one year as at the financial year ended 31 December 2017.

2.5 Rationale of the Proposed Mandate

The companies in the Group have in the past entered into the recurrent related party transactions disclosed in Section 2.3 above and will continue and/or are expected to enter into such transactions in the ordinary course of business for the Group's day-to-day operations. The recurrent related party transactions are likely to occur with some degree of frequency and, could arise any time as and when the circumstances so require. Some of these transactions may be time-sensitive and it may be impractical to seek stockholders' approval on a case to case basis before entering into such related party transactions.

The renewal of the Proposed Mandate on an annual basis would eliminate the need to convene separate general meetings from time to time to seek Stockholders' approval as and when potential Recurrent Related Party Transactions arise, thereby reducing substantially administrative time and expense in convening such meetings, without compromising the corporate objectives and adversely affecting the business opportunities available to OHB Group.

2.6 Benefit of the Proposed Mandate

It is in the interest of the Group to enter into the Recurrent Related Party Transactions. The close working relationship with the Related Parties ensures and will continue to ensure timely delivery and provision of services, commitment and reliability of quality services for OHB Group, to enable smooth operation of the day to day business of the Related Parties and thus will result in mutual benefits to the parties of the OHB Group.

2.7 The methods and procedures on which transactions prices will be determined and other review procedures

2.7.1 Review Methods or Procedures for Recurrent Related Party Transactions

To ensure that Recurrent Related Party Transactions are conducted at arm's length and on normal commercial terms consistent with the OHB Group's usual business practices and policies, the management will ensure that transactions with Related Parties will be entered into in the normal course of business and the terms of which shall be established on a negotiated basis consistent with commercial terms for transactions with third parties, on terms not more favourable than those generally available to the public and not to the detriment of the minority stockholders of the Company, which will take into account the pricing, level of service, quality of product, demand and supply, availability of the products or services in the market, market forces and other related factors (including preferential rates and discounts accorded for bulk purchases or otherwise in accordance with applicable industry norms). The procedures established by the Group are as follows:

- (i) An updated list of Related Parties shall be circulated to the operating divisions and subsidiaries from time to time for reference in ensuring that all transactions with such Related Party Transactions are undertaken in accordance with the policies.
- (ii) All operating divisions and subsidiaries companies shall review the existing information systems to ensure that information on Related Party Transactions are captured at source.
- (iii) Records will be maintained by each operating division and subsidiary company to record all transactions with Related Parties pursuant to the Proposed Mandate.
- (iv) The Company will compile details of all the Recurrent Related Party Transactions on a quarterly basis and benchmark against mandated thresholds.
- (v) The Company's internal audit plan shall incorporate a review of all material transactions with Related Parties to ensure that the above procedures in respect of such transactions are adhered to.
- (vi) The Board and the Audit Committee shall review the related party transaction policy to ascertain that the guidelines and procedures established to monitor Recurrent Related Parties Transactions have been complied with.

2.7.1 Review Methods or Procedures for Recurrent Related Party Transactions (cont'd)

- (vii) The Board and Audit Committee shall continue to review the procedures as and when required, with the authority to sub-delegate to individuals or committees within the Company as and when they deem appropriate. If a member of the Board or the Audit Committee has an interest in the transaction to be reviewed by the Board or Audit Committee as the case may be, he will abstain from any decision making by the Board and the Audit Committee in respect of that transaction.
- (viii) The Group shall ensure that 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 determine 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.
- (ix) In the event that quotations or comparative pricing from unrelated third party cannot be obtained for the proposed transactions, the Group will rely on their market knowledge of prevailing industry norms bearing in mind the urgency and efficiency of services to be provided or required to ensure that the Recurrent Related Party Transactions is not detrimental to the Company/Group.

2.7.2 Thresholds for Approval of Recurrent Related Party Transaction

There are no specific thresholds for the approval of Recurrent Related Party Transaction within the Group. The Recurrent Related Party Transaction will be reviewed by the Audit Committee and approved by the Board.

2.8 Validity Period of the Proposed Mandate

If approved at the forthcoming AGM, the proposed stockholders' Mandate will take effect from the passing of the Ordinary Resolution relating thereto at the AGM and will continue to be in force until:

- (i) the conclusion of the next AGM of the Company following the general meeting at which authorisation is obtained, at which time it shall lapse, unless by ordinary resolutions passed at the meeting, the authority is renewed either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM of the Company after this date is required to be held pursuant to Section 340(2) of the Companies Act 2016; or
- (iii) revoked or varied by resolutions passed by the stockholders in a general meeting;

whichever is earlier.

In view of the foregoing, the next general meeting following the AGM in which approvals for the Proposed Mandate are obtained, the Board will seek your approval for the renewal of the same at the next AGM following the forthcoming AGM, and at each subsequent AGM subject to satisfactory review by the Audit Committee of its continued application to the Recurrent Related Party Transactions.

Transactions with any Related Parties, which do not fall within the ambit of the Proposed Mandate, will be subject to other applicable provisions of the Listing Requirements, the Act and/or any applicable law.

2.9 Disclosure in Annual Report

Disclosure will be made in the Company's Annual Report which requires of a breakdown of the aggregate value of transactions conducted pursuant to the Proposed Mandate during the financial year based on the following information:

- (i) the type of recurrent related party transactions made; and
- (ii) the names of the related parties involved in each type of the recurrent related party transactions made and their relationship with the Company.

The threshold for the disclosure is where:

- the consideration, value of the assets, capital outlay or costs of the aggregated transactions is equal to or exceeds RM1 million; or
- any one of the percentage ratios of such aggregated transactions is equal to or exceeds 1%,

whichever is the higher.

2.10 Statement by Audit Committee

The Audit Committee will call for an annual review of Recurrent Related Party Transactions to ensure that such transactions are undertaken at arm's length, on normal commercial terms, on terms not more favourable to the Related Parties than those generally available to the public, are not in the Company's opinion, detrimental to the minority stockholders and are in the best interest of the OHB Group.

If during the reviews, the Audit Committee is of the view that the guidelines and procedures as stated above are not sufficient to ensure normal commercial terms and/or detrimental to the minority stockholders, the Company will revert to stockholders for a fresh mandate based on new guidelines and procedures immediately, and in any case before the next transaction is entered into.

The Audit Committee shall also during their review request for additional information on all Recurrent Related Party Transactions.

The Audit Committee is of the view that the existing review procedures for Recurrent Related Party Transactions are sufficient to ensure that such transactions will be carried out at arm's length basis and on normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public and not to the detriment of the minority stockholders.

The Company has in place adequate procedures and processes to monitor, track and identify Recurrent Related Party Transactions in a timely and orderly manner.

3. FINANCIAL EFFECTS OF THE PROPOSED MANDATE

The Proposed Mandate are not expected to have any effect on the issued share capital, earnings and net assets of the OHB Group.

4. INTERESTS OF DIRECTORS AND MAJOR STOCKHOLDER

The table below shows the equity interests held directly and indirectly in OHB by its directors and major stockholders and their persons connected as at 31 March 2018. None of the Directors and/or major stockholders of the Group and their connected persons have any interest, either direct or indirect, in the Proposed Mandate, other than as disclosed hereunder.

The following are interested directors and interested major stockholders and persons connected to the interested Directors and major stockholders of OHB Group by virtue of Section 197 of the Act, who have stockholdings in the Company as at 31 March 2018. All interested directors have and will abstain from Board's deliberations in relation to the Proposed Mandate.

All interested directors (Datuk Loh Kian Chong, Dato' Robert Wong Lum Kong, DSSA, JP, Dato' Seri Lim Su Tong, Ms Tan Kheng Hwee, Dato' Sri Datuk Wira Tan Hui Jing, Puan Sharifah Intan Binti S. M. Aidid, Mr Keiichi Yasuda and Datin Loh Ean) and major stockholder (BSSB) and persons connected with the directors and/or major stockholder will abstain from voting in respect of their direct and/or indirect stockholdings in relation to the Proposed Mandate at the AGM of OHB to be convened. An interested director and/or major stockholder must also ensure that the persons connected with him shall also abstain from voting on the resolution approving the Proposed Mandate at the forthcoming AGM.

Name	Relationship	Stockholdings held 31 March 2018			
		Direct	%	Indirect	%
Director					
Datuk Loh Kian Chong	Interested Director	500,000	0.08	^(a) 358,302,450	57.76
Dato’ Robert Wong Lum Kong, DSSA, JP	Interested Director	181,149	0.03	^(b) 161,872	0.03
Dato’ Seri Lim Su Tong	Interested Director	2,966,906	0.48	^(b) 3,742,626	0.60
Tan Kheng Hwee	Interested Director	172,032	0.03	-	-
Dato’ Sri Datuk Wira Tan Hui Jing	Interested Director	-	-	^(c) 737,000	0.12
Sharifah Intan Binti S. M. Aidid	Interested Director	18,000	0.00	-	-
Keiichi Yasuda @	Interested Director	-	-	-	-
Datin Loh Ean	Interested Director	161,872	0.03	^(b) 181,149	0.03
Major Stockholder					
Boon Siew Sdn Bhd ⁽¹⁾	Interested major stockholder	266,729,662	43.00	^(d) 78,604,757	12.67
Person(s) Connected					
Dato’ Seri Loh Cheng Yean	Mother of Tan Kheng Hwee	486,755	0.08	^(b) 457,724	0.07
Dato’ Syed Mohamad Bin Syed Murtaza	Brother of Puan Sharifah Intan Binti S. M. Aidid	32,194	0.01	-	-
Dato’ Dr Tan Chong Siang	Father of Dato’ Sri Datuk Wira Tan Hui Jing, Tan Hui Ming and Dr Tan Hui Ling	38,307	0.01	-	-
Tan Hui Ming	Brother of Dato’ Sri Datuk Wira Tan Hui Jing and Dr Tan Hui Ling	-	-	^(c) 737,000	0.12

4. INTERESTS OF DIRECTORS AND MAJOR STOCKHOLDER (cont'd)

Name	Relationship	Stockholdings held 31 March 2018			
		Direct	%	Indirect	%
Person(s) Connected (cont'd)					
Dr Tan Hui Ling	Sister of Dato' Sri Datuk Wira Tan Hui Jing and Tan Hui Ming	-	-	-	-
Dato' Lim Kean Seng	Child of Dato' Seri Lim Su Tong	857,683	0.14	^(e) 2,884,943	0.47
Lim Ee Ling	Child of Dato' Seri Lim Su Tong	-	-	^(f) 2,884,943	0.47
Lim Ee Hean	Child of Dato' Seri Lim Su Tong	-	-	^(f) 2,884,943	0.47
Tan Ju Nguan	Brother of Tan Kheng Hwee	130,560	0.02	-	-
Tan Kheng Ju	Sister of Tan Kheng Hwee	86,016	0.01	-	-
Tan Sri Dato' Loh Boon Siew (deceased)	Father of Dato' Seri Loh Cheng Yearn	37,161	0.01	-	-
Tan Puay Huat (deceased)	Spouse of Dato' Seri Loh Cheng Yearn	69,116	0.01	-	-
Shirley Kathreyn Yap	Sister in law of Dato' Seri Loh Cheng Yearn	187,652	0.03	-	-
Penang Yellow Bus Company Berhad ⁽²⁾	Person connected	32,848,477	5.30	-	-
Bayview Hotel Sdn Bhd ⁽²⁾	Person connected	21,848,407	3.52	-	-
Boontong Estates Sdn Bhd ⁽²⁾	Person connected	11,432,966	1.84	-	-
Boon Siew Development Sdn Bhd ⁽²⁾	Person connected	3,474,907	0.56	-	-
Southern Perak Plantations Sdn. Bhd. ⁽²⁾	Person connected	9,000,000	1.45	-	-
Loh Boon Siew Holdings Sdn Bhd ⁽³⁾	Person connected	7,568,031	1.22	-	-
Loh Kar Bee Holdings Sdn Bhd ⁽⁴⁾	Person connected	5,200,000	0.84	-	-
Loh Kah Kheng Holdings Sdn Bhd ⁽⁴⁾	Person connected	252,681	0.04	-	-
Tong Yen Sdn Bhd ⁽⁵⁾	Person connected	1,708,278	0.28	-	-
Loh Phoy Yen Holdings Sdn Bhd ⁽⁵⁾	Person connected	976,665	0.16	-	-
Loh Gim Ean Holdings Sdn Bhd ⁽⁶⁾	Person connected	737,000	0.12	-	-
Global Investment Limited ⁽⁷⁾	Person connected	200,000	0.03	-	-

4. INTERESTS OF DIRECTORS AND MAJOR STOCKHOLDER (cont'd)

Notes:

- (1) *Boon Siew Sdn Bhd, a major stockholder of OHB by virtue of the management control exercised collectively by Datuk Loh Kian Chong, Dato' Robert Wong Lum Kong, DSSA, JP, Dato' Seri Lim Su Tong, Dato' Sri Datuk Wira Tan Hui Jing and Ms Tan Kheng Hwee is deemed person connected to these directors.*
- (2) *Persons connected to BSSB of which BSSB holds more than 20% interests in Penang Yellow Bus Company Berhad (45.2%), Bayview Hotel Sdn Bhd (49.0%), Boon Siew Development Sdn Bhd (76.6%) and Boontong Estate Sdn Bhd (85.3%) and Southern Perak Plantations Sdn Bhd (95.0%). (BSSB's direct and indirect interests are shown in bracket).*
- (3) *Loh Boon Siew Holdings Sdn Bhd, a company owned by family members.*
- (4) *Loh Kar Bee Holdings Sdn Bhd and Loh Kah Kheng Holdings Sdn Bhd are companies owned by the family members of the brothers of Dato' Seri Loh Cheng Yean and Datin Loh Ean.*
- (5) *Tong Yen Sdn Bhd and Loh Phoy Yen Holdings Sdn Bhd, are companies owned by the family members of Dato' Seri Lim Su Tong.*
- (6) *Loh Gim Ean Holdings Sdn Bhd, a company owned by family members of Dato' Sri Datuk Wira Tan Hui Jing.*
- (7) *Global Investment Limited, a company which Datuk Loh Kian Chong and Dato' Lim Kean Seng hold more than 20% interests.*
- (a) *Deemed interested via BSSB (38.0%), Penang Yellow Bus Company Berhad (45.2%), Bayview Hotel Sdn Bhd (65.3%), Loh Boon Siew Holdings Sdn Bhd (18.9%), Loh Kar Bee Holdings Sdn Bhd (61%), Boon Siew Development Sdn Bhd (83.6%), Boontong Estates Sdn Bhd (92.6%), Southern Perak Plantations Sdn Bhd (95.0%) and Global Investment Limited (79.1%). (Datuk Loh Kian Chong's direct and indirect interests are shown in brackets).*
- (b) *Dato' Seri Loh's deemed interest via spouse (69,116), daughters (258,048) and son (130,560).
Dato' Robert Wong's deemed interest via spouse (161,872)
Dato' Seri Lim's deemed interest via son (Direct – 857,683 & indirect – 2,884,943)
Datin Loh Ean's deemed interest via spouse (181,149)*
- (c) *Deemed interested via Loh Gim Ean Holdings Sdn Bhd (21.8%).*
- (d) *Deemed interested via Penang Yellow Bus Company Berhad, Bayview Hotel Sdn Bhd, Boon Siew Development Sdn Bhd, Southern Perak Plantations Sdn Bhd and Boontong Estates Sdn Bhd by virtue of BSSB holding more than 20% interests in Penang Yellow Bus Company Berhad (45.2%), Bayview Hotel Sdn Bhd (49.0%), Boon Siew Development Sdn Bhd (76.6%), Southern Perak Plantations Sdn Bhd (48.25%) and Boontong Estate Sdn Bhd (85.3%). (BSSB's direct and indirect interests are shown in brackets).*
- (e) *Deemed interested via Tong Yen Sdn Bhd, Loh Phoy Yen Holdings Sdn Bhd and Global Investment Limited in which he has 47.9%, 50.0% and 79.1% interest respectively.*
- (f) *Deemed interested via Tong Yen Sdn Bhd, Loh Phoy Yen Holdings Sdn Bhd and Global Investment Limited in which she has 19.7%, 25.0% and 79.1% interest respectively.*
- @ *He is representative of Honda Motor Co., Ltd. and joined the Board of OHB on 9 April 2018.*

5. CONDITION OF THE PROPOSED MANDATE

The Proposed Mandate is conditional upon the approval of the stockholders of OHB being obtained at the forthcoming Annual General Meeting.

6. DIRECTORS' RECOMMENDATION

Having considered all aspects of the Proposed Mandate, the Directors except Datuk Loh Kian Chong, Dato' Robert Wong Lum Kong, DSSA, JP, Dato' Seri Lim Su Tong @ Lim Chee Tong, Ms Tan Kheng Hwee, Dato' Sri Datuk Wira Tan Hui Jing, Puan Sharifah Intan Binti S. M. Aidid, Mr Keiichi Yasuda and Datin Loh Ean are of the opinion that the Proposed Mandate is in the best interest of the Group.

With the exception of the abovementioned interested Directors who are interested in the Proposed Mandate and have therefore abstained from making any recommendation in respect of the Recurrent Related Party Transactions in which they are involved, the directors recommend that you vote in favour of the resolutions pertaining to the Proposed Mandate contained herein to be tabled at the forthcoming AGM.

7. ANNUAL GENERAL MEETING

The AGM, the notice of which is set out in the Annual Report of the Company dispatched together with this Circular, will be held at 2:30 p.m. on 7 June 2018 at Sri Mas Ballroom, Level 4, Bayview Hotel Georgetown Penang, 25A Farquhar Street, 10200 Penang, for the purpose of considering and, if thought fit, passing with or without any modifications to the Ordinary Resolution so as to give effect to the Proposal under the special business in the AGM.

If you are unable to attend and vote in person at the AGM, you are requested to complete and return the Form of Proxy in accordance with the instructions therein as soon as possible so as to arrive at the Registered Office of the Company not less than forty-eight (48) hours before the time set for the AGM. 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.

8. FURTHER INFORMATION

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

Yours faithfully
For and behalf of the Board of
Oriental Holdings Berhad

Mary Geraldine Phipps
Independent Non-Executive Director

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ACTIVITIES OF OHB GROUP, ASSOCIATED COMPANIES & RELATED PARTIES

(I) OHB GROUP

No.	Company	Group Interest %	Principal Activities
AUTOMOTIVE DIVISION			
1.	Armstrong Auto Parts Sdn. Berhad	83.9	<i>Investment holding company and a manufacturer for motor cycles and motor vehicles</i>
2.	Boon Siew (Borneo) Sendirian Berhad	99.0	<i>Distribution of Honda motor cars and the related spare parts</i>
3.	Happy Motoring Co. Sdn. Bhd.	51.0	<i>Motor car dealer and the general repair and servicing of motor cars</i>
4.	Kah Motor Company Sdn. Berhad	100.0	<i>Distribution and retailing of motor vehicles and spare parts, servicing, rental and leasing of motor vehicles, investment holding as well as hotelier</i>
5.	Kah Bintang Auto Sdn. Bhd.	100.0	<i>Investment holding company and retailer of motor vehicles and trader of spare parts, accessories and related component parts and provision of after sales service</i>
6.	Kah Classic Auto Sdn. Bhd.	100.0	<i>Retailer of motor vehicles and trader of spare parts, accessories and related component parts and provision of after sales service</i>
7.	Kah Power Products Pte. Ltd.	100.0	<i>Distribution of motor power products</i>
PLASTIC DIVISION			
8.	Dragon Frontier Sdn. Bhd.	100.0	<i>Manufacture of plastic moulded parts for electrical, electronics and automotive industries</i>
9.	Kasai Teck See (Malaysia) Sdn. Bhd.	45.0	<i>Designing, research and development manufacturing and sale of plastic and automotive interior parts</i>
10.	Lipro Mold Engineering Sdn. Bhd.	48.0	<i>Manufacture and repair of moulds, jigs and fixtures</i>
11.	Oriental Nichinan Design Engineering Sdn. Bhd.	88.0	<i>Design, manufacture and sale of prototype models</i>
PLANTATION DIVISION			
12.	Oriental Rubber & Palm Oil Sdn. Berhad	100.0	<i>Cultivation of oil palm, investment holding and letting of parking lots</i>
13.	PT Bumi Sawit Sukses Pratama	45.5	<i>Oil palm plantation</i>
14.	PT Dapo Agro Makmur	45.5	<i>Oil palm plantation</i>
15.	PT Pratama Palm Abadi	45.5	<i>Oil palm plantation</i>
16.	PT Gunung Sawit Selatan Lestari	45.5	<i>Oil palm plantation</i>
17.	PT Gunung Maras Lestari	46.7	<i>Oil palm plantation</i>

ACTIVITIES OF OHB GROUP, ASSOCIATED COMPANIES & RELATED PARTIES (Cont'd)
(I) OHB GROUP (cont'd)

No.	Company	Group Interest %	Principal Activities
18.	PT Gunungsawit Binalestari	46.7	<i>Oil palm plantation</i>
19.	PT Sumatera Sawit Lestari	45.5	<i>Oil palm plantation</i>
20.	PT Surya Agro Persada	45.5	<i>Oil palm plantation</i>
OTHERS			
21.	Armstrong Cycle Parts (Sdn.) Berhad	95.0	<i>Property investment holding company</i>
22.	Armstrong Industries Sdn. Bhd.	60.0	<i>Investment holding</i>
23.	Bayview International Sdn. Bhd.	100.0	<i>Provision of advertising, marketing and central reservation services</i>
24.	Melaka Straits Medical Centre Sdn. Bhd.	51.0	<i>Operate a medical centre and provision of related healthcare services</i>
25.	Nilam Healthcare Education Centre Sdn. Bhd.	70.0	<i>Institution in providing nursing program</i>
26.	North Malaya Engineers Trading Company Sdn. Berhad	100.0	<i>Manufacture of steel wire, garvanised wire, wire mesh, barbed wire, weld mesh, nails and building materials</i>
27.	Simen Utara Sdn. Bhd.	91.0	<i>Distributor of cement, concrete products and building materials</i>
28.	Syarikat Oriental Credit Berhad	100.0	<i>Money lending and leasing</i>
29.	Unique Pave Sdn. Bhd.	74.9	<i>Manufacturer and dealer of concrete products</i>
30.	Unique Mix (Penang) Sdn. Bhd.	63.7	<i>Manufacturer and dealer of concrete products</i>
31.	Unique Mix Sdn. Bhd.	63.7	<i>Sale and distribution of ready-mixed concrete</i>
32.	Oriental Asia (Mauritius) Pte. Ltd.	50.5	<i>Investment holding, provision of consultancy and employment services and granting of loans</i>
33.	Oriental Realty Sdn. Bhd.	100.0	<i>Property development and investment holding</i>

(II) ASSOCIATED COMPANIES OF OHB

No.	Company	Group Interest %	Principal Activities
1.	Boon Siew Honda Sdn. Bhd.	49.0	Manufacture, assembly and sale of motorcycles
2.	Bukit Batok Driving Centre Ltd.	21.9	Operation of a driving school
3.	Chainferry Development Sdn. Berhad	33.4	Property development
4.	Honda Autoparts Manufacturing (M) Sdn. Bhd.	49.0	Manufacture and sale of motor vehicles parts
5.	Hicom-Teck See Manufacturing Malaysia Sdn. Bhd.	29.4	Manufacture of thermo plastic and thermo setting products

ACTIVITIES OF OHB GROUP, ASSOCIATED COMPANIES & RELATED PARTIES (Cont'd)**(II) ASSOCIATED COMPANIES OF OHB (cont'd)**

No.	Company	Group Interest %	Principal Activities
6.	Kasai Teck See Co., Ltd.	15.0	Manufacture and sale of parts, mould and automotive equipment including automotive interior parts
7.	PT Kasai Teck See Indonesia	38.9	Manufacture and distribution of plastic articles and products in automotive and electrical sectors
8.	Singapore Safety Driving Centre Ltd.	27.5	Operation of a driving school

(III) RELATED PARTIES

No.	Company	Principal Activities
1.	Asian Honda Motor Co. Ltd., Thailand	Regional headquarters in South East Asia for distribution of motor vehicles
2.	Boon Siew Sdn. Bhd.	Cultivation of rubber, investment holding, insurance agent and rental of premises
3.	Bagan Specialist Centre Sdn. Bhd.	Operates a hospital and an investment holding company
4.	Bayview Hotel Sdn. Bhd.	Hotelier and investment holding
5.	Boon Siew Development Sdn. Bhd.	Extraction and sale of red earth, sand and granite, cultivation and sale of oil palm produce, property development and investment holdings
6.	Boon Siew Credit Berhad	Financing of housing and other loans, hire purchase and investment holding
7.	CV Belly Brothers Corporation	Trading of oil palm products
8.	Honda Malaysia Sdn. Bhd.	Manufacture, assemble and distribute Honda vehicles, spare parts, components and accessories
9.	Honda Assembly (M) Sdn. Bhd.	Assembly of Automotive components
10.	Honda Access Asia & Oceania Co. Ltd	Motor vehicles and motor vehicle parts and supplies merchant wholesalers
11.	Honda Motor Co., Ltd.	Automobile, manufacturing and sale of motor vehicles, power products and other related business
12.	Kasai Kogyo Co., Ltd.	Manufacture and sale of automotive interior products
13.	Motosikal Dan Enjin Nasional Sdn. Bhd.	Manufacture, assemble and distribute motorcycles, related spare parts and accessories
14.	Nuwata Sdn. Bhd.	Property developer
15.	PT Gunung Pelawan Lestari	Oil palm plantation
16.	PT Multi Karya Cipta Selaras	Contractor of land clearing
17.	Taman Sri Bunga Sdn. Bhd.	Property development, contractor and acting as trading agents
18.	Taman Sri Setia Sdn. Bhd.	Property development

FURTHER INFORMATION**1. DIRECTORS' RESPONSIBILITY**

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

2. MATERIAL CONTRACTS

Neither the Company nor any of its subsidiary companies has entered into any contracts which are or may be material during the two (2) years preceding the date of this Circular other than contracts entered into in the ordinary course of business.

3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

Neither the Company nor any of its subsidiary companies is engaged in any material litigation, claims or arbitration either as plaintiff or defendant, and the Directors have no knowledge of any proceedings, pending or threatened, against the Company or its subsidiary companies which might materially affect the financial position or business of the Company and/or its subsidiary companies.

4. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection during normal office hours (except public holidays) at the Registered Office of OHB at Suite 16-1 (Penthouse Upper), Menara Penang Garden, 42A Jalan Sultan Ahmad Shah, 10050 Penang from the date of this Circular up to the date of AGM :

- (a) the Memorandum and Articles of Association (Constitution) of OHB;
- (b) the audited financial statements of OHB for the past two (2) financial years ended 31 December 2016 and 31 December 2017.

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PART B PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY

THE COMPANIES ACT 2016

PUBLIC COMPANY LIMITED BY SHARES

MALAYSIA

CONSTITUTION

of

ORIENTAL HOLDINGS BERHAD

(Company No. 5286-U)

Incorporated on 24 December 1963

THE COMPANIES ACT 2016

MALAYSIA

A PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

ORIENTAL HOLDINGS BERHAD

1. The name of the Company is "**ORIENTAL HOLDINGS BERHAD**".
2. The registered office of the Company will be situated in Malaysia.
3. The objects for which the Company is established are all or any of the following, it being intended that all or any of the objects specified in each paragraph of this clause, shall, except and unless, where otherwise expressed in such paragraph, be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or group of paragraphs or the name of the Company, and each of the objects shall be capable of being pursued as an independent object and either alone or in conjunction with any one or more of the other objects specified in any part of this clause, and the discontinuance or abandonment of all or any of the objects, whether specified in the first sub-clause of this clause or not, shall not prevent the Company from carrying on any other business or thing which the Company is authorised to carry on or which is conducive or incidental to the attainment of the objects specified herein or any of them, and it is hereby expressly declared that in the interpretation of this clause the meaning of any word or object shall not be restricted by reference to any other word or object or by the juxtaposition of two or more of them, and that in case of doubt this clause shall be construed in such a way as not to restrict but to widen the powers of the Company:-
 - 3.1 To carry on the business of an investment company, and to invest the moneys of the Company in or otherwise to acquire shares, stocks, debenture stocks, loan, bonds, obligations, notes, securities and investments issued or guaranteed by any company, corporation, association, body or trust constituted or carrying on business in any part of the world, and in the funds or loans or other securities.
 - 3.2 To act as nominees, trustees, managers, receivers, stewards, or agents in any capacity, and undertake or direct the management of property, lands, and estates of any tenure or kind of any persons whether members of the Company or not in the capacity of stewards or receivers or otherwise, and to undertake and execute any trusts the undertaking whereof may seem desirable and either gratuitously or otherwise, and for any person, firm, company, or authority whatsoever.

- 3.3 To carry on the business of tourism in all its branches and as tourist agents, insurance agents, bankers and contractors, and to facilitate travelling, and to provide for tourists and travellers, or promote the provision of conveniences of all kinds in the way of through tickets, circular tickets, sleeping cars or berths, reserved places, hotel and lodging accommodation, guides, safe deposits, inquiry bureaus, libraries, lavatories, reading rooms, baggage transport and otherwise.
- 3.4 To cultivate rubber, pineapple, tea, coffee, sugar, gambier, pepper, coconut palms, oil palms, cotton, cinnamon, bananas, mangosteens, rambutans, papayas, durians, paddy, rice, tobacco, and all other fruits, cereals, spices and produce and to carry on the business of planting in all its branches to carry on and work the business of cultivators, winners and buyers of every kind of vegetable, mineral, or other produce of the soil, to prepare, manufacture, can and render marketable any such produce, and to sell, dispose of and deal in any such produce, either in its prepared, manufactured or raw state, and either by wholesale or retail.
- 3.5 To accumulate capital or funds by any means whatsoever and to seek for and secure openings for the employment of capital in Malaysia and elsewhere, and to carry on business as bankers, capitalists, financiers, concessionaries, manufacturers, and merchants, and to undertake, and to carry on, and execute all kinds of financial, commercial trading, manufacturing, industrial, and other operations.
- 3.6 To carry on all kinds of promotion business, and in particular to form constitute, establish, float, lend money to, assist, subsidise, superintend, acquire, take over, and control any firms, companies, associations, bodies corporate and unincorporated, or undertakings whatsoever.
- 3.7 To lend money, either with or without security, and generally to such persons and upon such terms, and conditions as the Company may think fit, and in particular to persons undertaking to build on or improve any property in which the Company is interested, and to tenants, builders and contractors.
- 3.8 To receive money on deposit or loan upon such terms as the Company may approve.
- 3.9 To lend money to any person, firm, corporation or company, and on such terms and on such security as may seem expedient or without any security and in particular to members or customers and others having or likely to have dealings with the Company, and to guarantee the due performance of contracts, duties, responsibilities, obligations of any such or any other persons whatsoever, and generally to carry on all kinds of insurance, indemnity, and guarantee business.
- 3.10 To carry on the business as rubber estate owners, rubber dealers, rubber growers, rubber millers, rubber factory proprietors, rubber packers and to buy, sell, grow, prepare for market, manipulate, import, export, and deal in rubber of all kinds and to manufacture and deal in articles of all kinds in the manufacture of which rubber is used and to buy, clear, plant, work and sell rubber estates.

- 3.11 To carry on the business of hotel, restaurant, cafe, tavern, beer-house, refreshment room, and lodging-house keepers, licensed victuallers, wine, beer, and spirit merchants, brewers, maltsters, distillers, importers and manufacturers of aerated, mineral, and artificial waters and other drinks, purveyors, caterers for public amusements generally, proprietors of motor and other vehicles, garage proprietors, livery-stable keepers, job masters, farmers, dairymen, ice merchants, importers and brokers of food, live and dead stock, and local and foreign produce of all descriptions, hairdressers, perfumers, chemists, proprietors of clubs, baths, dressing rooms, laundries, reading, writing and newspaper rooms, libraries, grounds and places of amusement, recreation, sport, entertainment, and instruction of all kinds, tobacco and cigar merchants, agent for railway, shipping and airplane companies and carriers, theatrical and opera box office proprietors, entrepreneurs and general agents, and any other business which can be conveniently carried on in connection therewith.
- 3.12 To construct, maintain, develop, work, manage and control hotels, clubs, restaurants, baths, boarding houses, theatres, concert rooms and other places of amusement, pleasure grounds, parks, gardens, reading rooms, and other places of entertainment and to contribute or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof.
- 3.13 To carry on the business of general merchants, general manufacturers, general and forwarding agents, brokers, planters, cultivators, ship-owners, carriers, hauliers, miners, prospectors, warehousemen, quarry owners, landed proprietors, live-stock dealers, investors in stocks and shares, stevedores, ship chandlers, purveyors, druggists, printers, stationers, theatre owners, hirers, trustees, charterers, storekeepers, pawnbrokers, auctioneers, contractors, builders, jewellers, moneylenders, financiers, bankers, importers, exporters, wholesalers and retailers of commodities of all kinds and descriptions, and any other business not specified herein, which a person may legally undertake.
- 3.14 To carry on the business of rice, oil and saw millers and manufacturers of articles of all descriptions.
- 3.15 Generally to apply for, purchase or otherwise acquire (whether subject to any encumbrance or existing or contingent liability or not), sell, improve, lease, exchange, part with, transfer, deliver, charge, mortgage, turn to account or otherwise howsoever dispose of or deal with any lands, buildings, estates, mines, plantations, forest timber and trading rights, securities, manufactories, mills, works, stock, tools, goods, engine, plant and machinery, merchandise and movable or immovable property of any kind and whosoever situate including concessions, easements or rights of any kind, leases, claims, licenses, options or authorities, of and over mines, lands, building, mineral properties, mining, forest, water and other rights and metalliferous land in any part of the world and either solely or jointly.
- 3.16 To carry on the business of manufacturers of, dealers in, hirers, repairers, cleaners, storers and warehousemen of automobiles, motor cars, lorries, motorcycles, aeroplanes, bicycles, velocipedes and carriages, amphibious vehicles and vehicles suitable for propulsion on land, sea or in the air or in any combination thereof, and vehicles of all kinds, whether moved by mechanical power or not, and all machinery, implements, utensils, appliances, apparatus, lubricants, cements, solutions, enamels, and all things capable of being used therewith or in the manufacture, maintenance, and working thereof respectively, or in the construction of any track or surface adapted for the use thereof.

- 3.17 To carry on the business of India rubber manufacturers and makers of and dealers in articles of any description made or prepared with India rubber.
- 3.18 To establish depots and agencies in different parts of Malaysia, and to promote race meetings and speed and trial tests for aviators, motorists and cyclists, and to offer for competition and distribute prizes in connection therewith, or for any other purposes, and to give instruction in the art of driving and cycling.
- 3.19 To act as agents for and introduce business to fire, accident, indemnity and general insurance offices, and especially in relation to motor vehicles and motorists.
- 3.20 To carry on the business of garage proprietors and of a service station for motor vehicles of all kinds.
- 3.21 To carry on the safe keeping, cleaning, repairing, refuelling, and the general care of motor vehicles of all kinds whatsoever form of propulsion may be used.
- 3.22 To buy and sell petrol oil and petroleum products, new and used motor vehicles, parts of such vehicles, accessories, supplies, radios, motorcycles, motor boats, and all kinds of machinery, rubber goods, electrical goods.
- 3.23 To operate motor transport of all kinds, including the leasing or hiring for any period or number of journeys of cars, lorries, trucks, tractors, and vehicles used in the repair of such vehicles.
- 3.24 To finance the purchase, hire-purchase or sale of any such vehicles or their accessories.
- 3.25 To acquire by purchase, lease, exchange, hire or otherwise by way of investment or with a view to resale or otherwise any lands and hereditaments of any tenure or any other form of real or personal property, rights or privileges or any interest in the same or in any mortgages, shares and securities; to sell, lease, let, mortgage or otherwise dispose of the lands, houses, buildings hereditaments and other property of the company; to develop and turn to account any land acquired by the company or in which the company is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- 3.26 To construct, maintain, improve, develop, work, control, and manage any waterworks, gasworks, reservoirs, roads, goods or passenger carrying service, electric power, heat and light supply works, telephone works, hotels, clubs, restaurants, baths, reading rooms, stores, shops, places of amusement, diaries, pleasure grounds and other works and conveniences which the company may think directly or indirectly conducive to these objects and to contribute or otherwise assist or take part in the construction, maintenance, development, control and management thereof.
- 3.27 To undertake or direct the management of property, lands, and estates of any tenure or kind of any persons whether members of the company or not in the capacity of stewards or receivers or otherwise.

- 3.28 To purchase and sell or otherwise deal in on behalf of any persons freehold or other house property, buildings, or lands or any share or shares, interest or interests therein and to transact on commission or otherwise the general business of land, house and real estate agents.
- 3.29 To purchase or otherwise acquire for investment or resale, and to traffic in lands, houses, buildings, plantations and immovable property of any description or any interest therein, and to create, sell and deal in freehold and leasehold ground rents, and generally to acquire, deal in, traffic by way of sale, lease, exchange or otherwise, with property of every description whether immovable, real or personal and whether for valuable consideration or not with others and as regards lands, to develop the resources thereof by clearing, draining, road-making, farming, grazing, planting, building or improving, selling and constructing public works and conveniences.
- 3.30 To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the company any property belonging to the company, or in which it is interested and for any other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trust, and to provide for the remuneration of such trustee or trustees.
- 3.31 To carry on all kinds of exploration business, and in particular to search for, prospect, examine and explore mines and ground supposed to contain minerals, oils or precious stones, to search for and obtain information in regard to mines, mining claims, mining districts and localities and to dispatch and employ expeditions experts and other agents.
- 3.32 To crush, win, get, quarry, smelt, calcine, refine, dress, amalgamate, manipulate, and prepare for market, ore, metal and mineral substances of all kinds, and to carry on any other metallurgical operations which may seem conducive to any of the company's objects.
- 3.33 To deal in currency exchange and the transmission of remittances of moneys to all parts of the world.
- 3.34 To carry on the business of running lorries and omnibuses of all kinds and all or any other public or private conveyances and on such lines and routes as the company may think fit and to transport passengers and goods and generally to carry on the business of common carriers.
- 3.35 (a) To receive on deposit title deeds and other securities.
- (b) To negotiate loans of every description and to lend money and acquire securities and other property.
- (c) To invest on the security of and make advances on all descriptions of freehold, leasehold or other properties, and all descriptions of produce or merchandise, and stock, shares, bonds, mortgages, debentures or obligations and generally to lend and advance money to such persons and upon such terms and subject to such conditions as may seem expedient.
- (d) To purchase or otherwise acquire, issue, re-issue, sell, place and deal in shares, stocks, bonds, debentures and securities of all kinds, and to give any guarantee or security for the payment of dividends or interest thereon or otherwise in relation thereof.

- (e) To procure the capital for any company in any country formed for the purpose of carrying into effect and having objects connected with land, such as companies formed for the purposes of agriculture, land credit, and other interests in real estate and to procure the issue of the capital of such companies, and to guarantee issue thereof and to subscribe for, purchase, dispose of and otherwise deal in the shares, bonds, and securities of such companies or any other securities on real estate.
- 3.36 To guarantee or become liable for the payment of money or for the performance of any obligations, and generally to transact all kinds of guarantee business; also to transact all kinds of trust and agency business.
- 3.37 To purchase or otherwise acquire, and to sell, exchange, surrender, lease, mortgage, charge, convert, turn to account, dispose of, and deal with property and rights of all kinds, and in particular, mortgages, debentures, produce, concessions, options, contracts, patents, annuities, licenses, stocks, shares, bonds, policies, book debts, business concerns, and undertakings and claims, privileges, and choses in action of all kinds.
- 3.38 To purchase or otherwise acquire and take over, wholly or any part for cash, shares, stock, debentures, debenture stock or other securities or otherwise howsoever all or any part of the business, goodwill, property and other assets and to assume or undertake the whole or any part of the liabilities and obligations of any persons, firm or company carrying on any business which this company is or may become authorised to carry on or possess all property suitable for the purposes of this company, and to hold, manage, operate, conduct and dispose of in any manner the whole or any part of any such acquisitions and to exercise all the powers necessary or convenient in and about the conduct and management thereof.
- 3.39 To enter into working arrangements of all kinds with other companies, corporations, firms or persons, and also to make and carry into effect arrangements with respect to sharing of profits, union of interests, amalgamations, or otherwise either in whole or in part, or any other arrangements with any other companies, corporations, firms, or persons.
- 3.40 To carry on and transact any other business and operations, manufacturing, trading, mercantile, commercial or otherwise, which the Company may think directly or indirectly conducive to any of its objects or capable of being conveniently carried on in connection therewith.
- 3.41 To apply for, purchase, or otherwise acquire, any patents, brevets d'invention, licenses, concessions, and the like conferring any exclusive or non-exclusive or limited rights to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company, or the acquisition of which may seem calculated directly or indirectly to benefit the company, and to use, exercise, develop, or grant licenses in respect of, or otherwise turn to account the property, rights or information so required.

- 3.42 To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this company. And to take or otherwise acquire shares and securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise acquire shares and securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
- 3.43 To appoint from time to time either with full or restricted powers of sub delegation and either with or without remuneration agents, attorneys, local or managing directors or other persons or corporations under power of attorney or otherwise within or outside Malaysia for the purpose of carrying out and completing all or any of the objects of the company as mentioned in this Constitution and of arranging, conducting or managing the business or businesses of the company or any matter or concern whatsoever in which the company is now or may from time to time be or become or be about to become interested or concerned with the same or more limited powers than the Directors of the Company have, and to delegate such powers of appointment to any person, company or corporation, and from time to time revoke and cancel all or any appointments or delegations and to remove any person or corporation appointed thereunder.
- 3.44 To do all or any of the matters herein authorised in any part of the world and as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents, or otherwise, and either alone or in conjunction with others.
- 3.45 To accept stock or shares in, or the debentures, mortgage debentures or other securities of any other Company in payment for any services rendered or for any sale made to or debts owing from any such Company and to pay for any property acquired by the Company in shares of the Company.
- 3.46 Upon any issue of shares, debentures of other securities of the Company to employ brokers, commission agents and underwriters, and to provide for the remuneration of such persons for their services by payment in cash or by the issue of shares, debentures or other securities of the Company or by the granting of options to take the same or in any other manner allowed by law.
- 3.47 To let on lease or on hire the whole or any part of the immovable or movable property of the Company on such terms as the Company shall determine.
- 3.48 To sell, dispose of or transfer the business, property and undertaking of the Company or any part thereof for any consideration which the Company may see fit to accept and in particular for shares, debentures or securities of any other Company having objects altogether or in part similar to those of this Company.

- 3.49 To support and subscribe to any charitable or public objects, and any institution, society, or club which may be for the benefit of the company or its employees, or may be connected with any town or place where the company carries on business; to give or award pensions, annuities gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of or who are or have been employed by or who are serving or have served the company, and to the wives, widows, children, and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit or any of such persons, and of their wives, widows, children, and other relatives and dependents.
- 3.50 To procure the company to be registered, incorporated or otherwise duly constituted elsewhere in any part of the world, and to obtain any provisional order or ordinance for enabling the company to carry any of its objects into effect or for effecting any modification of the company's constitution or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the company's interest.
- 3.51 To enter into any arrangements with any governments or authorities, supreme, municipal, local, or otherwise that may seem conducive to the Company's objects, or any of them, and to obtain from any such government or authority, any rights, privileges, and concessions which the company may think it desirable to obtain, and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions.
- 3.52 To establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit employees or ex-employees of the company or its predecessors in business or dependents or connections of such persons, and to grant pensions bonuses and allowances, and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful object.
- 3.53 To promote any company or companies for the purpose of acquiring all or any of the property rights, and liabilities of this company, or for any other purposes which may seem directly or indirectly calculated to benefit this company.
- 3.54 To invest and deal with the moneys of the company not immediately required in such manner as may from time to time be determined.
- 3.55 To borrow or raise or secure the payment of money in such manner as the company shall think fit, and in particular by the issue of debentures, or debenture stock, perpetual or otherwise, charged upon all or any of the company's property (both present and future) including its uncalled capital, and to purchase, redeem, or pay off any such securities.
- 3.56 To remunerate any person, or company for services rendered, in placing or assisting to place or guaranteeing the placing of any of the shares in the company's capital, or any debentures, or debenture stock or other securities of the company, or in or about the formation or promotion of the company or the conduct of its business.

- 3.57 To pay the cost, charges and expenses, preliminary and incidental to the formation, establishment and registration of the Company and to remunerate by commission, brokerage, granting of options for taking up shares of the Company or otherwise any person or Company for services rendered or to be rendered in relation to the formation and establishment of the Company or the conduct of its business or placing or assisting to place or guaranteeing the placing of any shares in or debentures or other securities of the Company.
- 3.58 To advertise all or any of the manufactures or goods of the Company in any way that may be thought advisable including the posting of bills in relation thereto and the issue of books, pamphlets and price lists and the conducting of competitions and the giving of prizes therefor.
- 3.59 To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- 3.60 To undertake and execute any trusts the undertaking whereof may seem desirable, and either gratuitously or otherwise.
- 3.61 To distribute any of the property of the Company in specie among the members.
- 3.62 To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with its business calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights
- 3.63 Generally to do all such other things as are incidental to or connected with any of the above objects or conducive to the attainment thereof or otherwise likely in any respect to be advantageous to the Company.
- 3.64 To purchase its own stocks and to deal with the purchased stocks in the manner subject to and in accordance with the Companies Act 2016 and the rules, regulations and orders made pursuant thereto and the requirements of the Bursa Malaysia Securities Berhad and any other relevant authorities.

And it is hereby declared that the word "Company" in this clause shall be deemed to include any partnership or other body of person, whether incorporated or not incorporated, and whether domiciled in Malaysia or elsewhere.

- 4. The Company shall have full capacity and power to achieve such objects as mentioned above.
- 5. The liability of the members is limited.
- 6. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

The Third Schedule of the Companies Act 2016 shall not apply to the Company, except so far as the same are repeated or contained in this Constitution.

INTERPRETATION

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

Act	The Companies Act 2016 and any statutory modification, amendment or re-enactment thereof for the time being in force.
Authorised Nominee	A person who is authorised to act as nominee as specified under the Rules of the Depository.
beneficial owner	The ultimate owner of the shares and does not include a nominee of any description.
Board	The board of directors for the time being of the Company.
Books Closing Date	The specified time and date set by the Company for the purpose of determining persons entitled to dividends, interest, or new securities, or rights to a priority of application for issues of securities.
Bursa Depository	Bursa Malaysia Depository Sdn. Bhd. (Company No. 165570-W) including any further change of name.
Central Depositories Act	Securities Industry (Central Depositories) Act 1991, and any statutory modification, amendment or re-enactment thereof for the time being in force.
Clause	Clauses of this Constitution as originally framed or altered from time to time by Special Resolution.
CMSA	Capital Markets and Services Act 2007, and any statutory modification, amendment or re-enactment thereof for the time being in force.
Constitution	This Constitution as originally framed or as altered from time to time by Special Resolution and this "Constitution" means any one of them.
Company	Oriental Holdings Berhad (Company No. 5286-U).
Deposited Security	A security in the Company standing to the credit of a Securities Account of a Depositor and includes securities in the Securities Account that is in suspense subject to the provisions of the Central Depositories Act and the Rules.
Depositor	A holder of a Securities Account as defined in Section 2 of the Central Depositories Act.
Directors	The directors for the time being of the Company as defined in Section 2(1) of the CMSA.
document	Any document required to be sent under the Listing Requirements to securities holder.

electronic address	Any address or number used for the purpose of sending or receiving documents or information by electronic means.
electronic communication	A document or information is sent or supplied by electronic communication if it is sent initially, and received at its destination by means of electronic equipment for the processing (which expression includes digital compression) or storage of data, and entirely transmitted, conveyed and received by wire, by radio, by optical means or by other electromagnetic means.
electronic form	Document or information sent or supplied in electronic form are those sent by “electronic communication” or by any other means while in an electronic form whereby a recipient of such document or information would be able to retain a copy.
Exchange	Bursa Malaysia Securities Berhad (Company No. 635998-W) and / or any other Exchange on which the Company is listed.
Exempt Authorised Nominee	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.
Listing Requirements	Bursa Malaysia Securities Berhad Main Market Listing Requirements including any amendments thereto that may be made from time to time.
Market Day	A day on which the stock market of the Exchange is open for trading in securities.
member	Unless otherwise expressed to the contrary, any person(s) for the time being holding one or more shares in the Company and whose name(s) appears in the Register of Members and includes a Depositor who shall be treated as if he were a member pursuant to Section 35 of the Central Depositories Act but excludes the Bursa Depository in its capacity as a bare trustee member.
Office	The registered office for the time being of the Company.
Record of Depositors	A record provided by the Bursa Depository to the Company or its registrar(s) under Chapter 24.0 of the Rules.
Register	The register of members to be kept pursuant to the Act, and unless otherwise expressed to the contrary, includes the Record of Depositors.
Registrar	Such person, firm or company which for the time being maintains in Malaysia, the register of securities holders.
Rules	The Rules of the Bursa Depository and any appendices thereto, as amended, modified and supplemented from time to time.
Rules of the Depository	The rules as defined in Section 2 of the Central Depositories Act.

Seal	The Common Seal of the Company or in appropriate case the official seal.
Secretary	Any person or persons appointed to perform the duties of the Secretary of the Company and shall include any person(s) who is a member of a professional body, or any other body, which has for the time being been prescribed by the Minister by notification published in the <i>Gazette</i> .
securities	As defined in Section 2(1) of the CMSA.
Securities Account	An account established by the Bursa Depository for a Depositor for the recording of deposit or withdrawal of Securities and for dealing in such Securities by the Depositor as permitted under the Central Depositories Act and / or the Rules.
shares	Stocks and/or shares of the Company

Writing shall include printing and lithography and any other mode or modes of representing or reproducing words, symbols or other information which may be displayed in a visible form, whether in a physical document or in an electronic communication or form or otherwise howsoever.

Words importing the singular number only shall include the plural number and vice versa and the masculine shall include the feminine and neuter genders and vice versa.

Words importing persons shall include corporations and companies.

Subject as aforesaid, words or expressions contained in these Clauses shall be interpreted in accordance with the provisions of the Interpretation Acts, 1948 and 1967 of Malaysia, as amended from time to time and any re-enactment thereof.

BUSINESS

8. Any branch or kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken by the Directors at such time or times as they shall think fit, and further may be suffered by them to be in abeyance whether such branch or kind of business may have been actually commenced or not so long as the Directors may deem it expedient not to commence or proceed with such branch or kind of business.

EFFECTS OF THE LISTING REQUIREMENTS

9. (a) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done.
- (b) Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done.
- (c) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
- (d) If the Listing Requirements require this Constitution to contain a provision and it does not contain such a provision, this Constitution is deemed to contain that provision.

- (e) If the Listing Requirements require this Constitution not to contain a provision and it contains such a provision, this Constitution is deemed not to contain that provision.
- (f) 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.
- (g) Notwithstanding anything contained in this Constitution, nothing herein contained shall prevent the Directors from applying to the Exchange for a waiver from compliance or observance of any of the Listing Requirements. In the event the compliance or observance of such Listing Requirements are waived by the Exchange, the Company shall not be required to comply with any of the Clauses relating to those Listing Requirements in respect of which compliance or observance has been waived by the Exchange.
- (h) The provisions of this Clause 9 shall only apply so long as any of the securities of the Company are listed on the Exchange.

SHARE CAPITAL & VARIATION OF RIGHTS

- 10. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the Company may be issued with such preferred, deferred or other special rights or such restrictions whether in regard to dividend voting, return of capital or otherwise as the Company may from time to time by Ordinary Resolution determine.
- 11. Subject to the provisions of this Constitution, the Act and the provisions of any resolution of the Company, shares in the Company may be issued by the Directors, who may allot, or otherwise dispose of such shares to such persons, on such terms and conditions, with such preferred, deferred or other special rights, and subject to such restrictions and at such times as the Directors may determine but the Directors in making any issue of shares shall comply with the following conditions:-
 - (a) in the case of shares of a class, other than ordinary shares, no special rights shall be attached until the same have been expressed in this Constitution and in the resolution creating the same;
 - (b) every issue of shares or options to employees shall be approved by members in general meeting and such approval shall specifically detail the amount of shares or options to be issued to such employees;
 - (c) except in the case of an issue of securities on a pro rata basis to shareholders or pursuant to a back-to-back placement undertaken in compliance with the Listing Requirements, a Director of the Company shall not participate, directly or indirectly, in an issue of ordinary shares or other securities with rights of conversion to ordinary shares or in a share issuance scheme unless the shareholders of the Company in general meeting have approved the specific allotment to be made to the Director and the Director has abstained from voting on the relevant resolution;

- (d) without limiting the generality of Section 76 of the Act, the Company must not issue any ordinary shares or other securities with rights of conversion to ordinary shares if those shares or securities, when aggregated with any such shares or securities which the Company has issued during the preceding twelve (12) months, exceeds ten per centum (10%) of the issued and paid-up capital (excluding treasury shares, if any) of the Company, except where the shares or securities are issued with the prior shareholders' approval in a general meeting of the precise terms and conditions of the issue; and
 - (e) in working out the number of shares or securities that may be issued by the Company, if the security is a convertible security, each such security is counted as the maximum number of shares into which it can be converted or exercised.
- 12. Subject to the Act, any preference shares may with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine.
- 13. Whenever the share capital of the Company is divided into different classes of shares the members of each class shall have an equal right to receive notices, reports and audited financial statements; to attend general meetings of the Company; to vote at any meeting convened for the purpose of reducing the capital, or winding up, or sanctioning a sale of the undertaking; or to vote at any meeting where it is proposed to submit a proposition which will directly affect their rights and privileges. In cases where one (1) class of shares carries a right to a fixed or preferential dividend and that dividend is more than six (6) months in arrears, the members of that class shall have the same voting rights as ordinary shareholders.
- 14. The holder of a preference share shall be entitled to a right to vote in each of the following circumstances:-
 - (a) when the dividend or part of the dividend on the share is in arrears for more than six (6) months;
 - (b) on a proposal to reduce the Company's share capital;
 - (c) on a proposal for the disposal of the whole of the Company's property, business and undertaking;
 - (d) on a proposal that affects rights attached to the share;
 - (e) on a proposal to wind up the Company; and
 - (f) during the winding-up of the Company.

The holder of a preference share shall be entitled to the same rights as a holder of an ordinary share in relation to receiving notices, reports and audited financial statements and attending meetings.

15. Notwithstanding the provision contained in the Constitution, the repayment of preference share capital other than redeemable preference capital or any other alteration of preference shareholder's rights, may only be made pursuant to a special resolution of the preference shareholders concerned PROVIDED ALWAYS that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing, if obtained from not less than 75% of the total voting rights of the preference shareholders within two (2) months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting.

16. Subject to the provisions of Sections 71 and 91 of the Act, if at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied with the sanction of a special resolution passed at a separate meeting of the shareholders of that class.

Where necessary majority of such a special resolution is not obtained at the meeting, consent in writing if obtained from the holders of not less than 75% of the total voting rights of the shareholders of that class within two (2) months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting.

To every such separate general meeting, the provisions of this Constitution relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two (2) persons who are shareholders present in person or represented by proxy holding at least one-third (1/3) of the number of issued shares of the class, excluding any shares of that class held as treasury shares and that any holder of shares of the class present in person or by proxy may demand a poll.

For adjourned meeting, quorum is one person present holding shares of such class. To every such special resolution, the provisions of Section 292 of the Act shall with such adaptations as are necessary, apply.

17. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed not to be varied by the creation or issue of further shares ranking *pari passu* therewith. The rights attached to shares of a class other than ordinary shares shall be expressed.

18. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company PROVIDED THAT (i) the rate in percentage or the amount of the commission paid or agreed to be paid shall not exceed the rate of ten per centum (10%) of the price at which such shares are issued, or an amount equivalent to such percentage of that price, whichever is the lesser; and (ii) the requirements of Section 80 of the Act shall be observed. Subject to the provisions of Section 78 of the Act, such commission may be satisfied by the payment of cash or allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.

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

20. The Company shall not issue shares to transfer a controlling interest in the Company without the prior approval of the members duly signified at a general meeting called for that purpose.
21. Except as required by this Constitution or by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even with notice thereof) any equitable, contingent, future or partial interest in any share or any unit of share or any other right in respect of any shares, except an absolute right to the entirety thereof in the registered holder.

ISSUE OF SECURITIES

22. The Company must not cause or authorise its Registrar to cause the Securities Accounts of the allottees to be credited with the additional securities until after the Company has filed with the Exchange an application for listing of such additional securities and has been notified by the Exchange that they have been authorised for listing.
23. The Company must ensure that all new issues of securities for which listing is sought are made by way of crediting the Securities Accounts of the allottees with such Securities save and except where they are specifically exempted from compliance with Section 38 of the Central Depositories Act, in which event they shall so similarly be exempted from compliance with Listing Requirements. For this purpose, the Company must notify the Bursa Depository of the names of the allottees and all such particulars required by the Bursa Depository, to enable the Bursa Depository to make the appropriate entries in the Securities Accounts of such allottees.
24. Subject to the provisions of the Act, the Listing Requirements, the Central Depositories Act, and the Rules, the Company must allot securities and despatch notices of allotment to the allottees within the stipulated time frame as prescribed under the Listing Requirements or such other period as may be prescribed by the Exchange.
25. Every certificate shall be under the seal and shall be signed by one (1) Director and countersigned by the Secretary or some other person nominated by the Directors for the purpose. All such signatures shall be autographic unless the Directors shall by a resolution otherwise determine.

LIEN

26. Where a call remains unchanged, the Company shall have a first and paramount lien on every share, not fully paid, registered in the name of a member for all moneys, (whether presently payable or not) due by him or his estate, to the Company in respect of the unpaid calls and instalments, and for 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. The Directors may at any time declare any share to be wholly or in part exempt from the provision of this Constitution. The Company's lien, if any, on a share shall extend to all dividends payable thereon.
27. The Directors may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sales shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen (14) days after notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy.

28. To give effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser and may enter the purchaser's name in the register as holder of the shares, and the purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity in invalidity in the proceedings in reference to the sale.
29. The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale or his executors, administrators or assignees or as he directs.

CALL ON SHARES

30. The Directors may, subject to the Act and the provisions of the Listing Requirements, from time to time make calls upon the members in respect of any money unpaid on their shares and not by the conditions of allotment thereof made payable at fixed times, provided that no calls shall exceed one-fourth of the issued price of the share or be payable at less than thirty days from the date fixed for the payment of the last preceding call, and each member shall (subject to receiving at least fourteen (14) days' notice specifying the date, time or times and place of payment) pay to the Company at the time or times and place so specified, the amount called on his shares. A call may be revoked or postponed as the Directors may determine.
31. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be required to be paid by instalments.
32. If a sum called in respect of shares is not paid before or on the day appointed for payment thereof, the person from whom the sum is due, shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding eight per centum (8%) per annum or such other rate as the Directors may determine, but the Directors shall be at liberty to waive payment of the interest, wholly or in part.
33. Any sum which by the terms of issue of a share is payable on allotment or at any fixed date, shall, for the purposes of this Constitution be deemed to have been duly called for and shall be payable on the date on which by the terms of issue such sum becomes payable, and in case of non-payment, all the relevant provisions of this Constitution in respect of payment of interest and expenses, forfeiture or otherwise, shall apply as if the sum had become payable by virtue of a call duly made and notified.
34. The Directors may, on the issue of shares, differentiate between the holders as to the amount of a call to be paid and the times of payment.
35. The Directors may, if they think fit, receive from any member willing to advance all or any part of the money uncalled and unpaid upon any shares held by him, and upon all or any part of the money so advanced may (until the same would, but for the advance, become payable) pay interest at such rate not exceeding (unless the Company in general meeting shall otherwise direct) eight per centum (8%) per annum as may be agreed upon between the Directors and the member paying the sum in advance. No such sum paid in advance of calls shall entitle the member paying such sum to any portion of a dividend declared in respect of any period prior to the date upon which sum would, but for such payment, become presently payable, nor confer a right to participate in profits.

36. No member shall be entitled to receive any dividend or to be present or to vote on any question, either personally or by proxy, at any general meeting, or upon a poll, or to be reckoned in a quorum whilst any call or other sum shall be due and payable to the Company in respect of any of the shares held by him.

37. On the trial or hearing of any action for the recovery of any money due for any call, it shall be sufficient to prove that the name of the Member sued is entered in the register as the holder or one (1) of the holders of the shares in respect of which such debt accrued, that the resolution making the calls is duly recorded in the minute book, and that notice of such call was duly given to the member sued in pursuance of this Constitution; and it shall not be necessary to prove the appointment of the Directors who made such call, nor that the meeting at which any call was made was duly convened and constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

TRANSFER OF SECURITIES

38. Subject to the Central Depositories Act and the Rules, the instrument of transfer of any securities shall be executed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the securities until the transfer is registered and the name of the transferee is entered in the Register and/or the Record of Depositors as the case may be in respect thereof.

39. Subject to this Constitution, the Rules, the Central Depositories Act, and the Listing Requirements, any member may transfer all or any of his securities by instruments in writing in the form prescribed and approved by the Exchange, the Act, and/or the Central Depositories Act on which the Company's securities are listed and quoted.

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

41. The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine not exceeding thirty (30) days in aggregate in any calendar year. Ten (10) market days' (or such other period of notice as may be prescribed under the Listing Requirements by the Bursa Malaysia Securities Berhad from time to time) notice of intention to close the Register shall be published in a daily newspaper circulating in Malaysia and also be given to the Bursa Malaysia Securities Berhad. In relation to the closure, the Company shall give written notice in accordance with the Rules to the Bursa Depository to prepare the appropriate Record of Depositors.

42. The Directors may decline to register the transfer of a security (not being fully paid security) on which the Company has a lien. The Bursa Depository may refuse to register any transfer of Deposited Security that does not comply with the Central Depositories Act and the Rules. No securities shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind.

43. Subject to the provisions of this Constitution, the Directors may recognise a renunciation of any share by the allottee thereof in favour of some other person.

44. Subject to any law in Malaysia for the time being in force, neither the Company nor the Directors nor any of its officers shall incur any liability for the act of the Bursa Depository in registering or acting upon a transfer of securities apparently made by a member or any person entitled to the securities by reason of death, bankruptcy or insanity of a member although the same may, by reason of any fraud or other causes not known to the Company or the Directors or the Bursa Depository or other officers, be legally inoperative or insufficient to pass the property in the securities proposed or professed to be transferred, and although the transfer may, as between the transferor and the transferee, be liable to be set aside and notwithstanding that the Company may have notice that such instrument or transfer was signed or executed and delivered by the transferor in the blank as to the name of the transferee, of the particulars of the securities transferred or otherwise in defective manner.

And in every case, the person registered as transferee, his executors, administrators and assignees alone shall be entitled to be recognised as the holder of such securities and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto.

DISPOSAL OF SHARES OF MEMBERS WHOSE WHEREABOUTS UNKNOWN

45. Where by the exercise of reasonable diligence, the Company is unable to discover the whereabouts of a member for a period of not less than ten (10) years, the Company may cause an advertisement to be published in a newspaper circulating in the place shown in the Register or the Record of Depositors as the address of the member stating that the Company, after expiration of thirty (30) days from the date of the advertisement, intends to transfer the shares to the Minister charged with responsibility for finance.
46. If after the expiration of thirty (30) days from the date of the advertisement the whereabouts of the member remains unknown, the Company may transfer the shares held by the member to the Minister charged with the responsibility for finance and for that purpose may execute for and on behalf of such member, a transfer of those shares to the Minister charged with the responsibility for finance.

TRANSMISSION OF SHARES

47. In case of the death of a member, the legal representatives of the deceased, shall be the only person recognised by the Company as having any title to his interest in the securities, but nothing herein contained shall release the estate of a deceased member from any liability in respect of any security held by him.
48. Any person becoming entitled to a security in consequence of the death or bankruptcy of a member may upon such evidence being produced as may from time to time properly be required by the Bursa Depository and subject as hereinafter provided, elect either to be registered himself as the holder of the security or to have some person nominated by him registered as the transferee thereof by the Bursa Depository, shall in either case, have the same right, to decline or suspend registrations as they would have had in the case of a transfer of the security by that member before his death or bankruptcy, as the case may be. Provided always that where the security is a Deposited Security, subject to the Rules a transfer or withdrawal of the security may be carried out by the person becoming so entitled.

49. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Bursa Depository a notice in writing signed by him stating that he so elects. Provided that where the security is a Deposited Security and the person becoming entitled elects to have the security transferred to him, the aforesaid notice must be served by him on the Bursa Depository. If he shall elect to have another person registered, he shall testify his election by executing to that person a transfer of the security. All the limitations, restrictions and provisions of the Bursa Depository relating to the right of transfer and the registration of transfer of securities shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer executed by that member.
50. A person becoming entitled to a security by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the security, except that he shall not, before being registered as a member in respect of the security, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company. Provided always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the security, and if the notice is not complied with within ninety (90) days the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the security until the requirements of the notice have been complied with.
51. Where:-
- (a) the securities of the Company are listed on another stock exchange; and
 - (b) the Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29 of the Securities Industry (Central Depositories) (Amendment) Act, 1998, as the case may be under the Rules in respect of such securities.

The Company shall, upon the request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the Registrar of the Company in the jurisdiction of the other stock exchange, to the register of holders maintained by the Registrar of the Company in Malaysia and vice versa subject to the following conditions:-

- (i) there shall be no change in the ownership of such securities; and
- (ii) the transmission shall be executed by causing such securities to be credited directly into the Securities Accounts of such securities holder.

FORFEITURE OF SHARES

52. If any member fails to pay the whole or any part of any call or instalment of a call on or before the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him or on the person entitled to the share by transmission, requiring payment of so much of the call or instalment as is unpaid, together with any interest or compensation at the rate of eight per centum (8%) per annum or at such rate as the Directors shall determine and any expenses that may have accrued by reason of such non-payment.
53. The notice shall name a further day (not earlier than the expiration of fourteen (14) days from the date of service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.

54. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares, and not actually paid before the forfeiture.
55. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit.
56. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall remain liable to pay to the Company all monies which, at the date of forfeiture, was payable by him to the Company in respect of the shares (together with interest at the rate of eight per centum (8%) per annum from the date of forfeiture on the money for the time being unpaid if the Directors think fit to enforce payment of such interest), but his liability shall cease if and when the Company receives payment in full of all such money in respect of the shares.
57. A statutory declaration in writing that the declarant is a Director or Secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration, if any, given for the share on any sale re-allotment or other disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold re-allotted or otherwise disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale re-allotment or disposal of the share.
58. If any shares are forfeited and sold, any residue 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 or assignees or as he directs.
59. When any share shall have been so forfeited, notice of the forfeiture shall be given to the holder of the share, or to the person entitled to the share by transmission, and an entry of the forfeiture, with the date thereof, shall forthwith be made in the Register, but no forfeiture shall be invalidated by any failure to give such notice or make such entry as aforesaid.

CONVERSION OF SHARES INTO STOCK

60. The Company may by Ordinary Resolution convert any paid-up shares into stock, and reconvert any stock into paid-up shares of any denomination.
61. The holders of stock may transfer the same or any part thereof in the same manner, and subject to the same regulations, as and subject to which the shares from which the stock arose might previously subjected to conversion have been transferred, or as near thereto as circumstances admit; and the Directors may from time to time fix the minimum amount of stock transferable.
62. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such privileges or advantages (except participation in the dividends and profits of the Company and in the assets on a winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred such privileges or advantages.

63. Such Clauses of the Constitution as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder".

INCREASE IN CAPITAL

64. The Company may from time to time by Ordinary Resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.
65. Unless otherwise determined by the Company in general meeting, any original shares or securities for the time being unissued and not allotted as provided in this Constitution and any new shares or securities from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares or securities held by them.

Such 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 expiration of such time 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 the same in such manner as they think fit most beneficial to the Company.

The Directors may, in like manner dispose of any such new or original shares or securities as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid, or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner herein before provided.

66. Notwithstanding this Constitution, the Company may apply to the Exchange for waiver of convening Extraordinary General Meetings to obtain shareholders' approval for further issues of shares (other than bonus or rights issues) where the aggregate issues of which in any one (1) financial year do not exceed ten per centum (10%) of the issued capital.
67. Except so far as otherwise provided by the conditions of issue or by this Constitution, any capital raised by the creation of new shares shall be considered part of the original capital, and shall be subject to the provisions herein contained with reference to the payment of calls and instalments, transfer and transmission, forfeiture, lien, surrender, and otherwise. Unless otherwise provided in accordance with this Constitution, the new shares shall be Ordinary Shares.

ALTERATION OF CAPITAL

68. The Company may from time to time by Ordinary Resolution:-
- (a) increase the share capital by such sum to be divided into shares of such amount as the resolution shall prescribe; or
 - (b) consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the shares from which the subdivided share is derived; or
 - (c) convert all or any of its paid-up shares into stock and may reconvert that stock into paid-up shares; or

- (d) subdivide its share capital or any part thereof, 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 shares from which the subdivided share is derived; or
 - (e) cancel any shares which at the date of the passing of the resolution which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled.
- 69. Subject to and in accordance with the provisions of the Act and the requirements of the Exchange and such other relevant law, regulation or guideline, the Company is allowed and shall have power, to the fullest extent permitted, to purchase its own shares. Any shares in the Company so purchased by the Company shall be dealt with as provided by the Act, the requirements of the Exchange and any other relevant authorities in respect thereof.
- 70. The Company may reduce its share capital by:-
 - (a) a special resolution and confirmation by the Court in accordance with Section 116 of the Act; or
 - (b) a special resolution supported by a solvency statement in accordance with Section 117 of the Act.

GENERAL MEETINGS

- 71. A general meeting shall be held once in every year at such time and place as may be appointed by the Directors, but so that not more than fifteen (15) months shall elapse between the holding of any two (2) successive meetings.
- 72. The abovementioned general meetings shall be called annual general meetings. All other general meetings shall be called extraordinary general meetings.
- 73. Such meeting of its members may be held at more than one venue using any technology or method that allows all members of the Company to participate and to exercise the members' rights to speak and vote at the meeting, and using any available technology to provide notice, conduct and record or facilitate voting at that meeting or any adjournment of that meeting of members subject to rules, regulations and laws prevailing. The main venue of the meeting shall be in Malaysia and the Chairman shall be present at the main venue of the meeting.
- 74. The Directors may, whenever they so decide by resolution, convene an extraordinary general meeting of the Company. In addition, an extraordinary general meeting shall be convened on such requisition as is referred to in Section 311 of the Act, or if the Company makes default in convening a meeting in compliance with a requisition received pursuant to Section 312 of the Act, a meeting may be convened by the requisitionists themselves in the manner provided in Section 313 of the Act.

75. (1) Twenty-one (21) days' notice in writing at the least of every meeting convened for the purpose of passing a Special Resolution and of annual general meeting and fourteen (14) days' notice at the least of every other general meeting and twenty-eight (28) days' notice at the least of every resolution which by the Act special notice is required of a resolution proposed to be passed at a general meeting shall be given in manner hereinafter mentioned to the Auditors and to all members other than such as are not, under this Constitution, entitled to receive such notices from the Company; provided that a general meeting, notwithstanding that it has been called by a shorter notice than that specified above, shall be deemed to have been duly called if it is so agreed:-
- (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of an extraordinary general meeting by a majority in number of the members having a right to attend and vote thereat, being a majority together holding not less than ninety-five per centum (95%) in the number of the shares giving that right.
- (2) Subject to the Act, Listing Requirements, laws, rules or regulations, notice of a meeting of members shall be in writing and shall be given to the members either:-
- (a) in hard copy;
 - (b) in electronic form; or
 - (c) partly in hard copy and partly in electronic form.
- (3) A notice:-
- (a) given in hard copy shall be sent to any member either personally or by post to the address supplied by the member to the Company for such purpose; or
 - (b) given in electronic form shall be transmitted to the electronic address provided by the member to the Company for such purpose or by publishing on a website.
- (4) A notice of a meeting of members shall not be validly given by the Company by means of a website unless a notification to that effect is given in accordance with Section 320 of the Act.
- (5) The Company shall notify a member of the publication of the notice on the website and such notifications shall be in writing and shall be given in hard copy or electronic form stating:-
- (a) that it concerns a meeting of members;
 - (b) the place, date and time of the meeting; and
 - (c) whether the meeting is an annual general meeting.
- (6) The notice shall be made available on the website throughout the period beginning from the date of the notification referred to in paragraph (5) of this Clause until the conclusion of the meeting.

76. At least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any Special Resolution is proposed or where it is the annual general meeting, of every such meeting must be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to the Exchange upon which the Company is listed.
77. (a) The Company shall request the Bursa Depository in accordance with the Rules, to prepare a Record of Depositors to whom notices of general meetings shall be given by the Company.
- (b) The Company shall request the Bursa Depository in accordance with the Rules, to prepare a Record of Depositors as at the latest date which is reasonably practicable which shall in any event be not less than three (3) Market Days before the general meeting (hereinafter referred to as the "General Meeting Record of Depositors").
- (c) Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations, 1996 (where applicable) and notwithstanding any provision 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.
78. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all business that is transacted at an annual general meeting, with the exception of the laying of the audited financial statements and the reports of the Directors and Auditors, the election of Directors in place of those retiring and the appointment of, and the fixing of the remuneration of the Auditors.
79. In every notice calling a meeting of the Company, there shall appear with reasonable prominence, a statement that a member entitled to attend and vote is entitled to appoint not more than two (2) proxies to attend and vote in his stead.
80. The accidental omission to give notice of meeting to, or the non-receipt of notice of a meeting, by any person entitled to receive such notice shall not invalidate any resolution passed or the proceedings at any such meeting.

PROCEEDING AT GENERAL MEETINGS

81. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise provided, two (2) members present in person or represented by proxy shall be a quorum. For the purposes 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 member.

82. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week (or if that day be a public holiday then to the next business day following that public holiday) at the same time and place or to such other day and at such other time and place as the Directors may determine, but if a quorum is not present within half an hour at any adjourned meeting, the meeting shall be dissolved. For the purpose of this Clause, "business day" means a day (not being a Saturday, Sunday or public holiday) on which licensed financial institutions are open for general banking business in Kuala Lumpur.
83. The Chairman, if any, of the Board of Directors shall preside as Chairman at every general meeting of the Company, or if there is no such Chairman, or if he shall not be present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one (1) of their number to be Chairman of the meeting, or if no Director be present, or if all the Directors present decline to take the chair, the members present shall choose one (1) of their number to be Chairman of the meeting. The election of the Chairman shall be by a show of hands.
84. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Any poll duly demanded on the election of a Chairman of a meeting or on a question of adjournment shall be taken forthwith at the meeting and without adjournment.
- A poll demanded on any other question 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 result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- When a meeting is adjourned for fourteen (14) days or more, seven (7) clear days' notice at the least of the adjourned meeting shall be given specifying the place and the time of the meeting as in the case of an original meeting, but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned 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.
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 the 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. The Chairman may also at his discretion and in accordance with applicable laws, decides whether to admit new business at a general meeting.
86. Subject to the Listing Requirements, any resolution set out in the notice of any general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting shall be voted by poll. Notwithstanding the above, a poll may be demanded in writing:-

- (a) by the Chairman of the meeting;
- (b) by at least three (3) members present in person or by proxy or by attorney or in the case of a corporation by a representative;
- (c) by any member or members present in person or by proxy or by attorney or in the case of a corporation by a representative and representing not less than one-tenth (1/10) of the total voting rights of all the members having the right to vote at the meeting, excluding any voting rights attached to shares in the Company held as treasury shares; or
- (d) by a member or members present in person or by proxy or by attorney or in the case of a corporation by a representative holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid-up equal to not less than one-tenth (1/10) of the total paid-up on all the shares conferring that right, excluding any voting rights attached to shares in the Company held as treasury shares.

Unless a poll is so demanded, a declaration by the Chairman of the meeting that a resolution has been carried or has not been carried by a particular majority or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

87. (1) A poll shall be taken in such manner as the Chairman of the meeting directs 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 time and place 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.

The poll may be conducted manually using voting slips or electronically using various forms of 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.

- (2) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded. The Chairman of the meeting may (and if so directed by the meeting shall) appoint scrutineers and may in addition to the powers of adjourning meetings contained in this Constitution, adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll.
- (3) If:-
 - (a) any objection shall be raised as to the qualification of any voter; or
 - (b) any votes have been counted which ought not to have been counted or which might have been rejected; or
 - (c) any votes are not counted which ought to have been counted;

the objection or error shall not vitiate the decision of the meeting or adjourned meeting on any resolution unless the same is raised or pointed out at the meeting or the adjourned meeting at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the Chairman of the meeting and shall only vitiate the decision of the meeting on any resolution if the Chairman decides that the same is of sufficient magnitude to vitiate the resolution or may otherwise have affected the decision of the meeting. The decision of the Chairman of the meeting on such matters shall be final and conclusive.

88. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
89. Subject the Listing Requirements and any special rights or restrictions as to voting for the time being attached to any shares or classes of shares in accordance with this Constitution, a holder of ordinary shares or preference shares who is present in person or by proxy or a member's representative or attorney and if a corporation is present by a duly authorised representative or by proxy or attorney entitled to vote shall on a show of hands be entitled to one (1) vote on any question at any general meeting and in the case of a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one (1) vote for every share held by him. A proxy shall be entitled to vote on a show of hands or on a poll, on any question, at any general meeting. In a voting by poll, each proxy shall be entitled to such number of votes equal to the proportion of the member's shareholdings represented by such proxy. A proxy may only vote as directed in the proxy form. However, if the appointor or representative attend and vote on a resolution, the proxy or attorney must not vote.
90. Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such manner that a unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such right is exercisable.
91. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis, or other persons in the nature of a committee, receiver, curator bonis or other person appointed by such Court, and such committee, receiver or curator bonis appointed by such Court may on a poll vote by proxy, provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the office of the Company not less than forty-eight (48) hours before the time for holding 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.
92. No person shall be entitled to be present or to vote on any resolution either as a member or otherwise as a proxy or attorney or representative for a corporation at any general meeting or demand a poll or be reckoned in the quorum in respect of any shares upon which calls are due and unpaid.
93. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

94. (1) A member of the Company entitled to attend and vote at a meeting of the Company, or at a meeting of any class of members of the Company, shall be entitled to appoint not more than two (2) proxies to attend and vote in his stead at the meeting, and that a proxy may but need not be a member. There shall be no restriction as to the qualification of the proxy. Where a member appoints more than one (1) proxy, he shall specify the proportion of his holdings to be represented by each proxy, failing which the appointment shall be invalid. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
- (2) Where a member of the Company is an Authorised Nominee as defined under the Central Depositories Act, it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
- (3) Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
95. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal, or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company. An instrument appointing a proxy to vote shall be deemed to include the power to demand or concur in demanding a poll on behalf of the appointer. Members not resident in Malaysia may appoint and revoke proxies by cable.
96. Where it is desired to afford members an opportunity of voting for or against a resolution, the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit or in such other form as the Directors may approve or in any particular case, may accept:

ORIENTAL HOLDINGS BERHAD (5286-U)

No. of stocks held	CDS Account No.

I/We, _____ NRIC No./ Company No. _____

of _____ and telephone no. _____

being a member/members of Oriental Holdings Berhad hereby appoint

Full Name (in Block Letters)	NRIC/Passport No.	No. of Stocks	% of Stockholding

* and/or

Full Name (in Block Letters)	NRIC/Passport No.	No. of Stocks	% of Stockholding

or failing *him/her, the CHAIRMAN OF THE MEETING as *my/our proxy, to vote for *me/us and on *my/our behalf at the Meeting of Members of the Company to be held on _____ at _____ at _____ or at any adjournment thereof.

*My/our proxy is to vote on a poll as indicated below with an "X".

Resolution	For	Against

Signed this _____ day of _____, _____

Signature of Stockholder(s) / Common Seal

Notes:

A proxy may but need not be a member.

To be valid, this form, duly completed must be deposited at the Office of the Company not less than forty eight (48) hours before the time for holding the meeting PROVIDED that in the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his / their proxy, provided Always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the member(s).

A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.

Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.

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

97. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting as the case may be, at which the person named in the instrument proposes to vote, and in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default, the instrument of proxy shall not be treated as valid. The Company may specify a fax number and may specify an electronic address in the notice of meeting, for the purpose of receipt of proxy appointments subject to the Rules, regulations and laws at that time specified therein.
98. (1) Subject to the Act and the Listing Requirements, the Directors or any agent of the Company so authorised by the Directors, may accept the appointment of proxy received by electronic communication on such terms and subject to such conditions as they consider fit. The appointment of proxy by electronic communication shall be in accordance with this Constitution.

- (2) For the purpose of this Clause, the Directors may require such reasonable evidence they consider necessary to determine:-
 - (a) the identity of the member and the proxy; and
 - (b) where the proxy is appointed by a person acting on behalf of the member, the authority of that person to make the appointment.
 - (3) Without prejudice to this Clause, the appointment of proxy by electronic communication must be received at the electronic address specified by the Company in any of the following sources and shall be subject to any terms, conditions or limitations specified therein:-
 - (a) Notice calling the meeting;
 - (b) Instrument of proxy sent out by the Company in relation to the meeting; or
 - (c) Website maintained by or on behalf of the Company.
 - (4) An appointment of proxy by electronic communication must be received at the electronic address specified by the Company pursuant to this Clause not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
 - (5) An appointment of proxy by electronic communication which is not made in accordance with this Clause shall be invalid.
99. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
100. A corporation whether a company within the meaning of the Act or not which is a member of this Company may, by resolution of its directors or other governing body, authorise any person to act as its representative at any meeting of this Company. Such representative shall be entitled to exercise the same powers on behalf of the corporation which he represents as if he were an individual member, including power when personally present, to vote on a show of hands. Notice of the appointment of such representative may be given in writing or by telegram or by cable.
- If the corporation authorises more than one (1) person as its representative, every one (1) of the representative is entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if every one (1) of the representative was an individual member of the Company.

If the corporation authorises more than one (1) person and more than one (1) of the representatives purport to exercise the power on the above:-

- (a) where the representatives purport to exercise the power in the same way, the power is treated as exercised in that way; or
- (b) where the representatives do not purport to exercise the power in the same way, the power is treated as not exercised.

DIRECTORS: APPOINTMENT, REMOVAL, ETC

- 101. Unless otherwise determined by the Company in general meeting and subject to the Listing Requirements, the number of Directors shall not be less than two (2) nor more than twelve (12).
- 102. Unless otherwise determined by the Company in general meeting, by the Rules or under law, at least two (2) Directors or one-third (1/3) of the Board, whichever is higher, shall be independent Directors. If the number of Directors is not three (3) or multiple of three (3), then the number nearest one-third (1/3) shall be used for the purpose of determining the requisite number of independent Directors.
- 103. At the first annual general meeting of the Company, all of the Directors shall retire from the office and at the annual general meeting in every subsequent year one-third (1/3) of the Directors for the time being, or if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election provided always that all Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election.
- 104. The Directors to retire at the annual general meeting in every year shall be the Directors who have been longest in office since their last election. As between Directors of equal seniority, the Directors to retire shall in the absence of agreement, be elected from among them by lot. A retiring Director shall be eligible for re-election and shall act as a Director throughout the meeting at which he retires.
- 105. No person, not being a retiring Director, shall be eligible for election to the office of Director at any general meeting unless a member intending to propose him has at least eleven (11) clear days before the meeting, left at the Office of the Company a notice in writing duly signed by the nominee, giving consent to the nomination and either signifying his candidature for the office, or signifying the intention of such member to propose him, provided that in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary. Notice of each and every candidature for election to the Board of Directors shall be served on the registered holders of shares at least seven (7) days prior to the meeting at which the election is to take place. The cost of serving the notice to propose the election of a Director where the nomination is made by a member or members, shall be borne by the member or members making the nomination.
- 106. The Company at the meeting at which a Director retires under any provision of this Constitution may by Ordinary Resolution fill up the vacated office by electing thereto the retiring Director or some other person eligible for appointment. In default the retiring Director shall be deemed to have been re-elected, unless:-
 - (a) at such meeting it is expressly resolved not to fill up such vacated office, or a resolution for the re-election of such Director is put to the meeting and lost; or
 - (b) such Director has given notice in writing to the Company that he is unwilling to be re-elected; or

- (c) the default is due to the moving of a resolution in contravention to the next following Clause.
- 107. A motion for the appointment of two (2) or more persons as Directors by a single resolution shall not be made at any general meeting unless a resolution that it shall be so made has first been agreed to by the meeting without any vote being given against it; and any resolution moved in contravention of this provisions shall be void.
- 108. The Company may from time to time by Ordinary Resolution increase or reduce the number of Directors, and may make the appointments necessary for effecting any such increase, and may determine in what rotation such increased or reduced number shall go out of office.
- 109. The Company may by Ordinary Resolution of which special notice has been given to the Company in accordance with the provisions of the Act remove any Director before the expiration of his period of office and may by an Ordinary Resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.
- 110. The Directors shall have powers at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with this Constitution. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.
- 111. The shareholding qualification for Directors may be fixed by the Company in general meeting, and unless and until so fixed, no such qualification shall be required.

REMUNERATION OF DIRECTORS

- 112. The fees and any benefits payable to the Directors of the Company and its subsidiaries including any compensation for loss of employment of Director or former Director shall from time to time be determined by the Company in general meeting and such remuneration shall be divided among the Directors in such proportions and manner as the Directors may determine PROVIDED ALWAYS that:-
 - (a) fee payable to Non-Executive Directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover;
 - (b) salaries and other emoluments (including bonus, benefits or any other elements) payable to Executive Directors who hold an executive office in the Company pursuant to a contract of service need not be determined by the Company in general meeting but such salaries and emoluments may not include a commission on or percentage of turnover. Nothing herein shall prejudice the powers of the Directors to appoint any of their members to be the employee or agent of the Company at such remuneration and upon such terms as they think fit provided that such remuneration shall not include commission on or percentage of turnover;
 - (c) fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting;

- (d) any fee paid to an alternate Director shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter; and
 - (e) the fees and / or benefits payable to Non-Executive Directors who are also Directors of the subsidiaries includes fees, meeting allowances, travelling allowances, benefits, gratuity and compensation for loss of employment of Director or former Director of the Company provided by the Company and subsidiaries, but does not include insurance premium or any issue of securities.
113. 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 the Directors or general or other meetings of the Company or in connection with the business of the Company.
114. The Directors may grant special remuneration to any Member of Board who, being called upon, shall be willing to render any special or extra services to the Company, or to go or reside outside Malaysia or outside his country of origin as the case may be in connection with the conduct of any of the affairs of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration as a Director, and may be made payable by a lump sum or by way of salary, or by a percentage of profits, or by any or all of those modes but shall not include a commission on or percentage of turnover.

DISQUALIFICATION OF DIRECTORS

115. (1) The office of a Director shall become vacant if the Director:-
- (a) is an undischarged bankrupt;
 - (b) has been convicted of an offence relating to the promotion, formation or management of a corporation;
 - (c) has been convicted of an offence involving bribery, fraud or dishonesty;
 - (d) becomes disqualified from being a Director by reason of any order made under the Act or has been convicted of an offence under Sections 213, 217, 218, 228 and 539 of the Act;
 - (e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder during his term of office;
 - (f) is absent from more than fifty percent (50%) of the total Board meetings held during a financial year unless an exemption or waiver is obtained from the Exchange;
 - (g) resigns from his office by notice in writing to the Company and deposited at the Office of the Company;
 - (h) is removed from his office of Director by resolution of the Company in general meeting of which special notice has been given;
 - (i) has retired in accordance with the Act or the Constitution of the Company but is not re-elected; or

- (j) otherwise vacate his office in accordance with the Act or the Constitution of the Company.
- (2) The circumstances referred to in paragraphs (1)(a), (b) and (c) shall be applicable to circumstances in or outside Malaysia.

POWERS AND DUTIES OF DIRECTORS

- 116. The business and affairs of the Company shall be managed by Directors or under the direction of the Board who may pay all expenses incurred in promoting and registering the Company. The Board has all the powers necessary for managing and for directing and supervising the management of the business and affairs of the Company and exercise all such powers of the Company as are not by this Constitution or by the Act required to be exercised by the Company in general meeting, subject nevertheless, to any of this Constitution, to the provisions of the Act, and to such regulations, not being inconsistent with this Constitution or the provisions of the Act 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.
- 117. The Directors shall not without the prior approval of the Company in general meeting:-
 - (a) exercise any power of the Company to issue shares unless otherwise permitted under the Act;
 - (b) arrange or enter or carry into effect any proposal or execute any transaction for the acquisition of an undertaking or property of a substantial value, or the disposal of a substantial portion of or controlling interest in the Company's undertaking or property (includes the whole or substantially the whole of the rights, including developmental rights and benefits);
 - (c) subject to Sections 228(2) and 229 of the Act, enter or carry into effect any arrangement or transaction with a Director or a substantial shareholder of the Company or its holding Company, or its subsidiary or with a person connected with such a Director or substantial shareholder to acquire from or dispose to such Director or substantial shareholder or person connected with such a Director any shares or non-cash assets of the requisite value as stated in the Act; or
 - (d) issue any securities on such terms and subject to such conditions which confer a right to subscribe for new shares of the Company.
- 118. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company and its related companies as defined under the Act.
- 119. The Directors shall not borrow any money or mortgage or charge any of the Company or the subsidiaries' undertaking, property, or any uncalled capital, or issue debentures and other securities (whether outright or as security) for any debt, liability or obligation of an unrelated third party.

120. The Directors shall have power, and be deemed always to have had power, to pay and agree to pay pensions or other retirement, superannuation, death or disability benefits to or to any person in respect of any Director or ex-Director who may hold or have held any executive office or any office of profit under the Company or any subsidiary company and for the purpose of providing any such pensions or other benefits to contribute to any scheme or fund or to pay premiums.
121. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as they may think fit, and any such powers of attorneys may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
122. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.
123. Unless prohibited by the rules and / or requirements of the Exchange, any Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for his or his firm's professional services as if he was not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as auditor of the Company and provided further that such professional services shall be provided at normal commercial terms.

PROCEEDING OF DIRECTORS

124. The Directors or any committee of Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman except when only two (2) directors are present or when only two (2) Directors are competent to vote on the question at issue shall have a second or casting vote.
125. A Director may, and the Secretary on the requisition of a Director, shall at any time summon a meeting of Directors. All meetings of the Directors shall be held in Malaysia or in such other place as the Directors shall from time to time appoint.
126. Unless otherwise determined by the Directors from time to time, notice of all Directors' meetings shall be given and circulated to all Directors and their alternates by facsimile, telex, telegram or electronic mail or other communication modes / equipment. Except in the case of an emergency, reasonable notice of every Directors' meeting shall be given in writing. The majority of the Board may waive notice of any meeting and any such waiver may be retroactive.
127. The quorum necessary for the transaction of business of the Directors shall be two (2) and a meeting of the Director for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretion by or under this Constitution vested in or exercisable by the Directors generally.

128. Notwithstanding any provisions to the contrary contained in this Constitution, any Directors may participate at a meeting of Directors by way of telephone or video conferencing or by means of other communication equipment whereby all persons participating in the meeting are able to hear each other, and such Directors shall be deemed to be physically present at the meeting whether for the purposes of this Constitution or otherwise. A Director participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting. Any meeting held in such manner shall be deemed to be held at such place as shall be agreed upon by the Directors attending the meeting provided that at least one (1) of the Directors present at the meeting was at such place for the duration of that meeting.
129. A meeting at which one (1) or more of the Directors attends by electronic means is deemed to be held at such place as the Directors shall at the said meeting resolve. In the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the place, if any, where a majority of the Directors attending the meeting are physically present, or in default of such a majority, the place at which the Chairman of the meeting is physically present.
130. Subject to the Act, all business transacted in the manner provided above by electronic means shall for the purpose of this Constitution be deemed to be validly and effectively transacted at a meeting of the Board PROVIDED that at least one (1) of the Directors present at the meeting was at such place as resolved or deemed (as the case may be) pursuant to this Constitution for the duration of the meeting. All information and documents must be made equally available to all participants prior to or at / during the meeting.
131. The Directors or any committee of Directors may from time to time elect a Chairman, who shall preside at their meeting, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five (5) minutes after the time appointed for holding the same, a substitute for that meeting shall be appointed by such meeting from among the Directors present.
132. The continuing Directors at any time 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 of the Company, the continuing Directors may, except on 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.
133. A Director (or alternate Director) or any firm of which he is a member, may contract or be interested in any contract or arrangement with the Company or any other company in which the Company may be interested and he may hold any office or place of profit (other than the office of Auditor of the Company or a subsidiary Company) in the Company and he or any firm of which he is a member may act in a professional capacity for the Company or any other such company, and (unless otherwise agreed) he may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom.
134. A Director shall not participate in any discussion or vote in regard to any contract or proposed contract or arrangement in which he has, directly or indirectly, an interest (and if he shall do so his vote shall not be counted).
135. A Director notwithstanding his interest may, provided that none of the other Directors present disagree, be counted in the quorum present at any meeting whereat any decision is taken upon any contract or proposed contract or arrangement in which he is in any way interested PROVIDED ALWAYS that he has complied with Section 221 and all other relevant provisions of the Act and this Constitution.
136. A Director may vote in respect of:-

- (a) any arrangement for giving the Director himself or any other Directors any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; and
 - (b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself or any other Director has assumed responsibility in whole or in part, under a guarantee or indemnity or by the deposit of a security.
137. A Director of the Company may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such Directors shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of, or from his interest in, such other company unless the Company otherwise directs.

ALTERNATE DIRECTOR

138. (1) A Director may from time to time nominate any person to act as his alternate Director and at his discretion remove such alternate Director, but the appointment of such alternate Director shall not take effect until approved by a majority of the other Directors PROVIDED ALWAYS that any fee paid by the Company to an alternate Director shall be deducted from that Director's remuneration.
- (2) An alternate Director shall (except as regards the power to appoint an alternate Director and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors, and shall be entitled to receive notices of all meetings of the Directors and to attend, speak and vote at any such meeting at which his appointor is not present.
- (3) A Director may at any time by writing revoke the appointment of any alternate appointed by him, and appoint another person approved as aforesaid. An alternate Director shall ipso facto vacate office if the Director appointing him vacates office as Director or removes the alternate Director from office. Any appointment or removal of an alternate Director may be made and communicated by his appointor to the Office by cable, telegram or radiogram, telex or in any other manner approved by the Directors. Any cable, telegram or radiogram shall be confirmed as soon as possible by letter, but may be acted upon by the Company in the meantime.
- (4) If a Director making any such appointment as aforesaid shall cease to be a Director (otherwise than by reason of vacating his office at a meeting of the Company at which he is re-elected), the person appointed by him shall thereupon cease to have any power or authority to act as an alternate Director.
- (5) An alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Directors attended by him at which he is entitled to vote.
- (6) No Director may act as an alternate Director and a person may not act as an alternate Director for more than one (1) Director.

- (7) Every person acting as an alternate Director shall be deemed to be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be an agent of or for the Director appointing him.

MANAGING AND / OR EXECUTIVE DIRECTORS

139. The Directors may from time to time appoint one (1) or more of their body to any executive office including the office of Chairman or Deputy Chairman, Chief Executive, Managing Director, Deputy Managing Director or Executive Director upon such terms as they think fit except that any appointment of Managing Director for a fixed term shall not exceed three (3) years.

The appointment may entrust to and confer upon the Directors holding such executive office, any powers exercisable by them as Directors generally as they may think fit, but such Chief Executive, Managing Director, Deputy Managing Director or Executive Director shall be subject to the control of the Board.

The Board may from time to time (subject to any provisions of any contract between him and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or appoint a substitute during his or their absence from illness or any other cause and in case of any breach of any agreement his or their remedy against the Company shall be in damages only and he or they shall have no right or claim to continue in such office contrary to the will of the Directors or of the Company in general meeting.

140. The appointment of any Director to the office of Chairman or Deputy Chairman or Managing or Joint or Assistant Managing Director shall be automatically determined if he ceases from any cause to be a Director, unless the contract or resolution under which he holds office shall expressly state otherwise, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company.
141. The Directors may entrust to and confer upon a Director holding any executive office any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit, and may from time to time revoke, withdraw, alter or vary all or any of such powers, provided that such executive Directors shall be subject to the control of the Board.

COMMITTEE OF DIRECTORS

142. The Directors may delegate any of their powers, other than the powers to borrow and make calls, to committees consisting of such members of their body as they think fit. Any committee so formed shall in the exercise of the power so delegated conform to any regulations that may from time to time be imposed upon them by the Board.
143. Subject to any rules and regulations made pursuant to this Constitution, a committee may meet and adjourn as it thinks proper and questions arising at any meeting shall be determined by a majority of votes of the members of such committee present and in the case of any equality of votes, the Chairman shall have a second or casting vote.
144. A committee may elect a Chairman of its meetings. If no such Chairman is elected or if at any meeting the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the members of the committee present may choose one (1) of their number to be Chairman of the meeting.

145. Notwithstanding any provisions to the contrary contained in this Constitution, any member of a committee may participate at a committee meeting by way of telephone and video conferencing or by means of other communication equipment whereby all persons participating in the meeting are able to hear each other, in which event such member shall be deemed to be physically present at the meeting whether for the purposes of this Constitution or otherwise. A member participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting. Any meeting held in such manner shall be deemed to be held at such place as shall be agreed upon by the members attending the meeting PROVIDED that at least one (1) of the members present at the meeting was at such place for the duration of that meeting.

VALIDATION OF ACTS OF DIRECTORS

146. All acts bona fide done by any meetings of Directors, or by a committee of Directors, or by any person acting as a Director, shall notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid if every such person had been duly appointed and was qualified to be a Director.
147. The Directors shall not have power to sell or dispose of a substantial portion of the Company's main undertaking without approval by shareholders in general meeting.

DIRECTORS' CIRCULAR RESOLUTION

148. A resolution in writing signed, approved or assented by letter, electronic mail or facsimile by a majority of the Directors for the time being present in Malaysia entitled to receive notice of a meeting of the Directors shall be valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted provided that where a Director is not so present but has an alternate who is so present, then such resolution must also be signed by such alternate.

Any such resolution may consist of several documents in like form (prepared and circulated by facsimile, telex, telegram or electronic mail or other communication modes / equipment), each signed by one (1) or more Director or their alternates.

An approval by letter or other written means of a proposed resolution in writing (which has been prepared and circulated as aforesaid) signed by a Director and sent by him by facsimile, telex or telegram or electronic mail or other communication modes / equipment shall be deemed to be a document signed by him for the purposes of the foregoing provisions.

Any such document may be accepted as sufficiently signed by a Director or his alternate if transmitted to the Company by any technology purporting to include a signature and / or electronic or digital signature of the Director or his alternate.

AUTHENTICATION OF DOCUMENTS

149. Any Director or the Secretary shall have power to authenticate any documents affecting the Constitution of the Company and any resolution passed by the Company or the Directors and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts.

Where any books, records, documents or accounts are kept elsewhere than in the Office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.

150. A document purporting to be a copy of a resolution of the Directors or any extract from the minutes of a meeting of the Directors which is certified by person having powers to authenticate the documents as such in accordance with the provisions of this Constitution, shall be conclusive evidence in favour of all persons dealing with the Company on the faith that such resolution has been duly passed or that such extract is a true and accurate record of a duly constituted meeting of the Directors, as the case may be.

MINUTES AND REGISTERS

151. The Directors shall cause minutes to be made in books provided for the purposes:-
- (a) of all appointments of officers made by the Directors;
 - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - (c) of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of committees of Directors;

and every Directors present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose (and any such minutes of such a meeting if purporting to be signed by the Chairman thereof, or by the Chairman of the next succeeding meeting of the same body, shall be sufficient evidence without any further proof of the facts therein stated).

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

SECRETARY

153. The Secretary or Secretaries and Assistant Secretary or Assistant Secretaries shall in accordance with the Act be appointed by the Directors for such term, at such remuneration, and upon such conditions as they may think fit; and any Secretary and Assistant Secretary so appointed may be removed by them.

SEAL

154. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and (subject always to the provisions of any trust deed or other instrument constituting any debentures, debenture stock or other securities of the Company) every instrument to which the seal shall be affixed, shall be signed by a Director and shall be countersigned by a Director or by the Secretary. All such signatures shall be autographic unless the Directors shall by resolution otherwise determine.

ACCOUNTS

155. The Directors shall cause proper accounting and other records to be kept and shall distribute copies of financial statements and other documents as required by the Act and shall 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 shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or authorised by the Board. Subject always to Section 245 of the Act, the books of account or records of operations shall be kept at the Office or at such other place as the Directors think fit.
156. At least once in every year and at intervals of not more than fifteen (15) months, the Directors shall lay before the Company in general meeting a statement of financial position made up to a date not more than six (6) months before such meeting together with a statement of profit or loss for the period since the date of the preceding financial statements and ending on the date of the statement of financial position, and such other reports or financial statements as may be required by the Act.
157. Unless otherwise provided in the Listing Requirements or the Constitution, a copy of each of such document (which may be in printed form or in CD-ROM form or in such other form of electronic media) shall not less than twenty-one (21) days before the date of the meeting be sent to every member and to every holder of debentures of the Company under the provisions of the Act or of this Constitution. The requisite number of copies of each such document shall at the same time be sent to the Exchange. Provided that this Constitution shall not require a copy of these documents to be sent to any person of whose address the Company is not aware but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.

AUDIT

158. Once at least in every year the accounts of the Company shall be examined, and the correctness of the statement of profit or loss and statement of financial position ascertained by one (1) or more Auditor or Auditors.
159. Auditors shall be appointed and their duties regulated in accordance with the Act.
160. A Director or officer of the Company, or a partner in any business with or an employee of a Director or officer of the Company, shall not be capable of being appointed or of acting as Auditor of the Company.

DIVIDENDS AND RESERVES

161. (1) The Directors may from time to time declare dividend. No dividend shall be payable otherwise than out of profits available of the Company or shall bear interest against the Company. The Directors may, if they think fit, from time to time declare and pay to the members such interim dividends as appear to them to be justified by the position of the Company, and may also from time to time, if in their opinion such payment is so justified, pay any preferential dividends which by the terms of issue of any share are made payable on fixed dates.
- (2) The Directors may authorise a distribution of dividend at such time and in such amount as the Directors consider appropriate, if the Directors are satisfied that the Company will be solvent within twelve (12) months after the distribution is made.

- (3) No higher dividend shall be paid than is authorised by the Directors, and the declarations of the Directors as to the distribution shall be conclusive.
162. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves, which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company, or be invested in such investments (other than shares of the Company), as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.
163. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Constitution as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
164. The Directors may deduct from any dividend payable to any member on or in respect of a share all sums of money (if any) presently payable by him to the Company on account of calls or otherwise.
165. The Directors may retain any dividend or other moneys payable on or in respect of a share on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.
166. No dividend or other moneys payable on or in respect of a share shall bear interest against the Company.
167. All dividends unclaimed for one (1) year after having been declared shall be dealt with by the Company in accordance with prevailing laws relating to the unclaimed moneys.
168. With the sanction of a general meeting any dividend may be paid wholly or in part by the distribution of specific assets and in particular of paid-up shares or debentures of any other company or in any one or more of such ways. Where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed, in order to adjust the rights of all members, and may vest any such specific assets in trustees upon trust for the members entitled to the dividend as may seem expedient to the Directors.

169. (1) Any dividend, interest, or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the person whose name appear in the Register or Record of Depositors or to such person and to such address as the holder may in writing direct or by way of telegraphic transfer or electronic transfer or remittance to such account as designated by such holder or the person entitled to such payment. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be made payable to the order of the person to whom it is sent and the payment of any such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall operate as a good and full discharge to the Company in respect of the payment represented thereby, notwithstanding that in the case of payment by cheque or warrant, it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be sent at the risk of the person entitled to the money thereby represented.
- (2) Whenever the Directors or the Company in general meeting have resolved or proposed that a dividend (including an interim, final, special or other dividend) be paid or declared on the ordinary shares of the Company, the Directors may further resolve that members entitled to such dividend be entitled to elect to receive an allotment of ordinary shares credited as fully paid in lieu of cash in respect of the whole or such part of the dividend as the Directors may think fit. In such case, the following provisions shall apply:-
- (a) the basis of any such allotment shall be determined by the Directors;
 - (b) the Directors shall determine the manner in which members shall be entitled to elect to receive an allotment of ordinary shares credited as fully paid in lieu of cash in respect of the whole or such part of any dividend in respect of which the Directors shall have passed such a resolution as aforesaid, and the Directors may make such arrangements as to the giving of notice to members, providing for forms of election for completion by members (whether in respect of a particular dividend or dividends or generally), determining the procedure for making such elections or revoking the same and the place at which and the latest date and time by which any forms of election or other documents by which elections are made or revoked must be lodged, and otherwise make all such arrangements and do all such things, as the Directors consider necessary or expedient in connection with the provisions of this Constitution;
 - (c) the right of election may be exercised in respect of the whole of that portion of the dividend in respect of which the right of the election has been accorded provided that the Directors may determine, either generally or in any specific case, that such right shall be exercisable in respect of the whole or any part of that portion; and

- (d) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable in cash on ordinary shares in respect whereof the share election has been duly exercised (the "Elected Ordinary Shares") and in lieu and in satisfaction thereof ordinary shares shall be allotted and credited as fully paid to the holders of the Elected Ordinary Shares on the basis of allotment determined as aforesaid and for such purpose (notwithstanding any provision of the Constitution to the contrary), the Directors shall (i) capitalise and apply the amount standing to the credit of any of the Company's reserve accounts or any sum standing to the credit of the profit and loss account or otherwise available for distribution as the Directors may determine, such sum as may be required to pay up in full the appropriate number of ordinary shares for allotment and distribution to and among the holders of the Elected Ordinary Shares on such basis, or (ii) apply the sum which would otherwise have been payable in cash to the holders of Elected Ordinary Shares towards payment of the appropriate number of ordinary shares for allotment and distribution to and among the holders of the Elected Ordinary Shares on such basis.
- (3)
 - (i) The ordinary shares allotted pursuant to the provisions of paragraph (2) of this Clause shall rank *pari passu* in all respects with the ordinary shares then in issue save only as regards participation in the dividend which is the subject of the election referred to above (including the right to make the election referred to above) or any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneous with the payment or declaration of the dividend which is the subject of the election referred to above, unless the Directors shall otherwise specify.
 - (ii) The Directors may do all acts and things considered necessary or expedient to give effect to any capitalisation pursuant to the provisions of paragraph (2) of this Clause, with full power to make such provisions as they think fit in the case of fractional entitlements to ordinary shares (including, notwithstanding any provision to the contrary in this Clause, provisions whereby, in whole or in part, fractional entitlements are disregarded or rounded up or down, or whereby the benefit of fractional entitlements accrues to the Company rather than the members).
- (4) The Directors may, on any occasion when they resolve as provided in paragraph (2) of this Clause, determine that the rights of election under that paragraph shall not be made available to the persons who are registered as holders of ordinary shares in the Register or the Record of Depositors, as the case may be, or in respect of ordinary shares the transfer of which is registered, after such date as the Directors may fix subject to such exceptions as the Directors think fit, and in such event the provisions of this Constitution shall be read and construed to such determination.
- (5) The Directors may, on any occasion when they resolve as provided in paragraph (2) of this Clause, further determine that no allotment of shares or rights of election for shares under that paragraph shall be made available or made to members whose registered addresses entered in the Register or the Record of Depositors, as the case may be, is outside Malaysia or to such other members or class of members as the Directors may in their sole discretion decide and in such event the only entitlements of the members aforesaid shall be to receive in cash the relevant dividend resolved or proposed to be paid or declared.

- (6) Notwithstanding the foregoing provisions of this Constitution, if at any time after the Directors' resolution to apply the provisions of paragraph (2) of this Clause in relation to any dividend but prior to the allotment of ordinary shares pursuant thereto, the Directors shall consider that, by reason of any event or circumstance (whether arising before or after such resolution) or by reason of any matter whatsoever, it is no longer expedient or appropriate to implement that proposal, the Directors may at their absolute discretion and as they deem fit in the interest of the Company, cancel the proposed application of paragraph (2) of this Clause.

CAPITALISATION OF PROFITS

170. The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's Reserve Funds or to the credit of the Income Statement or otherwise available for distributions, and accordingly that such sums be set free for distribution amongst the member who would have been entitled thereto if distributed by the way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such Resolution: Provided that a share premium account and a capital redemption reserve fund may, for the purposes of this Constitution only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.
171. Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provisions 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 members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up of any further shares or debentures to which they may be entitled upon such capitalisation and any agreement made under such authority shall be effective and binding on all such members.

NOTICES

172. (1) Any notice or other document, if served personally or sent by post, shall be deemed to have been served or delivered at the time personally or when the letter containing the same is put into the post, and in proving such service or sending it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office as a pre-paid letter.

Any notice or other document given in electronic form shall be transmitted to the electronic address provided by the member for such purpose or by publishing on the website.

Every person who, by operation of law, transfer, transmission or other means whatsoever, becomes entitled to any share, shall be bound by every notice which have been duly served to the person from whom he derives the title of such shares, prior to his name and address being entered in the Register or Record of Depositors as the registered holder of such shares.

The contact details (including electronic address) of the member are 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.

- (2) Where a notice, or any other document or information is served, sent or supplied by electronic communication:-
 - (a) to the current address of member, shall be deemed to have been duly given, sent, or served at the time of transmission of the electronic communication by the email server or facility operated by the Company or its service provider to the current address of members (notwithstanding any delayed receipt, non-delivery or "returned mail" reply message or any other error message indicating that the electronic communication was delayed or not successfully sent).
 - (b) by making it available on a website, it shall be deemed to have been duly given, sent or served on the date on which the notice or document is first made available on the website, or unless otherwise provided under laws.
 - (3) A notice, document or information served, sent or supplied by means of a website is deemed to have been given to or received by the intended recipient when the material was first made available on the website and the Company notifying the member in the following manner in writing:-
 - (a) the publication of the notice, document or information on the website; and
 - (b) the designated website link or address where a copy of the notice, document or information may be downloaded.
 - (4) A member shall be implied to have agreed to receive such notice or document or information by way of such electronic communications. However, members are given a right to request for a hard copy of such notice, document or information and the Company shall forward a hard copy of such notice or document or information to the member within the prescribed period specified under the Listing Requirements.
 - (5) The Directors may, at their discretion, at any time give a member an opportunity to elect within a specified period of time whether to receive such notice, document or information by way of electronic communications or as a physical copy, and such member shall be deemed to have consented to receive such notice, document or information by way of electronic communications if he was given such an opportunity and he failed to make an election within the specified time, and he shall not in such an event have right to receive a physical copy of such notice, document or information.
173. Where a given number of days' notice or notice extending over any other period is required to be given, the day of service shall be counted in such number of days or other period but the day for which it is given shall be excluded.

174. A notice including notice given in electronic form or any other document, may be given by the Company to the person entitled to a share in consequence of the death or bankruptcy of a member by sending it through representatives of the deceased or assignee of the bankrupt or by any like description, at the address, if any, within Malaysia supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred. Every person who shall become entitled to any share by operation of law, transfer, transmission or other means whatsoever, shall be bound by every notice in respect of such share, which prior to his name and address being entered in the Register or Record of Depositors as the registered holder of such shares, shall have been duly given to the person from whom he derives the title to such share.
175. (1) Notice of every general meeting shall be given in a manner herein before specified to:-
- (a) every Director with a registered address in Malaysia or an address for service of notices in Malaysia;
 - (b) every member with a registered address in Malaysia or an address for service of notices in Malaysia;
 - (c) every person entitled to a share in consequence of the death or bankruptcy of a member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting;
 - (d) the Auditors for the time being of the Company; and
 - (e) every Exchange on which the Company is listed and any other relevant authorities.
- (2) Except as aforesaid no other person shall be entitled to receive notices of general meetings.
- (3) Whenever any notice is required to be given under the provisions of the laws of Malaysia or of this Constitution, waiver or the shortening of the period of such notice, may be effectively given by complying with Section 316(4) of the Act.

RECONSTRUCTION

176. On any sale of the undertaking of the Company, the Directors or the Liquidators on a winding up may, if authorised by a Special Resolution, accept fully paid or partly paid up shares, debentures or securities of any other company, whether incorporated in Malaysia or foreign, either then existing or to be formed for purchase in whole or in part of the property of the Company, and the Directors (if the profits of the Company permit) may distribute such shares or securities or any other property of the Company amongst the members without realisation, or vest the same in trustees for them, and any Special Resolution may provide for the distribution or appropriation of the cash, shares or other securities, benefits or property otherwise than in accordance with the strict legal rights of the members or contributories of the Company, and for the valuation of any such securities or property at such price and in such manner as the meeting may approve and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised and waive all rights in relation thereto, save only in case the Company is proposed to be or is in the course of being wound up, such statutory rights (if any) under the provisions of the Act as are incapable of being varied or excluded by this Constitution.

WINDING-UP

177. If the Company shall be wound up, the Liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Act, divide amongst the members in species or kind the whole or any part of the assets of the Company (whether they shall consist of property of same kind or not) and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid and may determine how such 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 such assets in trustees upon such trusts for the benefit of the contributories as the Liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.
178. If the Company shall be wound up, the members of each class of shareholders shall be entitled to participate equally in direct proportion to the number of the shares. Provided that if the share capital of the Company is divided into different classes, the rights of each class in a liquidation shall be in accordance with the terms of the issue of the shares of the class.
179. On the voluntary liquidation of the Company, no commission or fee shall be paid to a liquidator unless it shall have been approved by members. The amount of such payment shall be notified to all members at least seven (7) days prior to the meeting at which it is to be considered.

SECRECY CLAUSE

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

INDEMNITY

181. Every member of the Board, whether holding an executive office pursuant to this Constitution or not, Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company (including effect of insurance) in accordance with the Act.

ALTERATION OF CONSTITUTION

182. Subject to the Act and to the provisions of the Listing Requirements (if any), the Company may by Special Resolution delete, alter or add to this Constitution.

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